UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): May 2, 2022

OpenLending

OPEN LENDING CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-39326 (Commission File Number)	84-5031428 (IRS Employer Identification No.)
	1501 S. MoPac Expressway Suite 450 Austin, Texas 78746 (Address of principal executive offices, including zip code)	
Re	egistrant's telephone number, including area code: 512-892-0400	
	(Former name or former address, if changed since last report)	
Check the appropriate box below if the Form 8-K filing is intended to simultan Written communications pursuant to Rule 425 under the Securities Act (17 CFR 2. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchang Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Securities registered pursuant to Section 12(b) of the Act:	30.425) 14a-12) ge Act (17 CFR 240.14d-2(b))	iowing provisions.
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 is an emerging growth company as def chapter).	ined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapte	r) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this
		Emerging growth company \square

erging growth company, indicate by ch lange Act. □	eck mark if the registrant has elected no	ot to use the extended transition	period for complying with any	new or revised financial accounti	ng standards provided pursuant to	Section :

Item 1.01 Entry into a Material Definitive Agreement.

On May 5, 2022, Open Lending Corporation, a Delaware corporation, announced that on May 2, 2022 its wholly-owned subsidiary, Lenders Protection, LLC ("Lenders Protection"), entered into a program management agreement (the "Agreement") with Arch Specialty Insurance Company ("Arch"), through which Lenders Protection or its affiliate earns claims administration service fees and profit share revenue. Under the Agreement, Arch facilitates the issuance of credit default insurance policies to financial institutions that enter into a program agreement with Lenders Protection for use of its proprietary software platform. The Agreement contains non-competition provisions in favor of Lenders Protection.

The Agreement terminates on April 30, 2027, and will automatically renew for successive one-year terms unless either party provides the other with written notice of termination at least 180 days prior to expiration of the applicable term. Under the Agreement, early termination is permitted under certain circumstances, including without limitation, by either party upon mutual written consent; by either party upon a delivery of notice of termination in connection with certain specified bankruptcy events with respect to the other party; by Arch upon written notice and cure period in the event of a material breach by the other party; by Lenders Protection upon 180 days' notice to Arch due to certain specified changes of control of Lenders Protection; by either party upon the expiration of a 30-day cure period if a governmental authority finds the policies issued to financial institutions in connection with the program to be unenforceable; by Lenders Protection upon the expiration of a 30-day cure-period in the event that Arch fails to maintain an "A-" or better "A.M. Best" rating; and by either party immediately in the event of fraud or willful misconduct by the other party.

Neither party may assign the Agreement or any of its rights or delegate any of its duties or obligations thereunder in any transaction that does not constitute a change of control, without the prior written consent of the other party.

Item 2.02 Results of Operations and Financial Condition.

On May 5, 2022, Open Lending Corporation (the "Company") issued a press release announcing its financial results for the fiscal quarter ended March 31, 2022. A copy of the press release and additional supplemental financial information are attached as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K and are incorporated by reference herein.

The information furnished under this Item 2.02 and in the accompanying Exhibits 99.1 and 99.2 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 8.01. Other Events.

On May 5, 2022, the Company issued a press release announcing entry into the Agreement. A copy of the press release is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 <u>Earnings Release, dated May 5, 2022, titled "Open Lending Reports First Quarter 2022 Financial Results."</u>

99.2 <u>Supplemental Earnings Information Q1 2022</u>

99.3 Press Release, dated May 5, 2022, titled "Open Lending Signs Agreement with Arch."

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

OPEN LENDING CORPORATION

 By:
 /s/ Charles Jehl

 Name:
 Charles D. Jehl

 Title:
 Chief Financial Officer

Date: May 5, 2022



Open Lending Reports First Quarter 2022 Financial Results

AUSTIN, TX, May 5, 2022 - Open Lending Corporation (Nasdaq: LPRO) (the "Company" or "Open Lending"), a leading provider of lending enablement and risk analytics solutions to financial institutions, today reported financial results for its first quarter of 2022.

"We are pleased with our first quarter results, which included a 32% increase in certified loans, a 14% increase in revenue and a 11% increase in Adjusted EBITDA compared to first quarter of 2021. These strong results are despite near-term headwinds to our business, including low levels of dealer inventory due to the global semiconductor chip shortages and supply chain challenges and inflated used car values and the impact on affordability," said John Flynn, Chairman and CEO of Open Lending. "During the quarter we added 18 new customers which demonstrates the value proposition of our platform and our continued momentum. We also further penetrated our existing customer base during the quarter, with our top 10 customers, excluding OEMs, increasing their certification volume by 166% in Q122 as compared to Q121."

- Three Months Ended March 31, 2022 Highlights

 The Company facilitated 43,944 certified loans during the first quarter of 2022, compared to 33,318 certified loans in the first quarter of 2021
 - Total revenue was \$50.1 million during the first quarter of 2022, compared to \$44.0 million in the first quarter of 2021
 - Gross profit was \$45.3 million during the first quarter of 2022, compared to \$40.6 million in the first quarter of 2021. Net income was \$23.2 million during the first quarter of 2022, compared to \$12.9 million in the first quarter of 2021.
 - Adjusted EBITDA was \$33.8 million during the first quarter of 2022, compared to \$30.3 million in the first quarter of 2021

Adjusted EBITDA is a non-GAAP financial measure. Reconciliations of this non-GAAP financial measure to its most directly comparable GAAP financial measure are provided in the financial tables included at the end of this press release. An explanation of this measure and how it is calculated is also included under the heading "Non-GAAP Financial Measures."

2022 Outlook

Based on the first quarter results and trends into second quarter 2022, the Company is reaffirming its previously issued guidance of the following:

Total Certified Loans 195,000 - 225,000 \$210 - 240 million Total Revenue Adjusted EBITDA \$135 - 160 million Adjusted Operating Cash Flow (a) \$140 - 165 million

a. Adjusted Operating Cash Flow is defined as Adjusted EBITDA, minus CAPEX, +/- change in contract assets.

The guidance provided above includes forward-looking statements within the meaning of U.S. securities laws. While the financial guidance takes into account the continuing impact of the global COVID-19 pandemic, the impact of the pandemic has been unprecedented and the future effect of the pandemic on the global economy and our financial results remains uncertain, and our actual results may differ materially. See "Forward-Looking Statements" below.

Conference Can
Open Lending will host a conference call to discuss the first quarter 2022 financial results today at 5:00 pm ET. Hosting the call will be John Flynn, Chairman and CEO, Ross Jessup, President and COO, and Chuck Jehl, CFO. The conference call will be webcast live from the Company's investor relations website at https://investors.openlending.com/ under the "Events" section. The conference call can also be accessed live over the phone by dialing (833) 420-0410, or for international callers (236) 714-4304; the conference ID is 8207059. An archive of the webcast will be available at the same location on the website shortly after the call has concluded.

About Open Lending
Open Lending (Nasdaq: LPRO) provides loan analytics, risk-based pricing, risk modeling and default insurance to auto lenders throughout the United States. For over 20 years, we have been empowering financial institutions to create profitable auto loan portfolios by saying "yes" to more automotive loans. For more information, please visit www.openle

Forward-Looking Statements

This press release includes certain statements that are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995, including statements related to market trends, the impact of the global COVID-19 pandemic on factors impacting the Company's business, the Company's new lender pipeline, consumer behavior and demand for automotive looking, satements generally are accompanied by words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "predict," "potential," "seem," "seek," "future," "outlook," and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These statements are based on various assumptions and on the current expectations of the Company's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the Company's control. These forward-looking statements are subject to a number of risks and uncertainties, including general economic, market, political and business conditions; the continuing effects of the COVID-19 pandemic on consumer behavior; applicable taxes, inflation, supply chain disruptions including global hostilities and responses thereto, interest rates and the regulatory environment; the outcome of judicial proceedings to which Open Lending is, or may become a party; failure to realize the anticipated benefits of the business combination with Nebula Acquisition Corporation ("Business Combination"); other risks discussed in our filings with the Securities and Exchang

Non-GAAP Financial Measures

The non-GAAP financial measures included in this press release are financial information that has not been prepared in accordance with GAAP. The Company uses Adjusted EBITDA, Adjusted EBITDA margin and Adjusted operating cash flows internally in analyzing our financial results and believes these measures are useful to investors, as a supplement to GAAP measures, in evaluating our ongoing operational performance. The Company believes that the use of non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing our financial results with other companies in our industry, many of which present similar non-GAAP financial measures to investors.

The Company believes these measures provide useful information to investors and others in understanding and evaluating its operating results in the same manner as its management and board of directors. In addition, these measures provide useful measures for period-to-period comparisons of our business, as they remove the effect of certain non-cash items and certain non-recurring variable charges. Adjusted EBITDA is defined as GAAP net income excluding interest expense, income tax expense, elementary depreciation and amortization expense, share-based compensation expense and loss on extinguishment of debt. Adjusted EBITDA margin is defined as Adjusted EBITDA expressed as a percentage of total revenue. Adjusted operating cash flows is defined as Adjusted EBITDA, minus CAPEX, +/- change in contract assets.

Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. Investors are encouraged to review the reconciliation of non-GAAP financial measures to their most directly comparable GAAP financial measure provided in the financial statement tables included below in this press release.

Contact: ICR for Open Lending Investors openlending@icrinc.com

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

Section Sect			March 31, 2022	December 31, 2021	
Access des equivalens \$ 147.64 \$ 16.65 3.03 <th>Assets</th> <th></th> <th>•</th> <th></th>	Assets		•		
Restricted cash 3.03 3.055 Accousin receivable, net 8,060 6,255 Current contract assets, net 5,8,56 70,542 Income as receivable 2,090 1,345 Other current assets 1,29 4,873 Ober current assets 2,090 2,063 Operating lesser right-of-use assets, net 5,00 5,189 Non-current contract assets, net 49,187 2,20 Non-current contract assets, net 49,187 2,20 Deferred tax asset, net 49,187 3,20 Deferred tax asset, net 61,59 65,503 Oberande Special	Current assets				
Accounts receivable, net 8,00 6,25 7,054 7,054 1,055 7,054 1,045	Cash and cash equivalents	\$	147,404	\$ 116,454	
Current contract assets, net	Restricted cash		3,031	3,055	
Income tax receivable 2,00 1,345 4,875 4,875 4,875 4,875 4,877 4,877 4,877 4,877 4,877 4,877 4,877 4,877 4,877 4,878 4,878 4,978 4,978 2,978 </td <td>Accounts receivable, net</td> <td></td> <td>8,060</td> <td>6,525</td>	Accounts receivable, net		8,060	6,525	
Other current assers 1,749 48.73 Total current asserts 20,959 20,758 Property and equipment, net 2,792 2,658 Operating lease right-of-use assets, net 49,108 5,108 Non-current contract asserts, net 49,107 62,023 Other non-current asserts 5 342,73 26,203 Other non-current asserts 5 342,73 26,203 Total assets 5 342,73 26,202 Total current fashilities 5 342,73 31,025 Accrued expenses 5 5 3,125 3,125 Accrued expenses 5 5 3,225 3,125	Current contract assets, net		58,265	70,542	
Total current assets 220,594 20,794 Property and equipment, ne 2,792 2,638 Operating lease right-of-use assets, net 6,048 5,188 Non-current contract assets, net 64,949 65,508 Deferrent das sest, net 64,949 65,508 Deferrent das sest, net 64,949 65,508 Other non-current assets 15 76 Italiantes 8 34,232 8 38,282 Italiantes 8 35,105 1,285 3,285 3,215 <td>Income tax receivable</td> <td></td> <td>2,090</td> <td>1,345</td>	Income tax receivable		2,090	1,345	
Property and equipment, net 2,792 2,663 Operating lesser ight-of-use assets, net 5,048 5,188 Non-current contract assets, net 49,107 6,255 Obbe non-current assets 15,59 2,62 Total assets 5,342,30 5 38,82 Tablifiers 8,342,30 5 318,82 Liabilities 8 34,20 5 3,82 Current liabilities 5,510 3,225 3,225 Accrued expenses 5,510 3,225 3,225 Current portion of debt 3,029 3,530 3,225 Third-party claims administration liability 3,029 3,621 Long-term liabilities 12,499 12,665 Long-term operating lesse liabilities 12,499 12,655 Non-current operating lesse liabilities 12,491 12,655 Total liabilities 15,500 13,500 13,500 Total liabilities 15,500 13,500 13,500 13,500 13,500 13,500 13,500 13,500 <t< td=""><td>Other current assets</td><td></td><td>1,749</td><td>4,873</td></t<>	Other current assets		1,749	4,873	
Operating lease right-of-use assets, net 5,048 5,188 Non-current contractases, net 49,187 42,418 Defered tax asset, net 61,599 5,502 Other non-current assets 157 2,502 Total asset 5 3,427 5 3,1825 Total south-other's equity 8 3,242 5 3,1825 Accound stockholders' equity 9 1,285 3,282	Total current assets		220,599	202,794	
Non-current contract assets, net 49,187 42,414 Deferred tax asset, net 64,949 55,000 Other non-current assets 150 26,000 Total sests 342,732 5 Tabilities 8 342,732 5 User Histolities Accounts payable 195 1,285 3,984 Account despenses 195 3,925 3,925 Current portion of debt 3,125 3,125 3,029 3,029 3,029 3,029 6,021 3,029 6,021 3,029 3,029 3,029 6,021 3,029 3,029 6,021 3,029 3,029 6,021 3,029 6,021 3,029 6,021 3,029 6,021 3,029 6,021 3,029 6,021 3,029 6,021 6,025 6,021 4,045 4,045 4,045 4,045 4,045 4,045 4,045 4,045 4,045 4,045 4,045 4,045 4,045 4,045 4,045 4,045 4,045	Property and equipment, net		2,792	2,663	
Deferred tax sest, ne 64,949 65,03 Other non-current sests 157 262 Izbalistes 3 43,720 3 18,825 Liabilities and stokholders' equity 8 34,272 8 18,225 Extra tiabilities 8 1,225	Operating lease right-of-use assets, net		5,048	5,189	
Other non-current assets 157 262 Tota assets \$ 34,732 318,825 Labilities and stockholders' equity Current liabilities 155 1,225 Accounts payable 155 1,255 3,125 Accough expenses 5,151 3,125 3,125 Accough expenses 5,151 3,125 3,125 Current portion of debt 3,125 3,125 3,125 Third-party claims administration liability 5,50 6,22 4,22 Other current liabilities 12,49 12,435 12,435 Long-tem debt, net of deferred financing costs 12,49 14,243 14,315 Non-current operating lease liabilities 4,50 1,50 1,50 Total labilities 5 15,20 1,50 1,50 Comment operating lease liabilities 4,50 1,50 1,50 1,50 1,50 1,50 1,50 1,50 1,50 1,50 1,50 1,50 1,50 1,50 1,50 1,50 1,50 1,50 1,50	Non-current contract assets, net		49,187	42,414	
Total sailers 3 (1982) <th cols<="" td=""><td>Deferred tax asset, net</td><td></td><td>64,949</td><td>65,503</td></th>	<td>Deferred tax asset, net</td> <td></td> <td>64,949</td> <td>65,503</td>	Deferred tax asset, net		64,949	65,503
Current liabilities and stockholders' equity Current liabilities Current liabiliti	Other non-current assets		157	262	
Current liabilities 15.00 1.20.00 1	Total assets	\$	342,732	\$ 318,825	
Accounts payable 1,285 Accrued expenses 5,510 3,984 Current portion of debt 3,125 3,125 Third-party claims administration liability 3,009 3,005 Other current liabilities 5,50 6,20 Long-term debt, net of deferred financing costs 12,49 12,065 Long-term debt, net of deferred financing costs 142,43 143,135 Non-current operating lease liabilities 4,508 4,648 Total liabilities 5 159,354 5 159,484 Total continents art correct research controller controlle	Liabilities and stockholders' equity				
Accrued expenses 5,510 3,984 Current portion of debt 3,125 3,125 Third-party claims administration liability 3,029 3,050 Other current liabilities 15,00 621 Total current liabilities 12,409 12,665 Non-current operating lesse liabilities 142,437 143,135 Non-current operating lesse liabilities 4,508 4,648 Total liabilities \$ 159,354 \$ 159,843 Total liabilities \$ 159,354 \$ 159,843 Tockcholders' equity \$ 159,354 \$ 159,843 Preferred stock, \$0.01 par value; 10,000,000 shares authorized, none issued and outstanding and an	Current liabilities				
Current portion of debt 3,125 3,125 Third-party claims administration liability 3,029 3,050 Other current liabilities 550 621 Total current liabilities 12,409 12,066 Long-term debt, net of deferred financing costs 142,437 143,135 Non-current operating lease liabilities 4,508 4,508 Total liabilities 4,508 5 159,408 Committed and contingencies 5 159,409 159,608 Total liabilities 5 159,609 5 159,609 159,609 Common stock on thingencies 5 159,609 5 159,609 5 159,609 5 159,609 5 159,609 6 6 5 159,609 6<	Accounts payable		195	1,285	
Third-party claims administration liabilities 3,029 3,050 Other current liabilities 550 621 Total current liabilities 12,409 12,065 Long-term debt, net of deferred financing costs 142,437 143,135 Non-current operating lease liabilities 4,508 4,643 Total liabilities 5 159,843 159,843 Commitments and contingencies 5 158,243 159,843 Stockholders' equity 5 1,282	Accrued expenses		5,510	3,984	
Other current liabilities 550 621 Total current liabilities 12,409 12,065 Long-term debt, net of deferred finacting costs 142,437 143,135 Non-current operating lease liabilities 4,508 4,508 4,608 Total Labilities 5 159,354 159,843 Commitments and contingencies 5 159,354 159,843 Total chard and 16,212,876 substantiant gas of March 21,219,185 shares issued and outstanding 5 2 4 Commitments and and 16,212,3876 shares outstanding as of March 31,2022 and 128,198,185 1,282 1,282 1,282 Additional paid-in-capital 498,057 496,933 Accumulated deficit 498,057 496,933 Teasury stock at cost, 1,980,230 shares at March 31, 2022 and 1,985,309 at December 31, 2021, respectively 65,676 (56,844) Total stockholders' equity 183,378 158,398 158,982	Current portion of debt		3,125	3,125	
Total current liabilities 12,409 12,065 Long-term debt, net of deferred financing costs 142,437 143,135 Non-current operating lease liabilities 4,508 4,508 Total liabilities 5 159,843 159,843 Committer sand contingencies Total Liabilities − − − − Stockholders' equity −	Third-party claims administration liability		3,029	3,050	
Long-term debt, net of deferred financing costs 142,437 143,135 Non-current operating lease liabilities 4,508 4,508 4,608 Commitments and contingencies 3 159,843 159,843 Stockholders' equity Prefered stock, \$0.01 par value; 1,000,000 shares authorized, 128,198,185 shares issued and 126,217,955 shares outstanding as of March 31, 2022 and 128,198,185 8 Common stock, \$0.01 par value; 550,000,000 shares authorized, 128,198,185 shares issued and 126,217,955 shares outstanding as of March 31, 2022 and 128,198,185 1,282 1,282 1,282 Additional paid-in-capital 498,057 496,983 Accumulated deficit (55,676) (56,844) Treasury stock at cost, 1,980,230 shares at March 31, 2022 and 1,985,309 at December 31, 2021, respectively 183,78 158,982	Other current liabilities		550	621	
Non-current operating lease liabilities 4,508 4,608 Total liabilities 8 159,803 159,803 Committed and contingencies 8 159,803 159,803 Stockholders' equity Prefered stock, \$0.01 par value; 10,000,000 shares authorized, none issued and outstanding 8 - - - Committed and 126,212,876 shares outstanding as of December 31,2021 1,282 1,282 1,282 1,282 1,282 496,933 Additional paid-in capital 498,057 496,933 496,933 Accumulated deficit 5 45,054 5 628,434 Teasury stock at cost, 1,980,230 shares at March 31, 2022 and 1,985,309 at December 31, 2021, respectively 5 6 6,564 6 6,564 6 6,564 6 6,564 6 6,564 6 6,564 6 6,564 6 6,564 6 6 6,564 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 <td>Total current liabilities</td> <td></td> <td>12,409</td> <td>12,065</td>	Total current liabilities		12,409	12,065	
Total liabilities \$ 159,345 159,845 Commitments and contingencies \$ 30,000 <t< td=""><td>Long-term debt, net of deferred financing costs</td><td></td><td>142,437</td><td>143,135</td></t<>	Long-term debt, net of deferred financing costs		142,437	143,135	
Commitments and contingencies Stockholders' equity Prefer ed 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 126,217,955 shares outstanding as of March 31, 2022 and 128,198,185 1,282 1,282 Additional paid-in capital 498,057 496,983 Accumulated defici (55,928) (282,439) Treasury stock at cost, 1,980,230 shares at March 31, 2022 and 1,985,309 at December 31, 2021, respectively 183,378 158,982 Total stockholders' equity 183,378 158,982	Non-current operating lease liabilities		4,508	4,643	
Stockholders' equity ———————————————————————————————————	Total liabilities	\$	159,354	\$ 159,843	
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 126,212,855 shares outstanding as of March 31, 2022 and 128,198,185 1,282 1,282 Additional paid-in capital 498,057 496,983 Accumulated deficit (259,285) (282,439) Treasury stock at cost, 1,980,230 shares at March 31, 2022 and 1,985,309 at December 31, 2021, respectively (56,64) Total stockholders' equity 183,378 158,982	Commitments and contingencies				
Common stock, \$0.01 par value; 550,000,000 shares authorized, 128,198,185 shares issued and 126,217,955 shares outstanding as of March 31, 2022 and 128,198,185 1,282 1,282 Additional paid-in capital 498,057 496,983 Accumulated deficit (55,285) (282,439) Treasury stock at cost, 1,980,230 shares at March 31, 2022 and 1,985,309 at December 31, 2021, respectively (56,676) (56,844) Total stockholders' equity 183,78 158,982	Stockholders' equity				
shares issued and 126,212,876 shares outstanding as of December 31, 2021 1,282 1,282 Additional paid-in capital 498,057 496,983 Accumulated deficit (259,285) (282,439) Treasury stock at cost, 1,980,230 shares at March 31, 2022 and 1,985,309 at December 31, 2021, respectively 656,676 (56,844) Total stockholders' equity 183,378 158,982			_	_	
Accumulated deficit (259,285) (282,439) Treasury stock at cost, 1,980,230 shares at March 31, 2022 and 1,985,309 at December 31, 2021, respectively (56,676) (56,844) Total stockholders' equity 183,378 158,982	Common stock, \$0.01 par value; 550,000,000 shares authorized, 128,198,185 shares issued and 126,217,955 shares outstanding as of March 31, 2022 and 128,198,185 shares issued and 126,212,876 shares outstanding as of December 31, 2021		1,282	1,282	
Treasury stock at cost, 1,980,230 shares at March 31, 2022 and 1,985,309 at December 31, 2021, respectively (56,676) (58,844) Total stockholders' equity 183,378 158,982	Additional paid-in capital		498,057	496,983	
Treasury stock at cost, 1,980,230 shares at March 31, 2022 and 1,985,309 at December 31, 2021, respectively (56,676) (58,844) Total stockholders' equity 183,378 158,982			(259,285)	(282,439)	
Total stockholders' equity 183,378 158,982	Treasury stock at cost, 1,980,230 shares at March 31, 2022 and 1,985,309 at December 31, 2021, respectively				
			183,378	158,982	
		S		\$ 	

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

	Three Months E	nded March 31,
	2022	2021
Revenue		
Profit share	\$ 28,310	\$ 27,730
Program fees	19,726	14,911
Claims administration and other service fees	 2,032	1,367
Total revenue	50,068	44,008
Cost of services	 4,788	3,362
Gross profit	45,280	40,646
Operating expenses		
General and administrative	7,482	8,212
Selling and marketing	3,733	2,397
Research and development	 1,823	591
Total operating expenses	13,038	11,200
Operating income	32,242	29,446
Interest expense	(803)	(3,289)
Interest income	25	84
Loss on extinguishment of debt	_	(8,778)
Other expense	_	(131)
Income before income taxes	31,464	17,332
Income tax expense	8,310	4,470
Net income	\$ 23,154	\$ 12,862
Net income per common share		
Basic	\$ 0.18	\$ 0.10
Diluted	\$ 0.18	\$ 0.10
Weighted average common shares outstanding		
Basic	126,215,698	126,803,096
Diluted	126,216,197	126,837,832

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

	Three Months Ended March 31,		
		2022	2021
Cash flows from operating activities			
Net income	\$	23,154 \$	12,862
Adjustments to reconcile net income to net cash provided by operating activities:			
Share-based compensation		1,281	701
Depreciation and amortization		304	388
Non-cash operating lease cost		141	134
Loss on extinguishment of debt		_	8,778
Deferred income taxes		554	1,330
Changes in assets & liabilities:			
Accounts receivable, net		(1,535)	(2,451)
Contract assets, net		5,504	(7,876)
Other current and non-current assets		3,066	1,979
Accounts payable		(1,090)	(611)
Accrued expenses		1,526	478
Income tax payable/receivable		(745)	3,151
Operating lease liabilities		(119)	(140)
Third-party claims administration liability		(21)	62
Other current and non-current liabilities		(88)	50
Net cash provided by operating activities		31,932	18,835
Cash flows from investing activities			
Purchase of property and equipment		(186)	(3)
Net cash used in investing activities		(186)	(3)
Cash flows from financing activities		` <u></u>	
Proceeds from term loans		_	125,000
Proceeds from revolving facility		_	50,000
Payments on term loans		(781)	(166,847)
Payment of deferred financing costs		`	(1,491)
Shares withheld for taxes for restricted stock units		(39)	
Net cash (used in) provided by financing activities		(820)	6,662
Net change in cash and cash equivalents and restricted cash		30,926	25,494
Cash and cash equivalents and restricted cash at the beginning of the period		119,509	104,148
Cash and cash equivalents and restricted cash at the end of the period	\$	150,435 \$	129,642
Supplemental disclosure of cash flow information:			
Interest paid	\$	721 \$	2,722
Income tax paid (refunded), net	•	8.501	(16)
Non-cash investing and financing:			(-4)
Internally developed software accrued but not paid	\$	— \$	463
Deferred financing costs accrued but not paid	-	-	178

OPEN LENDING CORPORATION Reconciliation of GAAP to Non-GAAP Financial Measures (Unaudited, in thousands)

	Three M	Three Months Ended March 31,		
	2022		2021	
Net income	\$ 2	3,154 \$	12,862	
Non-GAAP adjustments:				
Interest expense		803	3,289	
Income tax expense		3,310	4,470	
Depreciation and amortization expense		221	193	
Share-based compensation		1,281	701	
Loss on extinguishment of debt (1)		_	8,778	
Total adjustments	1),615	17,431	
Adjusted EBITDA	3	3,769	30,293	
Total revenue	\$ 5	,068 \$	44,008	
Adjusted EBITDA margin		67 %	69 %	
Adjusted operating cash flows (2)				
Adjusted EBITDA	\$ 3	3,769 \$	30,293	
CAPEX		(186)	(3)	
Decrease (increase) in contract assets, net		5,504	(7,876)	
Adjusted operating cash flows	\$ 3	9,087 \$	22,414	

Notes:

- Reflects unamortized deferred financing costs that were written off in connection with the refinancing of our Term Loan due 2027 on March 19, 2021.
 Adjusted operating cash flow is defined as Adjusted EBITDA, minus CAPEX, +/- change in contract assets.



Q1 2022 Financial Highlights

1	Q1 2022	Q1 2021
Total Certs	43,944	33,318
Revenue	\$50.1 million	\$44.0 million
Adj. EBITDA¹	\$33.8 million	\$30.3 million
Adj. Operating Cash Flow ²	\$39.1 million	\$22.4 million

⁽¹⁾ See reconciliation of GAAP to non-GAAP financial measures on page 7 (2) Defined as Adj. EBITDA, minus CAPEX, +/- change in contract assets

Well Defined Growth Plan

	1 Expand Core Business	 Drive Loan Volume through Further Wallet-Share Increase and Customer Penetration Expansion of Lender Base
Near Term	2 OEM Opportunity	Increase OEM Captive Penetration by Addressing Broader Credit Spectrum and Deployment of Subvention Capabilities
Growth Strategy	3 CECL Relief	 Enhanced Value Proposition to Lenders Provided via CECL Relief Increased Profitability for Financial Institutions in Near Prime Auto
	4 Refinance Opportunities	 Enhanced Focus on Refinance Program to Drive Additional Cert Volume Ease of Customer Access in Reduced Interaction Environment
Longer Term	5 Broaden Our Offerings	 Prime Decisioning SaaS Solution Expansion into Other Consumer Asset Classes
Growth Strategy	6 Launch into New Channels	 Expansion into Adjacent Asset Classes (e.g., leases) Establish Broader Auto Platform (e.g., hub and spoke)

3

Understanding Changes in Contract Assets and Profit Share Revenue

In LTM period on a net basis, ~108% of Changes in Contract Asset Estimates Driven by Realized Portfolio Performance as Opposed to Changes in Prospective Estimates

Change in Contract Asset Estimates and Profit Share Revenue:



Q1 2022 Key Performance Indicators

	Three Months Ended March 31,			
	_	2022		2021
Certs				
Credit Unions & Bank Certified Loans (Certs)		38,520		21,927
OEM Certs		5,424		11,391
Total Certs		43,944		33,318
Unit Economics				
Avg. Profit Share Revenue per Cert (1)	\$	584	\$	680
Avg. Program Fee Revenue per Cert	\$	449	\$	448
Originations				
Facilitated Loan Origination Volume (\$ in 000)	\$	1,182,567	\$	780,341
Average Loan Size		26,911		23,421
Channel Overview				
New Vehicle Certs as a % of Total		5.6%		15.9%
Used Vehicle Certs as a % of Total		94.4%		84.1%
Indirect Certs as a % of Total		45.8%		69.3%
Direct Certs as a % of Total		14.4%		16.8%
Refinance Certs as % of Total		39.8%		13.9%

⁽¹⁾ Represents average profit share revenue per certified loan originated in the period excluding the impact of profit share revenue recognized in the period associated with historical vintages. The profit share revenue impact related to change in estimates of historical vintages was \$2.6 million and \$5.1 million, for the three months ended March 31, 2022 and 2021, respectively.

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Q1 2022 Financial Update

(\$ in 000)	Three Months Ende March 31,	
	2022	2021
Revenue	8 <u>-</u>	W. I
Profit share	\$ 28,310	\$ 27,730
Program fees	19,726	14,911
Claims administration and other service fees	2,032	1,367
Total revenue	50,068	44,008
Cost of services	4,788	3,362
Gross profit	45,280	40,646
Operating expenses		
General and administrative	7,482	8,212
Selling and marketing	3,733	2,397
Research and development	1,823	591
Total operating expenses	13,038	11,200
Operating income	32,242	29,446
Interest expense	(803)	(3,289)
Interest income	25	84
Loss on extinguishment of debt (1)		(8,778)
Other expense		(131)
Income before income taxes	31,464	17,332
Income tax expense	8,310	4,470
Net income	\$ 23,154	\$ 12,862

Reflects unamortized deferred financing costs that were written off in connection with the refinancing of our Term Loan due 2027 on March 19, 2021.

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Reconciliation of GAAP to Non-GAAP Financial Measures

Adjusted EBITDA					
(\$ in 000)	Three Months Ended				
(\$\pi\$ \$555)		Marc	h 31,		
		2022	a 1	2021	
Net income	\$	23,154	\$	12,862	
Non-GAAP adjustments:					
Interest expense		803		3,289	
Income tax expense		8,310		4,470	
Depreciation and amortization expense		221		193	
Share-based compensation		1,281		701	
Loss on extinguishment of debt (1)	-	u	100	8,778	
Total adjustments	10,615 17,4		17,431		
Adjusted EBITDA		33,769		30,293	
Total revenue	\$	50,068	\$	44,008	
Adjusted EBITDA margin		67%		69%	
Adjusted operating cash flows (2)					
Adjusted EBITDA	\$	33,769	\$	30,293	
CAPEX		(186)		(3)	
Decrease (increase) in contract assets		5,504		(7,876)	
Adjusted operating cash flows	\$	39,087	\$	22,414	

Reflects unamortized deferred financing costs that were written off in connection with the refinancing of our Term Loan due 2027 on March 19, 2021.
 Adjusted operating cash flow is defined as Adjusted EBITDA, minus CAPEX, +/- change in contract assets.

Total Current Share Count

Shares	In millions
Total Shares Outstanding May 5, 2022	126.2
Treasury Shares	2.0
Total Shares Issued	128.2

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Open Lending Signs Agreement with Arch Specialty Insurance Company

Arch Insurance will be the Company's Fourth Insurance Carrier Partner

AUSTIN, TX – May 5, 2022 – Open Lending Corporation (NASDAQ: LPRO) ("Open Lending" or "the Company"), a leading provider of lending enablement and risk analytics solutions to financial institutions, today announced that the Company has signed a Program Management Agreement with Arch Specialty Insurance Company, a member company within Arch Insurance North America ("Arch Insurance"), enabling them to be an additional provider of credit default insurance policies for Open Lending's Lenders Protection Program.

"We are excited to announce Arch Insurance as our newest insurance carrier partner," said John Flynn, Chairman and CEO of Open Lending. "Arch Insurance is part of a global enterprise offering superior coverage and service with over 20 years of operating history and strong financial ratings. We believe there is a lot of alignment between our missions and values, and are looking forward to growing our businesses together to insure more auto loans. We believe that there is plenty of volume to support additional insurance carriers while continuing to deepen our valued relationships with our existing carriers."

"We believe the Lenders Protection Program is a very unique offering for lenders," said Emilee Kuhn, Executive Vice President, Arch Warranty Lender Solutions at Arch Insurance. "We look forward to helping Open Lending further expand their program to credit unions, banks and OEMs across the U.S."

About Open Lending

Open Lending (NASDAQ: LPRO) provides loan analytics, risk-based pricing, risk modeling and default insurance to auto lenders throughout the United States. For over 20 years we have been empowering financial institutions to create profitable auto loan portfolios by saying "yes" to more automotive loans. For more information, please visit www.openlending.com.

About Arch Insurance North America www.archinsurance.com

Arch Insurance North America, part of Arch Capital Group Ltd., includes Arch's insurance operations in the United States and Canada. Business in the U.S. is written by Arch Insurance Company, Arch Specialty Insurance Company, Arch Specialty Insurance Company, Arch Excess & Surplus Insurance Company and Arch Indemnity Insurance Company. Business in Canada is written by Arch Insurance Canada Ltd.

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