

REFINITIV

DELTA REPORT

10-K

CPSS - CONSUMER PORTFOLIO SERVIC

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS 2135

■ CHANGES	399
■ DELETIONS	683
■ ADDITIONS	1053

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

FORM 10-K

 ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**For the fiscal year ended December 31, 2022 2023** TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the transition period from to

Commission file number: 001-14116
CONSUMER PORTFOLIO SERVICES, INC.
(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of incorporation or organization)

33-0459135
(I.R.S. Employer Identification No.)

3800 Howard Hughes Pkwy, Las Vegas, NV
(Address of principal executive offices)

89169
(Zip Code)

Registrant's telephone number, including area code: (949) 753-6800

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

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, no par value	CPSS	The Nasdaq Stock Market LLC (Global Market)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging Growth Company

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

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

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

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

The aggregate market value of the **13,680,435** **7,428,256** shares of the registrant's common stock held by non-affiliates as of the date of **filings of this report, June 30, 2023**, based upon the closing price of the registrant's common stock of **\$10.25** **\$11.67** per share reported by Nasdaq as of **June 30, 2022**, that date, was approximately **\$140,224,459** **86,687,748**. For purposes of this computation, a registrant sponsored pension plan and all directors and executive officers are deemed to be affiliates. Such determination is not an admission that such plan, directors and executive officers are, in fact, affiliates of the registrant.

The number of shares of the registrant's Common Stock outstanding on **March 8, 2023** **March 1, 2024** was **20,535,126** **21,129,918**.

DOCUMENTS INCORPORATED BY REFERENCE

The proxy statement for registrant's 2023 annual shareholders meeting is incorporated by reference into Part III hereof.

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Cautionary Note Regarding Forward-Looking Statements

Discussions of certain matters contained in this report may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Exchange Act, and as such, may involve risks and uncertainties. You can generally identify forward-looking statements as statements containing the words "will," "would," "believe," "may," "could," "expect," "anticipate," "intend," "estimate," "assume," "plans," "goals," "strategy," "future," "likely," "should" or other similar expressions.

Examples of forward-looking statements include, among others, statements we make regarding:

- charge-offs and recovery rates;
- the willingness or ability of obligors to pay pursuant to contractual terms;
- our ability to enforce rights under contracts;
- our ability to and rates at which we plan to acquire automobile contracts;
- the anticipated levels of recoveries upon sale of repossessed vehicles;
- revenues or expenses;
- provisions for credit losses;
- expected industry and general economic trends;
- accrued losses for legal contingencies;
- anticipated deferred tax assets;
- estimates of taxable income;
- our ability to service and repay our debt;
- the structuring of securitization transactions as secured financings and the effects of such structures on financial items and future profitability; or
- the effect of the change in structure on our profitability and the duration of the period in which our profitability would be affected by the change in securitization structure.

Our actual results, performance and achievements may differ materially from the results, performance and achievements expressed or implied in such forward-looking statements. Some of the factors that might cause such a difference include, but are not limited to, the following:

- unexpected exogenous events, such as a widespread public health emergency;
- mandates imposed in reaction to such events, such as prohibitions of otherwise permissible activity;
- changes in general economic conditions;
- changes in performance of our automobile contracts;
- increases in interest rates;
- our ability to generate sufficient operating and financing cash flows;
- competition;
- the level of losses incurred on contracts in our managed portfolio;
- adverse decisions by courts or regulators;
- regulatory changes with respect to consumer finance;
- changes in the market for used vehicles;
- levels of cash releases from existing pools of contracts;
- the terms on which we are able to finance contract purchases;
- the willingness or ability of dealers to assign contracts to us on acceptable terms;
- the terms on which we are able to complete term securitizations once contracts are acquired;
- any breach in the security of our systems; and
- such other factors as discussed through the "Risk Factors" section of this report.

Forward-looking statements are neither historical facts nor guarantees of performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, plans and strategies, projections, anticipated events and trends, the economy and other uncertain conditions. Because forward-looking statements relate to the future, they involve risks, uncertainties and assumptions. Actual results may differ from expectations due to many factors beyond our ability to control or predict, including those described herein, and in any documents incorporated by reference in this report. Therefore, you should not rely on any of these forward-looking statements. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

We undertake no obligation to publicly update any forward-looking information. You are advised to consult any additional disclosure we make in our periodic reports filed with the SEC.

PART I

Item 1. Business

Overview

We are a specialty finance company. Our business is to purchase and service retail automobile contracts originated primarily by franchised automobile dealers and, to a lesser extent, by select independent dealers in the United States in the sale of new and used automobiles, light trucks and passenger vans. Through our automobile contract purchases, we provide indirect financing to the customers of dealers who have limited credit histories or past credit problems, who we refer to as sub-prime customers. We serve as an alternative source of financing for dealers, facilitating sales to customers who otherwise might not be able to obtain financing from traditional sources, such as commercial banks, credit unions and the captive finance companies affiliated with major automobile manufacturers. In addition to purchasing installment purchase contracts directly from dealers, we also originate have (i) originated vehicle purchase money loans by lending directly to consumers and have (ii) (iii) acquired installment purchase contracts in four merger and acquisition transactions, and (ii) (iii) purchased immaterial amounts of vehicle purchase money loans from non-affiliated lenders. In this report, we refer to all of such contracts and loans as "automobile "automobile contracts."¹

We were incorporated and began our operations in March 1991. From inception through December 31, 2022 December 31, 2023, we have purchased a total of approximately \$20.0 billion \$21.3 billion of automobile contracts from dealers. In addition, we acquired a total of approximately \$822.3 million of automobile contracts in mergers and acquisitions in 2002, 2003, 2004 and 2011. Contract purchase volumes and managed portfolio levels for the five years ended December 31, 2022 December 31, 2023 are shown in the table below. Managed portfolio comprises both contracts we owned and those we were servicing for third parties.

Year	Contract Purchases and Outstanding Managed Portfolio		\$ in thousands
	Contracts Purchased in Period	Managed Portfolio at Period End	
2018	\$ 902,416	\$ 2,380,847	
2019	1,002,782	2,416,042	
2020	742,584	2,174,972	
2021	1,146,321	2,249,069	
2022	1,854,385	3,001,308	

Year	Contract Purchases and Outstanding Managed Portfolio		\$ in thousands
	Contracts Purchased in Period	Managed Portfolio at Period End	
2019	\$ 1,002,782	\$ 2,416,042	
2020	742,584	2,174,972	
2021	1,146,321	2,249,069	
2022	1,854,385	3,001,308	
2023	1,357,752	3,194,623	

Our principal executive offices are in Las Vegas, Nevada. Most of our operational and administrative functions take place in Irvine, California. Credit and underwriting functions are performed primarily in our California branch with certain of these functions also performed in our Florida, Nevada, and Nevada Virginia branches. We service our automobile contracts from our California, Nevada, Virginia, Florida, and Illinois branches.

Most of our contract acquisitions volume results from our purchases of retail installment sales contracts from franchised or independent automobile dealers. We establish relationships with dealers through our employee sales representatives, who contact prospective dealers to explain our automobile contract purchase programs, and thereafter provide dealer training and support services. Our sales representatives represent us exclusively. They may work from our Irvine branch, our Las Vegas branch, or in the field, in which case they work from their homes and support dealers in their geographic area. Our sales representatives present dealers with a sales package, which includes our promotional material containing the terms offered by us for the purchase of automobile contracts, a copy of our standard-form dealer agreement, and required documentation relating to automobile contracts. As of December 31, 2022 December 31, 2023, we had 9084 sales representatives, and in that month, we received applications from 8,078 7,865 dealers in 47 states. As of December 31, 2022 December 31, 2023, approximately 75% 72% of our active dealers were franchised new car dealers that sell both new and used vehicles, and the remainder were independent used car dealers.

We ~~also solicit~~ have in the past solicited credit applications directly from prospective automobile consumers through the internet under a program we refer to as our direct lending platform. For qualified applicants we ~~offer~~ offered terms similar to those that we offer through dealers, though without a down payment requirement and with more restrictive loan-to-value and credit score requirements. Applicants approved in this fashion are free to shop for and purchase a vehicle from a dealer of their choosing, after which we ~~enter~~ entered into a note and security agreement directly with the consumer.

1

During We terminated our direct lending platform in September 2023 and we do not intend to originate any such loans going forward. However, we intend to continue servicing our existing direct loans. For the year ended **December 31, 2022** December 31, 2023 automobile contracts originated under the direct lending platform represented **3.2%** 2.8% of our total acquisitions and represented 2.7% of our outstanding managed portfolio as of **December 31, 2022** December 31, 2023. Regardless of whether an automobile contract is originated from one of our dealers or through our direct lending platform, the discussion that follows regarding our acquisitions guidelines, procedures and demographic statistics applies to all of our originated contracts.

For the year ended **December 31, 2022** December 31, 2023 approximately **91%** 94% of the automobile contracts originated under our programs consisted of financing for used cars and **9%** 6% consisted of financing for new cars.

We generally solicit applications with the intent of originating contracts to hold as investments in our own portfolio. However, in May 2021 we began purchasing some contracts for immediate sale to a third-party to whom we refer applications that do not meet our lending criteria. We service all such contracts on behalf of the third-party.

For contracts we originate for our own portfolio, we generally finance them on a long-term basis through securitizations. Securitizations are transactions in which we sell a specified pool of automobile contracts to a special purpose subsidiary of ours. The subsidiary in turn issues (or contributes to a trust that issues) asset-backed securities, which are purchased by institutional investors. Since 1994, we have completed **9599** term securitizations of approximately **\$17.7 billion** \$19.1 billion in automobile contracts. We depend upon the availability of short-term warehouse credit facilities as interim financing for our contract purchases prior to the time we pool those contracts for a securitization. As of **December 31, 2022** December 31, 2023, we had two such short-term warehouse facilities, each with a maximum borrowing amount of \$200 million.

Sub-Prime Auto Finance Industry

Automobile financing is the second largest consumer finance market in the United States. The automobile finance industry can be considered a continuum where participants choose to provide financing to consumers in various segments of the spectrum of creditworthiness depending on each participant's business strategy. We operate in a segment of the spectrum that is frequently referred to as sub-prime since we provide financing to less credit-worthy borrowers at higher rates of interest than more credit-worthy borrowers are likely to obtain.

Traditional automobile finance companies, such as banks, their subsidiaries, credit unions and captive finance subsidiaries of automobile manufacturers, generally lend to the most creditworthy, or so-called prime borrowers, although some traditional lenders are significant participants in the sub-prime segment in which we operate. Historically, independent companies specializing in sub-prime automobile financing and subsidiaries of larger financial services companies have competed in the sub-prime segment which we believe remains highly fragmented, with no single company having a dominant position in the market.

Our automobile financing programs are designed to serve sub-prime customers, who generally have limited credit histories or past credit problems. Because we serve customers who are unable to meet certain credit standards, we incur greater risks, and generally receive interest rates higher than those charged in the prime credit market. We also sustain a higher level of credit losses because of the higher risk customers we serve.

Coronavirus Pandemic

In December 2019, a new strain of coronavirus (the "COVID-19 virus") originated in Wuhan, China. Since its discovery, the COVID-19 virus has spread throughout the world, and the outbreak has been declared to be a pandemic by the World Health Organization. We refer from time to time in this report to the outbreak and spread of the COVID-19 virus as "the pandemic." In March 2020 at the outset of the pandemic we complied with government mandated shutdown orders in the five locations we operate by arranging for many of our staff to work from home and invoking various safety protocols for workers who remained in our offices. In April 2020, we laid off approximately 100 workers, or about 10% of our workforce, throughout our offices because of significant reductions in new contract originations. As of December 31, 2022, most of our staff were working without a significant impact from the pandemic.

Contract Acquisitions

When a retail automobile buyer elects to obtain financing from a dealer, the dealer takes a credit application to submit to its financing sources. Typically, a dealer will submit the buyer's application to more than one financing source for review. We believe the dealer's decision to choose a financing source is based primarily on: (i) the interest rate and monthly payment made available to the dealer's customer; (ii) any fees to be charged to (or paid to) the dealer by the financing source; (iii) the timeliness, consistency, and predictability of response; (iv) funding turnaround time; (v) any conditions to purchase; and (vi) the financial stability of the financing source. Dealers can send credit applications to us by entering the necessary data on our website or through one of two third-party application aggregators. For the year ended December 31, 2022 December 31, 2023, we received 2.5 million 2.9 million applications. Approximately 63% of all applications came through DealerTrack (the industry leading dealership application aggregator), 36% 37% via another aggregator, Route One and 1% via our website, One. A portion of the DealerTrack and Route One volume are applications from our pass-through arrangements with other lenders who send us applications from their dealers in cases where those lenders choose not to approve those applications. For the year ended December 31, 2022 December 31, 2023, such pass-through applications represented 13% 37% of our total applications. For the year ended December 31, 2022 December 31, 2023, our automated application decisioning system produced our initial decision within seconds on approximately 99% of those applications.

Upon receipt of an application, if the application meets certain minimum criteria, we immediately order two credit reports to document the buyer's credit history and an alternative data credit score provided by a major credit reporting bureau. If, upon review by our proprietary automated decisioning system, or in some cases, one of our credit analysts, we determine that the applicant and structure of the automobile financing contract meets our criteria, we advise the dealer of our decision to approve the contract and the terms under which we will purchase it. For applications that do not meet our criteria, we may forward them to one or more business partners who also invest in subprime automobile contracts. In the case of one third-party partner, as described above, we may purchase contracts they approve, followed by immediate resale to them, after which we retain the servicing. If this third-party declines the application, we advise the dealer that we will not purchase the contract. Other partners to whom we refer applications may or may not choose to purchase such contracts by working directly with the dealers who submitted the applications. Unless otherwise notated, contract origination and managed portfolio data discussed herein includes third-party contracts.

Dealers with which we do business are under no obligation to submit any automobile contracts to us, nor are we obligated to purchase any automobile contracts from them. During the year ended December 31, 2022 December 31, 2023, no dealer accounted for as much as 1% 2% of the total number of automobile contracts we purchased.

Under our direct lending platform, the applicant submits a credit application directly to us via our website, or in some cases, through a third-party who accepts such applications and refers them to us for a fee. In either case, we process the application with the same automated application decisioning process as described above for applications from dealers. We then advise the applicant as to whether we would grant them credit and on what terms.

The following table sets forth the geographical sources of the automobile contracts we originated (based on the addresses of the customers as stated on our records) during the years ended December 31, 2022 December 31, 2023 and 2021, 2022.

	Contracts Purchased During the Year Ended				Contracts Purchased During the Year Ended			
	December 31, 2022		December 31, 2021		December 31, 2023		December 31, 2022	
	Number	Percent (1)	Number	Percent (1)	Number	Percent (1)	Number	Percent (1)
Texas					4,620	7.1%	6,415	7.8%
Illinois					4,482	6.9%	4,648	5.7%
Ohio					4,015	6.2%	6,247	7.6%
California	6,707	8.2%	5,928	10.9%	3,911	6.0%	6,707	8.2%
Texas	6,415	7.8%	3,336	6.1%				
Ohio	6,247	7.6%	5,071	9.3%				
Illinois	4,648	5.7%	1,963	3.6%				
Florida	4,189	5.1%	2,716	5.0%	3,489	5.4%	4,189	5.1%
Pennsylvania	3,767	4.6%	2,525	4.6%	3,274	5.0%	3,767	4.6%
Indiana	3,791	4.6%	2,725	5.0%				
Other States	46,171	56.4%	30,053	55.3%	41,346	63.5%	49,962	61.0%
Total	81,935	100.0%	54,317	100.0%	65,137	100.0%	81,935	100.0%

(1) Percentages may not total to 100.0% due to rounding.

The following table sets forth the geographic concentrations of our outstanding managed portfolio as of December 31, 2022 December 31, 2023 and 2021, 2022.

	Outstanding Managed Portfolio as of				Outstanding Managed Portfolio as of			
	December 31, 2022		December 31, 2021		December 31, 2023		December 31, 2022	
	Amount	Percent (1)	Amount	Percent (1)	Amount	Percent (1)	Amount	Percent (1)
(\$ in millions)								
California	\$ 303.8	10.1%	\$ 265.3	11.8%	\$ 274.7	8.6%	\$ 303.8	10.1%
Texas					237.6	7.4%	220.4	7.3%
Ohio	243.0	8.1%	205.6	9.1%	232.7	7.3%	243.0	8.1%
Texas	220.4	7.3%	140.7	6.3%				
Illinois					173.3	5.4%	135.2	4.5%
Florida	148.0	4.9%	112.7	5.0%	160.2	5.0%	148.0	4.9%
Indiana	139.3	4.6%	112.6	5.0%				
Illinois	135.2	4.5%	69.1	3.1%				
Pennsylvania					152.8	4.8%	134.1	4.5%
All others	1,811.6	60.4%	1,343.1	59.7%	1,963.3	61.5%	1,816.8	60.5%
Total	\$ 3,001.3	100.0%	\$ 2,249.1	100.0%	\$ 3,194.6	100.0%	\$ 3,001.3	100.0%

(1) Percentages may not total to 100.0% due to rounding.

We purchase automobile contracts from dealers at a price generally computed as the total amount financed under the automobile contracts, adjusted for an acquisition fee, which may be comprised of multiple components and which may either increase or decrease the automobile contract purchase price we pay. The amount of the acquisition fee, and whether it results in an increase or decrease to the automobile contract purchase price, is based on the perceived credit risk of and, in some cases, the interest rate on the automobile contract. The following table summarizes the average net acquisition fees we charged dealers and the weighted average annual percentage rate on contracts purchased for our own portfolio for the periods shown:

	2022	2021	2020	2019	2018	2023	2022	2021	2020	2019
Average net acquisition fee charged (paid) to dealers (1)	\$ (150)	\$ (65)	\$ 71	\$ (25)	\$ (238)	\$ 98	\$ (150)	\$ (65)	\$ 71	\$ (25)
Average net acquisition fee as % of amount financed (1)	-0.7%	-0.3%	0.4%	-0.1%	-1.4%	1.3%	-0.7%	-0.3%	0.4%	-0.1%
Weighted average annual percentage interest rate	18.4%	17.8%	19.3%	19.2%	18.3%	20.9%	18.4%	17.8%	19.3%	19.2%

(1) Not applicable to direct lending platform.

Our pricing strategy is driven by our objectives for new contract purchase quantities and maximizing our risk adjusted yield. We believe that levels of acquisition fees are determined primarily by competition in the marketplace, which has been robust over the periods presented, and by our pricing strategy. We make changes to our pricing algorithm based on our volume goals, our own costs for borrowing and periodic recalibration of our risk-based scoring models.

We have offered eight different financing programs, and price each program according to the relative credit risk. Our programs cover a wide band of the sub-prime credit spectrum and are labeled as follows:

First Time Buyer – This program accommodates an applicant who has limited significant past credit history, such as a previous auto loan. Since the applicant has limited credit history, the contract interest rate and dealer acquisition fees tend to be higher, and the loan amount, loan-to-value ratio, down payment, and payment-to-income ratio requirements tend to be more restrictive compared to our other programs.

Mercury / Delta – This program accommodates an applicant who may have had significant past non-performing credit including recent derogatory credit. As a result, the contract interest rate and dealer acquisition fees tend to be higher, and the loan amount, loan-to-value ratio, down payment, and payment-to-income ratio requirements tend to be more restrictive compared to our other programs.

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Standard – This program accommodates an applicant who may have significant past non-performing credit, but who has also exhibited some performing credit in their history. The contract interest rate and dealer acquisition fees are comparable to the First Time Buyer and Mercury/Delta programs, but the loan amount and loan-to-value ratio requirements are somewhat less restrictive.

Alpha – This program accommodates applicants who may have a discharged bankruptcy, but who have also exhibited performing credit. In addition, the program allows for homeowners who may have had other significant non-performing credit in the past. The contract interest rate and dealer acquisition fees are lower than the Standard program, down payment and payment-to-income ratio requirements are somewhat less restrictive.

Alpha Plus – This program accommodates applicants with past non-performing credit, but with a stronger history of recent performing credit, such as auto or mortgage related credit, and higher incomes than the Alpha program. Contract interest rates and dealer acquisition fees are lower than the Alpha program.

Super Alpha – This program accommodates applicants with past non-performing credit, but with a somewhat stronger history of recent performing credit, including auto or mortgage related credit, and higher incomes than the Alpha Plus program. Contract interest rates and dealer acquisition fees are lower, and the maximum loan amount is somewhat higher, than the Alpha Plus program.

Preferred - This program accommodates applicants with past non-performing credit, but who demonstrate a somewhat stronger history of recent performing credit than the Super Alpha program. Contract interest rates and dealer acquisition fees are lower, and the maximum loan amount is somewhat higher than the Super Alpha program.

Meta - This program accommodates applicants with past non-performing credit, but who demonstrate a stronger history of recent performing credit than the Preferred program. Contract interest rates and dealer acquisition fees are lower, and the maximum loan amount is somewhat higher than the Preferred program.

Our upper credit tier products, which are our Meta, Preferred, Super Alpha, Alpha Plus and Alpha programs, accounted for approximately 80% 83% of our new contract acquisitions for our own portfolio in 2023, 80% in 2022, and 75% in 2021, and 75% in 2020, measured by aggregate amount financed.

The following table identifies the credit program, sorted from highest to lowest credit quality, under which we originated automobile contracts during the years ended December 31, 2022 December 31, 2023 and 2021 2022.

Program	Contracts Purchased During the Year Ended (1)				Contracts Purchased During the Year Ended (1)			
	December 31, 2022		December 31, 2021		December 31, 2023		December 31, 2022	
	Amount Financed	Percent (1)	Amount Financed	Percent (1)	Amount Financed	Percent (1)	Amount Financed	Percent (1)
Meta	\$ 57,145	3.1%	\$ n/a	n/a	\$ 45,319	3.3%	\$ 57,145	3.1%
Preferred	219,872	11.9%	161,289	14.1%	175,122	12.9%	219,872	11.9%
Super Alpha	394,743	21.3%	197,809	17.3%	265,385	19.5%	394,743	21.3%
Alpha Plus	193,728	10.4%	157,212	13.7%	179,526	13.2%	193,728	10.4%
Alpha	463,466	25.0%	304,978	26.6%	383,512	28.2%	463,466	25.0%
Standard	196,738	10.6%	177,876	15.5%	103,499	7.6%	196,738	10.6%
Mercury / Delta	74,865	4.0%	62,334	5.4%	52,250	3.8%	74,865	4.0%
First Time Buyer	61,742	3.3%	42,537	3.7%	52,313	3.9%	61,742	3.3%
Third Parties	192,086	10.4%	42,286	3.7%	100,826	7.4%	192,086	10.4%
	<u>\$ 1,854,385</u>	<u>100.0%</u>	<u>\$ 1,146,321</u>	<u>100.0%</u>	<u>\$ 1,357,752</u>	<u>100.0%</u>	<u>\$ 1,854,385</u>	<u>100.0%</u>

(1) Percentages may not total to 100.0% due to rounding.

We attempt to control misrepresentation regarding the **customer's customer's** credit worthiness by carefully screening the automobile contracts we originate, by establishing and maintaining professional business relationships with dealers, and by including certain representations and warranties by the dealer in the dealer agreement. Pursuant to the dealer agreement, we may require the dealer to repurchase any automobile contract if the dealer breaches its representations or warranties. There can be no assurance, however, that any dealer will have the willingness or the financial resources to satisfy their repurchase obligations to us.

Contract Funding

For automobile contracts that we purchase from dealers, we require that the contract be originated by a dealer that has entered into a dealer agreement with us. Under our direct lending platform, we require the customer to sign a note and security agreement. In each case, the contract is secured by a first priority lien on a new or used automobile, light truck or passenger van and must meet our funding criteria. In addition, each automobile contract requires the customer to maintain physical damage insurance covering the financed vehicle and naming us as a loss payee. We may, nonetheless, suffer a loss upon theft or physical damage of any financed vehicle if the customer fails to maintain insurance as required by the automobile contract and is unable to pay for repairs to or replacement of the vehicle.

Our technology and human expertise provides for a 360-degree evaluation of an applicant's employment and residence stability, income level and affordability, and creditworthiness in relation to the desired collateral securing the automobile contract. This perspective is used to assign application and structure allowances and limits related to price, term, amount of down payment, monthly payment, and interest rate; type of vehicle; and principal amount of the automobile contract in relation to the value of the vehicle.

Specifically, our funding guidelines generally limit the maximum principal amount of a purchased automobile contract to **115% 125%** of wholesale book value in the case of used vehicles or to **115% 125%** of the **manufacturer's manufacturer's** invoice in the case of new vehicles, plus, in each case, sales tax, licensing and, when the customer purchases such additional items, a service contract or a product to supplement the customer's casualty policy in the event of a total loss of the related vehicle. We generally do not finance vehicles that are more than 12 model years old or have more than 200,000 miles. The maximum term of a purchased contract is 78 months, although we consider the program, amount financed, and mileage as significant factors in determining the maximum term of a contract. Automobile contract purchase criteria are subject to change from time to time as circumstances may warrant. Prior to purchasing an automobile contract, our funding staff verify the **customer's customer's** employment, income, residency, and credit information by contacting various parties noted on the **customer's customer's** application, credit information bureaus and other sources. In addition, we contact each customer by telephone to confirm that the customer understands and agrees to the terms of the related automobile contract. During this **"welcome call,"** we also ask the customer a series of open-ended questions about his application and the contract, which may uncover potential misrepresentations.

Credit Scoring. We use proprietary scoring models to assign two internal **"credit scores" "credit scores"** at the time the application is received. These proprietary scores are used to help determine whether we want to approve the application and, if so, the program and pricing we will offer either to the dealer, or in the case of our direct lending platform, directly to the customer. Our internal credit scores are based on a variety of parameters including traditional and alternative credit history, data derived from other sources such as house/rental payment, length of employment, residence stability and total income. When the dealer proposes a structure for the contract, our scores consider various deal structure parameters such as down payment amount, loan to value, payment to income, make and model, vehicle class, and mileage. We have developed our credit scores utilizing statistical risk management techniques and historical performance data from our managed portfolio. We believe this improves our allocation of credit evaluation resources, enhances our competitiveness in the marketplace and manages the risk inherent in the sub-prime market.

Characteristics of Contracts. All the automobile contracts we purchase are fully amortizing and provide for level payments over the term of the automobile contract. All automobile contracts may be prepaid at any time without penalty. The table below compares certain characteristics, at the time of origination, of our contract purchases for the years ended **December 31, 2022** **December 31, 2023** and **2021**.

	Contracts Purchased During the Year Ended		Contracts Purchased During the Year Ended	
	December 31, 2022	December 31, 2021	December 31, 2023	December 31, 2022
Average Original Amount Financed	\$ 22,632	\$ 21,104	\$ 20,845	\$ 22,632
Weighted Average Original Term	70 months	70 months	67 months	70 months
Average Down Payment Percent	10.5%	9.0%	10.7%	10.5%
Average Vehicle Purchase Price	\$ 21,122	\$ 19,881	\$ 19,651	\$ 21,122
Average Age of Vehicle	7 years	5 years	7 years	7 years
Average Age of Customer	42 years	42 years	42 years	42 years
Average Time in Current Job	4 years	5 years	5 years	4 years
Average Household Annual Income	\$ 69,121	\$ 61,377	\$ 72,930	\$ 69,121

Dealer Compliance. The dealer agreement and related assignment contain representations and warranties by the dealer that an application for state registration of each financed vehicle, naming us as secured party with respect to the vehicle, was effected by the time of sale of the related automobile contract to us, and that all necessary steps have been taken to obtain a perfected first priority security interest in each financed vehicle in favor of us under the laws of the state in which the financed vehicle is registered. To the extent that we do not receive such state registration within three months of purchasing the automobile contract, our dealer compliance group will work with the dealer to rectify the situation. If these efforts are unsuccessful, we generally will require the dealer to repurchase the automobile contract.

Coronavirus Pandemic

Beginning in April 2020, we experienced a decrease in monthly contract purchase volumes which continued through December 2020. Since January 2021, our contract purchase levels have returned to or exceeded pre-pandemic levels.

Servicing and Collections

We currently service all automobile contracts that we own as well as those automobile contracts we service for third parties. We organize our servicing activities based on the tasks performed by our personnel. Our servicing activities consist of mailing monthly billing statements; contacting obligors whose payments are late; accounting for and posting of all payments received; responding to customer inquiries; taking all necessary action to maintain the security interest granted in the financed vehicle or other collateral; skip tracing; repossessing and liquidating the collateral when necessary; collecting deficiency balances; and generally monitoring each automobile contract and the related collateral. For contracts that we securitize, we are typically entitled to receive a base monthly servicing fee equal to 2.5% per annum computed as a percentage of the declining outstanding principal balance of the non-charged-off automobile contracts. The servicing fee is included in interest income for contracts that are pledged to a warehouse credit facility or a securitization transaction. For contracts we service for third parties, we receive a base monthly servicing fee equal to 2.5%, and certain other incentive fees tied to credit performance.

Collection Procedures. We believe that our ability to monitor performance and collect payments owed from sub-prime customers is primarily a function of our collection approach and support systems. We believe that if payment problems are identified early and our collection staff works closely with customers to address these problems, it is possible to correct many problems before they deteriorate further. To this end, we utilize pro-active collection procedures, which include making early and frequent contact with delinquent customers; educating customers as to the importance of maintaining good credit; and employing a consultative and customer service approach to assist the customer in meeting his or her obligations, which includes attempting to identify the underlying causes of delinquency and cure them whenever possible. In support of our collection activities, we maintain a computerized collection system specifically designed to service automobile contracts with sub-prime customers. We engage a nearshore third-party call center to supplement the efforts of the collectors in our five branch locations. As of December 31, 2022 December 31, 2023, our nearshore partner had approximately 33 47 agents assigned to our portfolio.

We attempt to make telephonic contact with delinquent customers from one to 20 days after their monthly payment due date, depending on our risk-based assessment of the customer's likelihood of payment during early stages of delinquency. If a customer has authorized us to do so, we may also send automated text message reminders at various stages of delinquency and our collectors may also choose to contact a customer via text message instead of, or in addition to, via telephone. Our customers can contact us via a toll-free number where they may choose to speak with a collector or to use our automated voice response system to access information about their account or to make a payment. They may respond to our collector's text messages or chat with one of our collectors while logged into our website. Our contact priorities may be based on the **customers' customers'** physical location, stage of delinquency, size of balance or other parameters. Our collectors inquire of the customer the reason for the delinquency and when we can expect to receive the payment. The collector attempts to get the customer to make an electronic payment over the phone or a promise for the payment for a time generally not to exceed one week from the date of the call. If the customer makes such a promise, the account is routed to a promise queue and is not contacted until the outcome of the promise is known. If the payment is made by the promise date and the account is no longer delinquent, the account is routed out of the collection system. If the payment is not made, or if the payment is made, but the account remains delinquent, the account is returned to a collector's queue for subsequent contacts.

If a customer fails to make or keep promises for payments, or if the customer is uncooperative or attempts to evade contact or hide the vehicle, a supervisor will review the collection activity relating to the account to determine if repossession of the vehicle is warranted. Generally, such a decision will occur between the 60th and 90th day past the **customer's customer's** payment due date, but could occur sooner or later, depending on the specific circumstances. Contracts originated since January 2018 are accounted for at fair value and the economic impact of repossession is incorporated into the estimated net yield on those contracts. For contracts originated prior to January 2018, which are not accounted for at fair value, we suspend interest accruals on contracts where the vehicle has been repossessed and reclassify the remaining automobile contract balance to other assets. In addition, we apply a specific reserve to such contracts so that the net balance represents the estimated remaining balance after the proceeds of the sale of the vehicle are applied, net of related costs.

If we elect to repossess the vehicle, we assign the task to an independent national repossession service. Such services are licensed and/or bonded as required by law. Upon repossession it is stored until it is picked up by a wholesale auction that we designate, where it is kept until sold. Prior to sale, the customer has the right to redeem the vehicle by paying the contract in full. In some cases, we may return the vehicle to the customer if they pay all, or what we deem to be a sufficient amount, of the past due amount. Financed vehicles that have been repossessed are generally resold through unaffiliated automobile auctions, which are attended principally by car dealers. Net liquidation proceeds are applied to the **customer's customer's** outstanding obligation under the automobile contract. Such proceeds usually are insufficient to pay the **customer's customer's** obligation in full, resulting in a deficiency. In most cases we will continue to contact our customers to recover all or a portion of this deficiency for up to several years after charge-off. From time to time, we sell certain charged off accounts to unaffiliated purchasers who specialize in collecting such accounts.

Contracts originated since January 2018 are accounted for at fair value and the economic impact of late payments is incorporated into the estimated net yield on those contracts. For contracts originated prior to January 2018, which are not accounted for at fair value, we suspend interest accruals on contracts once an automobile contract becomes greater than 90 days delinquent. We do not recognize additional interest income until the borrower makes sufficient payments to be less than 90 days delinquent. Any payments received by a borrower, regardless of their stage of delinquency are first applied to outstanding accrued interest and then to principal reduction.

We generally charge off the balance of any contract by the earlier of the end of the month in which the automobile contract becomes five scheduled installments past due or, in the case of repossession, the month after we receive the proceeds from the liquidation of the financed vehicle or if the vehicle has been in repossession inventory for more than three months. In the case of repossession, the amount of the charge-off is the difference between the outstanding principal balance of the defaulted automobile contract and the net repossession sale proceeds.

Credit Experience

Our primary method of monitoring ongoing credit quality of our portfolio is to closely review monthly delinquency, default and net charge off activity and the related trends. Our internal credit performance data consistently show that new receivables have lower levels of delinquency and losses early in their lives, with delinquencies increasing throughout their lives and incremental losses gradually increasing to a peak around 18 months, after which they gradually decrease. The weighted average seasoning of our total owned portfolio, represented in the tables below, was 25.19 months, 23.17 months, and 23.21 months as of December 31, 2022 December 31, 2023, December 31, 2021 December 31, 2022, and December 31, 2020 December 31, 2021, respectively. Our financial results are dependent on the performance of the automobile contracts in which we retain an ownership interest. Broad economic factors such as pandemic, recession and significant changes in unemployment levels influence the credit performance of our portfolio, as does the weighted average age of the receivables at any given time. The tables below document the delinquency, repossession, and net credit loss experience of all such automobile contracts that we own as of the respective dates shown.

Delinquency, Repossession and Extension Experience

Delinquency and Extension Experience (1)
Total Managed Portfolio (Excludes Third Party Portfolio)

	December 31, 2022		December 31, 2021		December 31, 2020	
	Number of Contracts	Amount	Number of Contracts	Amount	Number of Contracts	Amount
	(Dollars in thousands)					
Delinquency Experience						
Gross servicing portfolio (1)	170,658	\$ 2,795,383	154,151	\$ 2,209,430	163,117	\$ 2,174,972
Period of delinquency (2)						
31-60 days	13,434	201,764	10,895	146,904	11,357	152,868
61-90 days	5,481	80,146	3,939	51,069	4,525	59,096
91+ days	2,148	31,036	1,171	14,279	1,290	14,989
Total delinquencies (2)	21,063	312,946	16,005	212,252	17,172	226,953
Amount in repossession (3)	2,904	41,401	1,882	22,912	2,979	35,839
Total delinquencies and amount in repossession (2)	23,967	\$ 354,347	17,887	\$ 235,164	20,151	\$ 262,792
Delinquencies as a percentage of gross servicing portfolio	12.3%	11.2%	10.4%	9.6%	10.5%	10.4%
Total delinquencies and amount in repossession as a percentage of gross servicing portfolio	14.0%	12.7%	11.6%	10.6%	12.4%	12.1%
Extension Experience						
Contracts with one extension, accruing	27,584	\$ 464,323	23,740	\$ 328,128	29,709	\$ 417,347
Contracts with two or more extensions, accruing	38,714	417,682	46,541	513,183	55,885	665,572
	66,298	882,005	70,281	841,311	85,594	1,082,919
Contracts with one extension, non-accrual (4)	981	14,792	597	7,736	915	12,408
Contracts with two or more extensions, non-accrual (4)	1,485	15,395	1,414	15,128	2,502	28,189
	2,466	30,187	2,011	22,864	3,417	40,597
Total accounts with extensions	68,764	\$ 912,192	72,292	\$ 864,175	89,011	\$ 1,123,516

	December 31, 2023		December 31, 2022		December 31, 2021	
	Number of Contracts	Amount	Number of Contracts	Amount	Number of Contracts	Amount
	(Dollars in thousands)					
Delinquency Experience						
Gross servicing portfolio (1)	179,198	\$ 2,970,066	170,658	\$ 2,795,383	154,151	\$ 2,209,430
Period of delinquency (2)						
31-60 days	13,337	210,200	13,434	201,764	10,895	146,904
61-90 days	6,717	104,144	5,481	80,146	3,939	51,069
91+ days	3,252	50,610	2,148	31,036	1,171	14,279
Total delinquencies (2)	23,306	364,954	21,063	312,946	16,005	212,252
Amount in repossession (3)	4,653	67,182	2,904	41,401	1,882	22,912
Total delinquencies and amount in repossession (2)	27,959	\$ 432,136	23,967	\$ 354,347	17,887	\$ 235,164
Delinquencies as a percentage						
Delinquencies as a percentage of gross servicing portfolio	13.0%	12.3%	12.3%	11.2%	10.4%	9.6%
Total delinquencies and amount in repossession as a percentage of gross servicing portfolio	15.6%	14.5%	14.0%	12.7%	11.6%	10.6%
Extension Experience						
Contracts with one extension, accruing	33,920	\$ 610,617	27,584	\$ 464,323	23,740	\$ 328,128
Contracts with two or more extensions, accruing	42,462	563,308	41,714	417,682	46,541	513,183
	76,382	1,173,926	66,298	882,005	70,281	841,311
Contracts with one extension, non-accrual (4)	2,367	38,933	981	14,792	597	7,736
Contracts with two or more extensions, non-accrual (4)	2,081	27,497	1,485	15,395	1,414	15,128
	4,448	66,430	2,466	30,187	2,011	22,864
Total accounts with extensions	80,830	\$ 1,240,355	68,764	\$ 912,192	72,292	\$ 864,175

(1) All amounts and percentages are based on the amount remaining to be repaid on each automobile contract. The information in the table represents the gross principal amount of all automobile contracts we purchased, including automobile contracts we subsequently sold in securitization transactions that we continue to service. The table does not include certain contracts we have serviced for third parties on which we earn servicing fees only, and have no credit risk.

(2) (3)

We consider an automobile contract delinquent when an obligor fails to make at least 90% of a contractually due payment by the following due date, which date may have been extended within limits specified in the servicing agreements. The period of delinquency is based on the number of days payments are contractually past due. Automobile contracts less than 31 days delinquent are not included. The delinquency aging categories shown in the tables reflect the effect of extensions.

(3) (3) Amount in repossession represents the contract balance on financed vehicles that have been repossessed but not yet liquidated.

(4) (4) We do not recognize interest income on accounts past due more than 90 days.

Net Credit Loss Experience (1)
Total Owned Managed Portfolio (Excludes Third Party Portfolio)

	Finance Receivables Portfolio (2)						Year Ended December 31,		
	2022		2021		2020		2023		
	(Dollars in thousands)						(Dollars in thousands)		
	Average portfolio outstanding	\$ 150,919	\$ 345,021	\$ 684,259	\$ 2,913,571	\$ 2,539,110	\$ 2,147,611		
Net charge-offs as a percentage of average portfolio (3)		4.6%	5.8%	11.7%					
Net charge-offs as a percentage of average portfolio (2)							6.5%	4.5%	3.5%
Fair Value Receivables Portfolio (4)									
Year Ended December 31,									
2022		2021		2020					
(Dollars in thousands)									
Average portfolio outstanding	\$ 2,388,191	\$ 1,802,590	\$ 1,631,491						
Net charge-offs as a percentage of average portfolio (3)	4.5%	3.1%	4.3%						
Total Owned Portfolio									
Year Ended December 31,									
2022		2021		2020					
(Dollars in thousands)									
Average portfolio outstanding	\$ 2,539,110	\$ 2,147,611	\$ 2,315,750						
Net charge-offs as a percentage of average portfolio (3)	4.5%	3.5%	6.5%						

(1) All amounts and percentages are based on the principal amount scheduled to be paid on each automobile contract contracts. The information in the table represents all automobile contracts we service, excluding certain contracts we have serviced for third parties on which we earn servicing fees only, and have no credit risk.

(2) The finance receivables portfolio is comprised of contracts we originated prior to January 2018.

(3) Net charge-offs include the remaining principal balance, after the application of the net proceeds from the liquidation of the vehicle (excluding accrued and unpaid interest) and amounts collected after the date of charge-off, including some recoveries which have been classified as other income in the accompanying financial statements.

(4) The fair value portfolio is comprised of contracts we have originated since January 2018.

Extensions

In certain circumstances we will grant obligors one-month payment extensions to assist them with temporary cash flow problems. In general, an obligor will not be permitted more than two such extensions in any 12-month period and no more than eight over the life of the contract. The only modification of terms is to advance the obligor's next due date, generally by one month, though in some cases we may permit a longer extension, and in any case an advance in the maturity date corresponding to the advance of the due date. There are no other concessions such as a reduction in interest rate, forgiveness of principal or of accrued interest. Accordingly, we consider such extensions to be insignificant delays in payments rather than troubled debt restructurings, payments.

The basic question in deciding to grant an extension is whether we will (a) be delaying an inevitable repossession and liquidation or (b) risk losing the vehicle as a result of not being able to locate the obligor and vehicle. In both of those situations, the loss would likely be higher than if the vehicle had been repossessed without the extension. The benefits of granting an extension include minimizing current losses and delinquencies, minimizing lifetime losses, getting the obligor's account current (or close to it) and building goodwill with the obligor so that he might prioritize us over other creditors on future payments. Our servicing staff are trained to identify when a past due obligor is facing a temporary problem that may be resolved with an extension.

The credit assessment for granting an extension is initially made by our collector, who bases the recommendation on the collector's discussions with the obligor. In such assessments the collector will consider, among other things, the following factors: (1) the reason the obligor has fallen behind in payments; (2) whether or not the reason for the delinquency is temporary, and if it is, have conditions changed such that the obligor can begin making regular monthly payments again after the extension; (3) the obligor's past payment history, including past extensions if applicable; and (4) the obligor's willingness to communicate and cooperate on resolving the delinquency. If the collector believes the obligor is a good candidate for an extension, he must obtain approval from his supervisor, who will review the same factors stated above prior to offering the extension to the obligor. During 2020 we incorporated an algorithmic extension score card which provides our staff with an objective and quantitative assessment of whether or not a obligor is a good candidate for an extension, based on the current circumstances of the account. The extension score card was developed by our internal risk management team and is derived from the post-extension performance of accounts in our managed portfolio.

After receiving an extension, an account remains subject to our normal policies and procedures for interest accrual, reporting delinquency and recognizing charge-offs. We believe that a prudent extension program is an integral component to mitigating losses in our portfolio of sub-prime automobile receivables. The table below summarizes the status, as of **December 31, 2022** **December 31, 2023**, for accounts that received extensions from 2012 through **2021**: **2022**:

Period of Extension	# of Extensions Granted	Active or Paid Off at December 31, 2022			% Charged Off > 6 Months After Extension			% Charged Off <= 6 Months After Extension			Avg Months to Charge Off Post Extension			# of Extensions Granted	Active or Paid Off at December 31, 2023			% Charged Off > 6 Months After Extension		
		Active or Paid Off at December 31, 2022	% Active or Paid Off at December 31, 2022	Charged Off > 6 Months After Extension	% Charged Off > 6 Months After Extension	Charged Off <= 6 Months After Extension	% Charged Off <= 6 Months After Extension	Months to Charge Off Post Extension	Active or Paid Off at December 31, 2023	% Active or Paid Off at December 31, 2023	Charged Off > 6 Months After Extension	% Charged Off > 6 Months After Extension	Charged Off <= 6 Months After Extension	% Charged Off <= 6 Months After Extension	Months to Charge Off Post Extension					
		December 31, 2022	Extension	Extension	Extension	Extension	Extension	Extension	December 31, 2023	Extension	Extension	Extension	Extension	Extension	Extension					
2012	18,783	11,320	60.3%	6,667	35.5%	796	4.2%	18	18,783	11,320	60.3%	6,667	35.5%	796	4.2%					
2013	23,398	11,147	47.6%	11,275	48.2%	976	4.2%	23	23,398	11,143	47.6%	11,277	48.2%	976	4.2%					
2014	25,773	10,483	40.7%	14,464	56.1%	826	3.2%	25	25,773	10,475	40.6%	14,477	56.2%	826	3.2%					
2015	53,319	22,361	41.9%	29,876	56.0%	1,082	2.0%	26	53,319	22,279	41.8%	30,014	56.3%	1,082	2.0%					
2016	80,897	36,770	45.5%	42,194	52.2%	1,933	2.4%	26	80,897	36,449	45.1%	42,740	52.8%	1,933	2.4%					
2017	133,881	61,465	45.9%	65,490	48.9%	6,926	5.2%	22	133,847	59,643	44.6%	67,278	50.3%	6,926	5.2%					
2018	121,531	66,007	54.3%	49,517	40.7%	6,007	4.9%	19	121,531	64,608	53.2%	51,961	42.8%	6,007	4.9%					
2019	71,548	50,795	71.0%	18,811	26.3%	1,942	2.7%	18	71,548	49,448	69.1%	21,173	29.6%	1,942	2.7%					
2020	83,170	64,768	77.9%	14,057	16.9%	2,099	2.5%	15	83,170	62,685	75.4%	20,666	24.8%	2,099	2.5%					
2021	47,029	40,292	85.7%	5,482	11.7%	1,236	2.5%	11	47,010	38,072	81.0%	9,560	20.3%	1,236	2.5%					
2022									56,142	49,176	87.6%	8,312	14.8%	1,954	3.5%					

We view these results as a confirmation of the effectiveness of our extension program. We consider accounts that have had extensions and were active or paid off as of **December 31, 2022** **December 31, 2023** to be successful. Successful extensions result in continued payments of interest and principal (including payment in full in many cases). Without the extension, however, the account may have defaulted, and we would have likely incurred a substantial loss and no additional interest revenue.

For extension accounts that ultimately charged off, we consider accounts that charged off more than six months after the extension to be at least partially successful. In such cases, despite the ultimate loss, we received additional payments of principal and interest that otherwise we would not have received.

Additional information about our extensions is provided in the tables below:

	For the Year Ended			For the Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020	December 31, 2023	December 31, 2022	December 31, 2021
Average number of extensions granted per month	4,689	3,918	6,931	6,926	4,689	3,918
Average number of outstanding accounts	162,264	157,076	172,129	176,438	162,264	157,076
Average monthly extensions as % of average outstandings	2.9%	2.5%	4.0%	3.9%	2.9%	2.5%

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	December 31, 2023		December 31, 2022		December 31, 2021	
	Number of Contracts	Amount	Number of Contracts	Amount	Number of Contracts	Amount
	(Dollars in thousands)					
Contracts with one extension	36,287	\$ 649,551	28,565	\$ 479,114	24,337	\$ 335,864
Contracts with two extensions	19,335	326,552	13,730	180,547	15,861	200,705
Contracts with three extensions	10,109	133,207	9,837	108,986	11,755	136,970
Contracts with four extensions	6,784	67,735	7,938	76,220	9,272	95,182
Contracts with five extensions	5,197	42,734	5,425	45,519	6,531	59,651
Contracts with six extensions	3,118	20,576	3,269	21,806	4,536	35,803
	80,830	\$ 1,240,355	68,764	\$ 912,192	72,292	\$ 864,175
Gross servicing portfolio (Excludes Third Party Portfolio)	179,198	\$ 2,970,066	170,658	\$ 2,795,383	154,151	\$ 2,209,430

	December 31, 2022		December 31, 2021		December 31, 2020	
	Number of Contracts	Amount	Number of Contracts	Amount	Number of Contracts	Amount
	(Dollars in thousands)					
Contracts with one extension	28,565	\$ 479,114	24,337	\$ 335,864	30,624	\$ 429,754
Contracts with two extensions	13,730	180,547	15,861	200,705	19,381	259,236
Contracts with three extensions	9,837	108,986	11,755	136,970	13,117	159,447
Contracts with four extensions	7,938	76,220	9,272	95,182	10,868	122,469
Contracts with five extensions	5,425	45,519	6,531	59,651	8,548	90,322
Contracts with six extensions	3,269	21,806	4,536	35,803	6,473	62,288
	68,764	\$ 912,192	72,292	\$ 864,175	89,011	\$ 1,123,516
Gross servicing portfolio	180,795	\$ 3,001,308	156,280	\$ 2,249,069	163,117	\$ 2,174,972
<i>Non-Accrual Receivables</i>						

It is not uncommon for our obligors to fall behind in their payments. However, with the diligent efforts of our servicing staff and systems for managing our collection efforts, we regularly work with our customers to resolve delinquencies. Our staff is trained to employ a counseling approach to assist our customers with their cash flow management skills and help them to prioritize their payment obligations to avoid losing their vehicle to repossession. Through our experience, we have learned that once a contract becomes greater than 90 days past due, it is more likely than not that the delinquency will not be resolved and will ultimately result in a charge-off. As a result, for contracts originated prior to January 2018 that are not accounted for under the fair value method, we do not recognize any interest income for contracts that are greater than 90 days past due.

If an obligor exceeds the 90 days past due threshold at the end of one period, and then makes the necessary payments such that it becomes equal to or below 90 days delinquent at the end of a subsequent period, the related contract would be restored to full accrual status for our financial reporting purposes. At the time a contract is restored to full accrual in this manner, there can be no assurance that full repayment of interest and principal will ultimately be made. However, we monitor each obligor's payment performance and are aware of the severity of his delinquency at any time. The fact that the delinquency has been reduced below the 90-day threshold is a positive indicator. Should the contract again exceed the 90-day delinquency level at the end of any reporting period, it would again be reflected as a non-accrual account.

Our policy for placing a contract on non-accrual status is independent of our policy to grant an extension. In practice, it would be an uncommon circumstance where an extension was granted and the account remained in a non-accrual status, since the goal of the extension is to bring the contract current (or nearly current).

Securitization of Automobile Contracts

Throughout the period for which information is presented in this report, we have purchased automobile contracts with the intention of financing them on a long-term basis through securitizations, and on an interim basis through warehouse credit facilities. All such financings have involved identification of specific automobile contracts, sale of those automobile contracts (and associated rights) to one of our special-purpose subsidiaries, and issuance of asset-backed securities to be purchased by institutional investors. Depending on the structure, these transactions may be accounted for under generally accepted accounting principles as sales of the automobile contracts or as secured financings.

When structured to be treated as a secured financing for accounting purposes, the subsidiary is consolidated with us. Accordingly, the sold automobile contracts and the related debt appear as assets and liabilities, respectively, on our consolidated balance sheet. We then periodically (i) recognize interest and fee income on the contracts, (ii) recognize interest expense on the securities issued in the transaction and (iii) record as expense a provision for credit losses on the contracts. Effective January 1, 2018, we adopted the fair value method of accounting for finance receivables acquired on or after that date. For these receivables, we recognize interest income on a level yield basis using that internal rate of return as the applicable interest rate. We do not record an expense for provision for credit losses on these receivables because such credit losses are included in our computation of the appropriate level yield.

Since 1994 we have conducted 9599 term securitizations of automobile contracts that we originated under our regular programs. As of December 31, 2022 December 31, 2023, 1918 of those securitizations are active and all are structured as secured financings. We generally conduct our securitizations on a quarterly basis, near the beginning of each calendar quarter, resulting in four securitizations per calendar year. However, we completed only three securitizations in 2020. In April 2020 we postponed our planned securitization due to the onset of the pandemic and the effective closure of the capital markets in which our securitizations are executed. Subsequently we successfully completed securitizations in June and September 2020.

Our recent history of term securitizations over the most recent ten years, is summarized in the table below:

Period	Number of Term Securitizations	Recent Asset-Backed Securitizations	
		Amount of Receivables	\$ in thousands
2013	4	778,000	
2014	4	923,000	
2015	3	795,000	
2016	4	1,214,997	
2017	4	870,000	
2018	4	883,452	
2019	4	1,014,124	
2020	3	741,867	
2021	4	1,145,002	
2022	4	1,537,383	

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Recent Asset-Backed Securitizations \$ in thousands			
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2017	4	\$ 870,000	
2018	4	883,452	
2019	4	1,014,124	
2020	3	741,867	
2021	4	1,145,002	
2022	4	1,537,383	
2023	4	1,352,114	

From time to time we have also completed financings of our residual interests in other securitizations that we and our affiliates previously sponsored. On May 16, 2018, we completed a \$40.0 million securitization of residual interests from previously issued securitizations. In this residual interest financing transaction, qualified institutional buyers purchased \$40.0 million of asset-backed notes secured by residual interests in thirteen CPS securitizations consecutively conducted from September 2013 through December 2016, and an 80% interest in a CPS affiliate that owns the residual interests in the four CPS securitizations conducted in 2017. The sold notes ("2018-1 Notes"), issued by CPS Auto Securitization Trust 2018-1, consist of a single class with a coupon of 8.595%. The remaining balance on the notes were paid in full on February 16, 2022.

On June 30, 2021, we completed a \$50.0 million securitization of residual interests from previously issued securitizations. In this residual interest financing transaction, qualified institutional buyers purchased \$50.0 million of asset-backed notes secured by residual interests in three CPS securitizations consecutively conducted from January 2018 through July 2018, and an 80% interest in a CPS affiliate that owns the residual interests in the eight CPS securitizations conducted from December 2018 through September 2020. The sold notes ("2021-1 Notes"), issued by CPS Auto Securitization Trust 2021-1, consist of a single class with a coupon of 7.86%. As of December 31, 2022 December 31, 2023, the notes had a principal balance of \$50.0 million.

Generally, prior to a securitization transaction we fund our automobile contract acquisitions primarily with proceeds from warehouse credit facilities. Our current short-term funding capacity is \$400 million, comprising two credit facilities. The first credit facility was established in May 2012. This facility was most recently renewed in July 2022, extending the revolving period to July 2024, with an optional amortization period through July 2025. In addition, the capacity was doubled from \$100 million to \$200 million at the July 2022 renewal.

In November 2015, we entered into another \$100 million facility. This facility was most recently renewed in February 2022, extending the revolving period to January 2024, followed by an amortization period to January 2026. In June 2022, we doubled the capacity for this facility from \$100 million to \$200 million. Prior to the expiration of the revolving period in January 2024, the revolving period was extended to March 31, 2024.

In a securitization and in our warehouse credit facilities, we are required to make certain representations and warranties, which are generally similar to the representations and warranties made by dealers in connection with our purchase of the automobile contracts. If we breach any of our representations or warranties, we may be required to repurchase the automobile contract at a price equal to the principal balance plus accrued and unpaid interest. We may then be entitled under the terms of our dealer agreement to require the selling dealer to repurchase the contract at a price equal to our purchase price, less any principal payments made by the customer. Subject to any recourse against dealers, we will bear the risk of loss on repossession and resale of vehicles under automobile contracts that we repurchase.

Whether a securitization is treated as a secured financing or as a sale for financial accounting purposes, the related special purpose subsidiary may be unable to release excess cash to us if the credit performance of the securitized automobile contracts falls short of pre-determined standards. Such releases represent a material portion of the cash that we use to fund our operations. An unexpected deterioration in the performance of securitized automobile contracts could therefore have a material adverse effect on both our liquidity and results of operations, regardless of whether such automobile contracts are treated as having been sold or as having been financed.

Certain of our securitization transactions and our warehouse credit facilities contain various financial covenants requiring certain minimum financial ratios and results. Such covenants include maintaining minimum levels of liquidity and net worth and not exceeding maximum leverage levels. In addition, certain securitization and non-securitization related debt contain cross-default provisions that would allow certain creditors to declare a default if a default occurred under a different facility. As of **December 31, 2022** **December 31, 2023**, we were in compliance with all such covenants.

Competition

The automobile financing business is highly competitive. We compete with several national, regional and local finance companies with operations similar to ours. In addition, competitors or potential competitors include other types of financial services companies, such as banks, leasing companies, credit unions providing retail loan financing and lease financing for new and used vehicles, and captive finance companies affiliated with major automobile manufacturers. Many of our competitors and potential competitors possess substantially greater financial, sales, technical, personnel and other resources than we do. Moreover, our future profitability will be directly related to the availability and cost of our capital in relation to the availability and cost of capital to our competitors. Our competitors and potential competitors include far larger, more established companies that have access to capital markets for unsecured commercial paper and investment grade-rated debt instruments and to other funding sources that may be unavailable to us. Many of these companies also have long-standing relationships with dealers and may provide other financing to dealers, including floor plan financing for the **dealers' dealers'** purchase of automobiles from manufacturers, which we do not offer.

We believe that the principal competitive factors affecting a **dealer's dealer's** decision to offer automobile contracts for sale to a particular financing source are the monthly payment amount made available to the dealer's customer, the purchase price offered for the automobile contracts, the timeliness of the response to the dealer upon submission of the initial application, the amount of required documentation, the consistency and timeliness of purchases and the financial stability of the funding source. While we believe that we can obtain from dealers sufficient automobile contracts for purchase at attractive prices by consistently applying reasonable underwriting criteria and making timely purchases of qualifying automobile contracts, there can be no assurance that we will do so.

Regulation

Numerous federal and state consumer protection laws, including the federal Truth-In-Lending Act, the federal Equal Credit Opportunity Act, the federal Fair Debt Collection Practices Act and the Federal Trade Commission Act, regulate consumer credit transactions. These laws mandate certain disclosures with respect to finance charges on automobile contracts and impose certain other restrictions. In most states, a license is required to engage in the business of purchasing automobile contracts from dealers. In addition, laws in a number of states impose limitations on the amount of finance charges that may be charged by dealers on credit sales. The so-called Lemon Laws enacted by various states provide certain rights to purchasers with respect to automobiles that fail to satisfy express warranties. The application of Lemon Laws or violation of such other federal and state laws may give rise to a claim or defense of a customer against a dealer and its assignees, including us and those who purchase automobile contracts from us. The dealer agreement contains representations by the dealer that, as of the date of assignment of automobile contracts, no such claims or defenses have been asserted or threatened with respect to the automobile contracts and that all requirements of such federal and state laws have been complied with in all material respects. Although a dealer would be obligated to repurchase automobile contracts that involve a breach of such warranty, there can be no assurance that the dealer will have the financial resources to satisfy its repurchase obligations. Certain of these laws also regulate our servicing activities, including our methods of collection.

We are subject to supervision and examination by the Consumer Financial Protection Bureau (the "CFPB"), a federal agency created by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"). The CFPB has rulemaking, supervisory and enforcement authority over "non-banks," including us. The CFPB is specifically authorized, among other things, to take actions to prevent companies from engaging in "unfair, deceptive or abusive" acts or practices in connection with consumer financial products and services, and to issue rules requiring enhanced disclosures for consumer financial products or services. The CFPB also has authority to interpret, enforce and issue regulations implementing enumerated consumer laws, including certain laws that apply to us.

The Dodd-Frank Act and related regulations are likely to affect our cost of doing business, may limit or expand our permissible activities, may affect the competitive balance within our industry and market areas and could have a material adverse effect on us. We continue to assess the Dodd-Frank Act's probable effect on our business, financial condition and results of operations, and to monitor developments involving the entities charged with promulgating regulations. However, the ultimate effect of the Dodd-Frank Act on the financial services industry in general, and on us in particular, is uncertain at this time.

In addition to the CFPB, other state and federal agencies have the ability to regulate aspects of our business. For example, the Dodd-Frank Act provides a mechanism for state Attorneys General to investigate us. In addition, the Federal Trade Commission has jurisdiction to investigate aspects of our business. We expect that regulatory investigation by both state and federal agencies will continue, and there can be no assurance that the results of such investigations will not have a material adverse effect on us.

We believe that we are currently in material compliance with applicable statutes and regulations; however, there can be no assurance that we are correct, nor that we will be able to maintain such compliance. The past or future failure to comply with applicable statutes and regulations could have a material adverse effect on us. Furthermore, the adoption of additional statutes and regulations, changes in the interpretation and enforcement of current statutes and regulations or the expansion of our business into jurisdictions that have adopted more stringent regulatory requirements than those in which we currently conduct business could have a material adverse effect on us. In addition, due to the consumer-oriented nature of our industry and the application of certain laws and regulations, industry participants are regularly named as defendants in litigation involving alleged violations of federal and state laws and regulations and consumer law torts, including fraud. Many of these actions involve alleged violations of consumer protection laws. A significant judgment against us or within the industry in connection with any such litigation could have a material adverse effect on our financial condition, results of operations or liquidity.

Human Capital

We rely on our employees for everything we do. To make our business work, we seek to supply **them** employees with the tools and knowledge they need to succeed. In addition to new hire training, we provide mentor programs and management workshops. **We offer an education costs assistance program to help with college tuition and costs incurred to obtain job related certifications and licenses.**

Workforce Allocation and Diversity We had **792,890** employees as of **December 31, 2022** **December 31, 2023**. Our employee population was **66% 67%** female, and **67% 71%** self-identified as ethnically diverse (defined as all EEOC classifications other than white). Broken out by function, our human capital was allocated thus: **1115** were senior management personnel; **407529** were servicing personnel; **182185** were automobile contract origination personnel; **127105** were sales personnel and program development (**78** **67** of whom were sales representatives); **6556** were various administrative personnel including human resources, legal, accounting and systems.

Compensation and benefits Our compensation policy is to be market competitive. We offer a total rewards package, which includes competitive compensation, incentives, and comprehensive benefits that will attract, retain, and motivate talent within our organization. Our compensation and benefits package includes competitive pay, healthcare, mental health, retirement benefits, as well as paid time off and holidays, disability benefits, and wellness package that includes healthcare coverage, defined contribution retirement volunteer time off, along with other benefits and other components. employee resources. We offer performance pay to help enhance career development.

Employee Engagement Our means of evaluating our human capital resources include, on an individual basis, annual performance reviews and annual meetings with senior management on or close to the employee's anniversary date. Most departments meet one-on-one with employees monthly to discuss performance, suggestions, and concerns. On an aggregate basis, we distribute new hire survey surveys and host department round table meetings. The feedback from the meetings and survey results are reviewed by senior management and used to assist in reviewing our human capital strategies, programs, and practices. **Other metrics** Our COO holds town hall meetings in every branch and virtual sessions to provide company-wide updates and conduct open Q&A for all employees. We foster collaboration through charity committees which plan events to raise funds and/or provide resources to various 501(c)(3) organizations in our communities. We also offer paid community service time. **Metrics** used in human capital management include average employee tenure and annual turnover rate. We believe that our relations with our employees are good. We are not a party to any collective bargaining agreement.

Available Information

Our internet address is www.consumerportfolio.com. We make available free of charge on our internet web site our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission.

Item 1A. Risk Factors

We are subject to various risks that may materially harm our business, prospects, financial condition and results of operations. An investment in our common stock is speculative and involves risk. In evaluating an investment in shares of our common stock, you should carefully consider the risks described below, together with the other information included in this Annual Report on Form 10-K. The risks described below are not the only risks we face. If any of the events described in the following risk factors actually occurs, or if additional risks and uncertainties later materialize that are not presently known to us or that we currently deem immaterial, then our business, prospects, results of operations and financial condition could be materially adversely affected. In that event, the trading price of our common stock could decline, and you may lose all or part of your investment in our shares. The risks discussed below include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements. See "[Cautionary Note Regarding Forward-Looking Statements](#)."

Item 1A. RISK FACTORS

Our business, operating results and financial condition could be adversely affected by any of the following specific risks. The trading price of our common stock could decline due to any of these risks and other industry risks. This listing of risks by its nature cannot be exhaustive, and the order in which the risks appear is not intended as an indication of their relative weight or importance. In addition to the risks described below, we may encounter risks that we do not currently recognize or that we currently deem immaterial, which may also impair our business operations and the value of our common stock.

Risks Related to Our Business**We Require a Substantial Amount of Cash to Service Our Substantial Debt.**

To service our existing substantial indebtedness, we require a significant amount of cash. Our ability to generate cash depends on many factors, including our successful financial and operating performance. Our financial and operational performance depends upon a number of factors, many of which are beyond our control. These factors include, without limitation:

- the economic and competitive conditions in the asset-backed securities market;
- the performance of our current and future automobile contracts;
- the performance of our residual interests from our securitizations and warehouse credit facilities;
- any operating difficulties or pricing pressures we may experience;
- our ability to obtain credit enhancement for our securitizations;
- our ability to establish and maintain dealer relationships;
- the passage of laws or regulations that affect us adversely;
- our ability to compete with our competitors; and
- our ability to acquire and finance automobile contracts.

Depending upon the outcome of one or more of these factors, we may not be able to generate sufficient cash flow from operations or obtain sufficient funding to satisfy all of our obligations. Such factors may result in our being unable to pay our debts timely or as agreed. If we were unable to pay our debts, we would be required to pursue one or more alternative strategies, such as selling assets, refinancing or restructuring our indebtedness or selling additional equity capital. These alternative strategies might not be feasible at the time, might prove inadequate, or could require the prior consent of our lenders. If executed, these strategies could reduce the earnings available to our shareholders.

We Need Substantial Liquidity to Operate Our Business.

We have historically funded our operations principally through internally generated cash flows, sales of debt and equity securities, including through securitizations and warehouse credit facilities, borrowings under senior secured debt agreements and sales of subordinated notes. However, we may not be able to obtain sufficient funding for our future operations from such sources. During 2008, 2009 and much of 2010, our access to the capital markets was impaired with respect both short-term and long-term funding. In April 2020 we postponed our planned securitization due to the onset of the pandemic and the effective closure of the capital markets in which our securitizations are executed. Subsequently we successfully completed securitizations in June and September 2020, and then on a regular quarterly schedule from January 2021 through January 2023, 2024. While our access to such funding has improved since then, our results of operations, financial condition and cash flows have been from time to time in the past and may be in the future be materially and adversely affected. We require a substantial amount of cash liquidity to operate our business. Among other things, we use such cash liquidity to:

- acquire automobile contracts;
- fund overcollateralization in warehouse credit facilities and securitizations;
- pay securitization fees and expenses;
- fund spread accounts in connection with securitizations;
- satisfy working capital requirements and pay operating expenses;
- pay taxes; and
- pay interest expense.

Historically we have matched our liquidity needs to our available sources of funding by reducing our acquisition of new automobile contracts, at times to merely nominal levels. There can be no assurance that we will continue to be successful with that strategy.

Periods of Significant Losses.

From time to time throughout our history we have incurred net losses, most recently over the period beginning with the quarter ended September 30, 2008 and ending with the quarter ended September 30, 2011. We were adversely affected by the economic recession affecting the United States as a whole, for a time by increased financing costs and decreased availability of capital to fund our purchases of automobile contracts, and by a decrease in the overall level of sales of automobiles and light trucks. Similar periods of losses began in the quarter ended March 31, 1999 through the quarter ended December 31, 2000 and also from the quarter ended September 30, 2003 through the quarter ended March 31, 2005.

We expect to earn quarterly profits during 2023; 2024; however, there can be no assurance as to that expectation. Our expectation of profitability is a forward-looking statement. We discuss the assumptions underlying that expectation under the caption "Forward-Looking "Cautionary Note Regarding Forward-Looking Statements" in this report. We identify important factors that could cause actual results to differ, generally in the "Risk Factors" section of this report, and also under the caption "Forward-Looking "Cautionary Note Regarding Forward-Looking Statements." One reason for our expectation is that we have had positive net income in each of the eleven twelve fiscal years ended December 31, 2022 December 31, 2023, although not in every quarter within that period.

Our Results of Operations Will Depend on Our Ability to Secure and Maintain Adequate Credit and Warehouse Financing on Favorable Terms.

We depend on various financing sources, including credit facilities, our securitization program and other secured and unsecured debt issuances, to finance our business operations. Historically, our primary sources of day-to-day liquidity have been our warehouse credit facilities, in which we sell and contribute automobile contracts, as often as twice a week, to special-purpose subsidiaries, where they are "warehoused" until they are financed on a long-term basis through the issuance and sale of asset-backed notes. Upon sale of the notes, funds advanced under one or more warehouse credit facilities are repaid from the proceeds. Our current short-term funding capacity is \$400 million, comprising two credit facilities, each with a maximum credit limit of \$200 million. Both warehouse credit facilities have a revolving period during which we may receive advances secured by contributed automobile contracts, followed by an amortization period during which no further advances may be made, but prior to which outstanding advances are due and payable. See "Management's "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Liquidity".

Our access to financing sources depends upon our financial position, general market conditions, availability of bank liquidity, the bank regulatory environment, our compliance with covenants imposed under our financing agreements, the credit quality of the collateral we can pledge to support secured financings, and other factors beyond our control. If we are unable to maintain warehouse or securitization financing on acceptable terms, we might curtail or cease our purchases of new automobile contracts, which could lead to a material adverse effect on our results of operations, financial condition and liquidity.

Our Substantial Indebtedness Could Adversely Affect Our Financial Health and Prevent Us From Fulfilling Our Obligations Under Our Existing Indebtedness

We currently have and will continue to have a substantial amount of outstanding indebtedness. At December 31, 2022 December 31, 2023, we had approximately \$2,469.0 million \$2,566.5 million of debt outstanding. Such debt consisted primarily of \$2,108.7 million \$2,265.4 million of securitization trust debt, and also included \$285.3 million \$234.0 million of warehouse lines of credit, \$49.6 million \$49.9 million of residual interest financing debt and \$25.3 million \$17.2 million in subordinated renewable notes. Our ability to make payments of principal or interest on, or to refinance, our indebtedness will depend on our future operating performance, and our ability to enter into additional credit facilities and securitization transactions as well as other debt financings, which, to a certain extent, are subject to economic, financial, competitive, regulatory, capital markets and other factors beyond our control.

If we are unable to generate sufficient cash flows in the future to service our debt, we may be required to refinance all or a portion of our existing debt or to obtain additional financing. There can be no assurance that any refinancing will be possible or that any additional financing could be obtained on acceptable terms. The inability to service or refinance our existing debt or to obtain additional financing would have a material adverse effect on our financial position, liquidity and results of operations.

The degree to which we are leveraged creates risks, including:

- we may be unable to satisfy our obligations under our outstanding indebtedness;
- we may find it more difficult to fund future credit enhancement requirements, operating costs, tax payments, capital expenditures or general corporate expenditures;
- we may have to dedicate a substantial portion of our cash resources to payments on our outstanding indebtedness, thereby reducing the funds available for operations and future business opportunities; and
- increasing our vulnerability to adverse general economic, industry and capital markets conditions;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- placing us at a competitive disadvantage compared to our competitors that have less debt; and
- limiting our ability to borrow additional funds.

Although we believe we are able to service and repay such debt, there is no assurance that we will be able to do so. If we do not generate sufficient operating profits, our ability to make required payments on our debt would be impaired. Failure to pay our indebtedness when due would give rise to various remedies in favor of any unpaid creditors, and creditors' exercise of such remedies could have a material adverse effect on our earnings.

Our Results of Operations Will Depend on Our Ability to Securitize Our Portfolio of Automobile Contracts.

We depend upon our ability to obtain permanent financing for pools of automobile contracts by conducting term securitization transactions. By "permanent financing" "permanent financing" we mean financing that extends to cover the full term during which the underlying automobile contracts are outstanding and requires repayment as the underlying automobile contracts are repaid or charged off. By contrast, our warehouse credit facilities permit us to borrow against the value of such receivables only for limited periods of time. Our past practice and future plan has been and is to repay loans made to us under our warehouse credit facilities with the proceeds of securitizations. There can be no assurance that any securitization transaction will be available on terms acceptable to us, or at all. The timing of any securitization transaction is affected by a number of factors beyond our control, any of which could cause substantial delays, including, without limitation:

- market conditions;
- the approval by all parties of the terms of the securitization;
- our ability to acquire a sufficient number of automobile contracts for securitization.

During 2008 and 2009 we observed adverse changes in the market for securitized pools of automobile contracts, which made permanent financing in the form of securitization transactions difficult to obtain and more costly than in prior periods. These changes included reduced liquidity and reduced demand for asset-backed securities, particularly for securities carrying a financial guaranty or for securities backed by sub-prime automobile receivables. We experienced improvements in the capital markets from 2010 through 2019, during which time we completed 36 securitizations. In April 2020 we postponed our planned securitization due to the onset of the pandemic and the effective closure of the capital markets in which our securitizations are executed. Subsequently we successfully completed securitizations in June and September 2020, and then on a regular quarterly schedule from January 2021 through January 2023, 2024. However, if the market conditions for asset-backed securitizations should reverse, we would expect a material adverse effect on our results of operations.

Our Results of Operations Will Depend on Cash Flows from Our Residual Interests in Our Securitization Program and Our Warehouse Credit Facilities.

When we finance our automobile contracts through securitizations and warehouse credit facilities, we receive cash and retain a residual interest in the assets financed. Those financed assets are owned by the special-purpose subsidiary that is formed for the related securitization. This residual interest represents the right to receive the future cash flows to be generated by the automobile contracts in excess of (i) the interest and principal paid to investors or lenders on the indebtedness issued in connection with the financing, (ii) the costs of servicing the automobile contracts and (iii) certain other costs incurred in connection with completing and maintaining the securitization or warehouse credit facility. We sometimes refer to these future cash flows as "excess" spread cash flows.¹⁹

Under the financial structures we have used to date in our securitizations and warehouse credit facilities, excess spread cash flows that would otherwise be paid to the holder of the residual interest are first used to increase overcollateralization or are retained in a spread account within the securitization trusts or the warehouse facility to provide liquidity and credit enhancement for the related securities.

While the specific terms and mechanics vary among transactions, our securitization and warehousing agreements generally provide that we will receive excess spread cash flows only if the amount of overcollateralization and spread account balances have reached specified levels and/or the delinquency, defaults or net losses related to the automobile contracts in the automobile contract pools are below certain predetermined levels. In the event delinquencies, defaults or net losses on automobile contracts exceed these levels, the terms of the securitization or warehouse credit facility:

- may require increased credit enhancement, including an increase in the amount required to be on deposit in the spread account to be accumulated for the particular pool; and
- in certain circumstances, may permit affected parties to require the transfer of servicing on some or all of the securitized or warehoused contracts from us to an unaffiliated servicer.

We typically retain residual interests or use them as collateral to borrow cash. In any case, the future excess spread cash flow received in respect of the residual interests is integral to the financing of our operations. The amount of cash received from residual interests depends in large part on how well our portfolio of securitized and warehoused automobile contracts performs. If our portfolio of securitized and warehoused automobile contracts has higher delinquency and loss ratios than expected, then the amount of money realized from our retained residual interests, or the amount of money we could obtain from the sale or other financing of our residual interests, would be reduced. Such a reduction, if it should occur, could have material adverse effects on our future results of operations, financial condition and cash flows.

Our Results of Operations May be Affected by Changing Economic Conditions

We are subject to changes in general economic conditions that are beyond our control. During periods of economic slowdown or recession, delinquencies, defaults, repossessions and losses generally increase. These periods also may be accompanied by increased unemployment rates, inflation, decreased demand for automobiles and declining values of automobiles securing outstanding receivables, which weakens collateral values and increases the amount of a loss in the event of default. Additionally, higher gasoline prices, declining stock market values, unstable real estate values, increasing unemployment levels, general availability of consumer credit, changes in vehicle ownership trends and other factors that impact consumer confidence or disposable income could increase loss frequency and decrease demand for automobiles as well as weaken collateral values on certain types of automobiles. In addition, during an economic slowdown or recession, our servicing costs may increase without a corresponding increase in our revenue. No assurance can be given that the underwriting criteria and collection methods we employ will afford adequate protection against these risks. Any sustained period of increased delinquencies, defaults, repossessions or losses or increased servicing costs could adversely affect our financial position, liquidity, results of operation and our ability to enter into future financing transactions.

We sell repossessed automobiles at wholesale auction markets located throughout the United States. Depressed wholesale prices for used automobiles may result in, or increase, a loss upon our disposition of repossessed vehicles and we may be unable to collect the resulting deficiency balances. Depressed wholesale prices for used automobiles may result from manufacturer incentives or discounts on new vehicles, financial difficulties of new vehicle manufacturers, discontinuance of vehicle brands and models, increased used vehicle inventory resulting from significant liquidations of rental or fleet inventories and increased trade-ins due to promotional programs offered by new vehicle manufacturers. Additionally, higher gasoline prices may decrease the wholesale auction values of certain types of vehicles. Decreased auction proceeds resulting from the depressed prices at which used automobiles may be sold during periods of economic slowdown or low retail demand could result in higher losses for us. Further, we are dependent on the efficient operation of the wholesale auction markets. If the operations of the wholesale auction markets are disrupted, as they were during the recent COVID 19 pandemic, we may be unable to sell our used vehicles at sufficient volume and/or pricing.

The number of delinquencies, defaults, losses and repossessions on sub-prime automobile receivables has historically been significantly influenced by the employment status of obligors on automobile loan contracts. Any general weakness in the economy may affect sub-prime obligors more strongly than the population as a whole.

Furthermore, the global financial markets have at times experienced increased volatility due to uncertainty surrounding the level and sustainability of the sovereign debt of various countries. Concerns regarding sovereign debt may spread to other countries at any time. There can be no assurance that this uncertainty relating to the sovereign debt of various countries will not lead to further disruption of the financial and credit markets in the United States, which could adversely affect our financial position, liquidity, results of operation and our ability to enter into future financing transactions.

A deterioration in economic conditions and certain economic factors, such as reduced business activity, high unemployment, interest rates, housing prices, energy prices (including the price of gasoline), increased consumer indebtedness (including of obligors on the receivables), lack of available credit, the rate of inflation (such as the recent increase in inflation) and consumer perceptions of the economy, as well as other factors, such as terrorist events, civil unrest, cyber-attacks, public health emergencies, extreme weather conditions or significant changes in the geopolitical environment (such as the ongoing military conflict between Ukraine and Russia) and/or public policy, including increased state, local or federal taxation, could adversely affect the ability and willingness of obligors to meet their payment obligations under the receivables we originate. Our operating results could be adversely affected if obligors are unable to make timely payments on their receivables or if we elect to, or are required to, implement forbearance programs in connection with obligors suffering a hardship (including hardships related to the COVID-19 pandemic and general economic conditions). receivables.

The above described negative economic factors, as well as others, have also historically resulted in decreased consumer demand for motor vehicles, which may result in an increase in the inventory of used motor vehicles and depress the price at which repossessed motor vehicles may be sold or delay the timing of those sales. If the default rate on our receivables increases and the price at which the vehicles may be sold at auction declines, our financial position, liquidity, results of operation and our ability to enter into future financing transactions may be adversely affected.

If Interest Rates Rise, Our Results of Operations May Be Impaired.

Our principal means of financing our portfolio of automobile contracts is to issue asset-backed notes in securitizations. The interest payable on such notes is our largest expense. Although such expense is fixed with respect to issued securitization trust debt, the terms of future securitizations may vary.

The credit spread between the interest rates payable on our securitization trust debt and the rates payable on risk-free investments has varied. The Federal Reserve increased interest rates multiple times in 2022 once in early 2023, and is expected to continue to raise rates further 2023. As a result, we have experienced increased interest expense in 2023. If interest rates on risk-free debt continue to increase, or if our spread above risk-free rates should continue to increase, or both, we would expect increased a continued increase in interest expense, expense. If interest rates in general should continue to rise, our expenses would likewise continue rise, to which could have a material adverse effect on our financial position, liquidity, results of operation and our ability to enter into future financing transactions.

If We Are Unable to Compete Successfully with our Competitors, Our Results of Operations May Be Impaired.

The automobile financing business is highly competitive. We compete with a number of national, regional and local finance companies. In addition, competitors or potential competitors include other types of financial services companies, such as commercial banks, savings and loan associations, leasing companies, credit unions providing retail loan financing and lease financing for new and used vehicles and captive finance companies affiliated with major automobile manufacturers, such as Ford Motor Credit Company, LLC and General Motors Financial Company, Inc. Many of our competitors and potential competitors possess substantially greater financial, sales, technical, personnel and other resources than we do, including greater access to capital markets for unsecured commercial paper and investment grade rated debt instruments, and to other funding sources which may be unavailable to us. Moreover, our future profitability will be directly related to the availability and cost of our capital relative to that of our competitors. Many of these companies also have long-standing relationships with automobile dealers and may provide other financing to dealers, including floor plan financing for the **dealers' dealers'** purchases of automobiles from manufacturers, which we do not offer. There can be no assurance that we will be able to continue to compete successfully and, as a result, we may not be able to purchase automobile contracts from dealers at a price acceptable to us, which could result in reductions in our revenues or the cash flows available to us.

If Our Dealers Do Not Submit a Sufficient Number of Suitable Automobile Contracts to Us for Purchase, Our Results of Operations May Be Impaired.

We are dependent upon establishing and maintaining relationships with a large number of unaffiliated automobile dealers to supply us with automobile contracts. During the years ended **December 31, 2022**, **December 31, 2023** and **2021**, no single dealer accounted for as much as **19.2%** of the automobile contracts we purchased. The agreements we have with dealers to purchase automobile contracts do not require dealers to submit a minimum number of automobile contracts for purchase. The failure of dealers to submit automobile contracts that meet our underwriting criteria could result in reductions in our revenues or the cash flows available to us, and, therefore, could have an adverse effect on our results of operations.

If a Significant Number of Our Automobile Contracts Experience Defaults, Our Results of Operations May Be Impaired.

We specialize in the purchase and servicing of automobile contracts to finance automobile purchases by sub-prime customers, those who have limited credit history, low income, or past credit problems. Such automobile contracts entail a higher risk of non-performance, higher delinquencies and higher losses than automobile contracts with more creditworthy customers. While we believe that our pricing of the automobile contracts and the underwriting criteria and collection methods we employ enable us to control, to a degree, the higher risks inherent in automobile contracts with sub-prime customers, no assurance can be given that such pricing, criteria and methods will afford adequate protection against such risks.

If automobile contracts that we purchase and hold experience defaults to a greater extent than we have anticipated, this could materially and adversely affect our results of operations, financial condition, cash flows and liquidity. Our results of operations, financial condition, cash flows and liquidity, depend, to a material extent, on the performance of automobile contracts that we purchase, warehouse and securitize. A portion of the automobile contracts that we acquire will default or prepay. In the event of payment default, the collateral value of the vehicle securing an automobile contract realized by us in a repossession will generally not cover the outstanding principal balance on that automobile contract and the related costs of recovery.

For our receivables originated prior to January 2018, we maintain an allowance for credit losses on automobile contracts held on our balance sheet, which reflects our estimates of probable credit losses that can be reasonably estimated. If the allowance is inadequate, then we would recognize the losses in excess of the allowance as an expense and our results of operations could be adversely affected.

Receivables originated since January 2018 are recorded at fair value and incorporate estimates include the timing and severity of future credit losses. If actual credit losses were to exceed our estimates, we might be required to change our estimates, which could result in a fair value adjustment to those receivables or reduced interest income for those receivables in subsequent periods.

In addition, under the terms of our warehouse credit facilities, we are not able to borrow against defaulted automobile contracts, including automobile contracts that are, at the time of default, funded under our warehouse credit facilities, which will reduce the overcollateralization of those warehouse credit facilities and possibly reduce the amount of cash flows available to us.

If We Lose Servicing Rights on Our Portfolio of Automobile Contracts, Our Results of Operations Would Be Impaired.

We are entitled to receive servicing fees only while we act as servicer under the applicable sale and servicing agreements governing our warehouse credit facilities and securitizations. Under such agreements, we may be terminated as servicer upon the occurrence of certain events, including:

- our failure generally to observe and perform our responsibilities and other covenants;
- certain bankruptcy events; or
- the occurrence of certain events of default under the documents governing the facilities.

The loss of our servicing rights could materially and adversely affect our results of operations, financial condition and cash flows. Our results of operations, financial condition and cash flow, would be materially and adversely affected if we were to be terminated as servicer with respect to a material portion of our managed portfolio.

If We Lose Key Personnel, Our Results of Operations May Be Impaired.

Our senior management team averages over 20 years of service with us. Our future operating results depend in significant part upon the continued service of our key senior management personnel, none of whom is bound by an employment agreement. Our future operating results also depend in part upon our ability to attract and retain qualified management, technical, sales and support personnel for our operations. Competition for such personnel is intense. We cannot assure you that we will be successful in attracting or retaining such personnel. Conversely, adverse general economic conditions may have had a countervailing effect. The loss of any key employee, the failure of any key employee to perform in his or her current position or our inability to attract and retain skilled employees, as needed, could materially and adversely affect our results of operations, financial condition and cash flow.

If We Fail to Comply with Regulations, Our Results of Operations May Be Impaired.

Failure to materially comply with all laws and regulations applicable to us could materially and adversely affect our ability to operate our business. Our business is subject to numerous federal and state consumer protection laws and regulations, which, among other things:

- require us to obtain and maintain certain licenses and qualifications;
- limit the interest rates, fees and other charges we are allowed to charge;
- limit or prescribe certain other terms of our automobile contracts;
- require specific disclosures to our customers;
- define our rights to repossess and sell collateral; and
- maintain safeguards designed to protect the security and confidentiality of customer information.

Our industry is also at times investigated by regulators and offices of state attorneys general, which could lead to enforcement actions, fines and penalties, or the assertion of private claims and **law suits** against us. The CFPB Consumer Financial Protection Bureau (“CFPB”) and the Federal Trade Commission (“FTC”) have the authority to investigate consumer complaints against us, to conduct inquiries at their own instance, and to recommend enforcement actions and seek monetary penalties. The FTC **has** conducted and concluded an inquiry into our practices, and proposed remedial action against us in 2014, to which we consented. The CFPB has adopted regulations that place us and other companies similar to us under its supervision. A host of state and local governmental agencies have jurisdiction over material portions of our business, and might take action adverse to us. No assurance can be given as to whether any of such hypothetical proceedings might materially and adversely affect us.

If we fail to comply with applicable laws and regulations, such failure could result in penalties, litigation losses and expenses, damage to our reputation, or the suspension or termination of our licenses to conduct business, which would materially adversely affect our results of operations, financial condition and stock price. In addition, new federal and state laws or regulations or changes in the ways that existing rules or laws are interpreted or enforced could limit our activities in the future or significantly increase the cost of compliance. Furthermore, judges or regulatory bodies could interpret current rules or laws differently than the way we do, leading to such adverse consequences as described above. The resolution of such matters may require considerable time and expense, and if not resolved in our favor, may result in fines or damages, and possibly an adverse effect on our financial condition.

We believe that we are in compliance in all material respects with all such laws and regulations, and that such laws and regulations have had no material adverse effect on our ability to operate our business. However, we may be materially and adversely affected if we fail to comply with:

- applicable laws and regulations;
- changes in existing laws or regulations;
- changes in the interpretation of existing laws or regulations; or
- any additional laws or regulations that may be enacted in the future.

Changes in Law and Regulations May Have an Adverse Effect on Our Business.

Existing law, regulations and interpretations may change in ways that increase our costs of compliance.

In addition to direct costs, such compliance requires changes in forms, processes, procedures, controls and in the infrastructure to support these requirements. Compliance may create operational constraints and place limits on pricing. Laws in the financial services industry are designed primarily for the protection of consumers. The failure to comply could result in significant statutory civil and criminal penalties, monetary damages, attorneys' fees and costs, possible revocation of licenses and damage to reputation, brand and valued customer relationships.

At this time, it is difficult to predict the extent to which new regulations or amendments will affect our business. However, compliance with these new laws and regulations may result in additional cost and expenses, which may adversely affect our results of operations, financial condition or liquidity. For example, as governments, investors and other stakeholders face pressures to accelerate actions to address climate change and other environmental, governance and social topics, governments may implement regulations or investors and other stakeholders may adopt new investment policies or otherwise impose new expectations that cause significant shifts in disclosure, commerce and consumption behaviors, any or all of which may have negative effects on our business and/or reputation.

Risk Retention Rules May Limit Our Liquidity and Increase Our Capital Requirements.

Securitizations of automobile receivables executed after December 2016 have been and will be subject to risk retention requirements, which generally require that sponsors of asset-backed securities (ABS), such as us, retain not less than five percent of the credit risk of the assets collateralizing the ABS issuance. The rule also sets forth prohibitions on transferring or hedging the credit risk that the sponsor is required to retain. Similar but not identical risk retention requirements are applicable after December 2018 to securitization transactions where purchasers of the ABS have sufficient contacts with the European Union. Because the rules place an upper limit on the degree to which we may use financial leverage, our securitization structures may require more capital of us, or may release less cash to us, than might be the case in the absence of such rules.

If We Experience Unfavorable Litigation Results, Our Results of Operations May Be Impaired.

We operate in a litigious society and currently are, and may in the future be, named as defendants in litigation, including individual and class action lawsuits under consumer credit, consumer protection, theft, privacy, data security, automated dialing equipment, debt collections and other laws. Many of these cases present novel issues on which there is no clear legal precedent, which increases the difficulty in predicting both the potential outcomes and costs of defending these cases. We are subject to regulatory examinations, investigations, inquiries, litigation, and other actions by licensing authorities, state attorneys general, the FTC, the CFPB and other governmental bodies relating to our activities. The litigation and regulatory actions to which we are or may become subject involve or may involve potential compensatory or punitive damage claims, fines, sanctions or injunctive relief that, if granted, could require us to pay damages or make other expenditures in amounts that could have a material adverse effect on our financial position and our results of operations. We have recorded loss contingencies in our financial statements only for matters on which losses are probable and can be reasonably estimated. Our assessments of these matters involve significant judgments, and may change from time to time. Actual losses incurred by us in connection with judgments or settlements of these matters may be more than our associated reserves. Furthermore, defending lawsuits and responding to governmental inquiries or investigations, regardless of their merit, could be costly and divert management's attention from the operation of our business. Unfavorable outcomes in any such current or future proceedings could materially and adversely affect our results of operations, financial conditions and cash flows. As a consumer finance company, we are subject to various consumer claims and litigation seeking damages and statutory penalties based upon, among other things, disclosure inaccuracies and wrongful repossession, which could take the form of a plaintiff's class action complaint. We, as the assignee of finance contracts originated by dealers, may also be named as a co-defendant in lawsuits filed by consumers principally against dealers. We are also subject to other litigation common to the automobile industry and to businesses in general. The damages and penalties claimed by consumers and others in these types of matters can be substantial. The relief requested by the plaintiffs varies but includes requests for compensatory, statutory and punitive damages.

While we intend to vigorously defend ourselves against such proceedings, there is a chance that our results of operations, financial condition and cash flows could be materially and adversely affected by unfavorable outcomes.

Negative publicity associated with litigation, governmental investigations, regulatory actions, Litigation, Governmental Investigations, Regulatory Actions, and other public statements could damage our reputation. Public Statements Could Damage Our Reputation.

From time to time there are negative news stories about the “sub-prime” credit industry. Such stories may follow the announcements of litigation or regulatory actions involving us or others in our industry. Negative publicity about our alleged or actual practices or about our industry generally could adversely affect our stock price and our ability to retain and attract employees, employees, which could in turn negatively affect our results of operations or cashflows.

If We Experience Problems with Our Originations, Accounting or Collection Systems, Our Results of Operations May Be Impaired.

We are dependent on our receivables originations, accounting and collection systems to service our portfolio of automobile contracts. Such systems are vulnerable to damage or interruption from natural disasters, power loss, telecommunication failures, terrorist attacks, computer viruses and other events. A significant number of our systems are not redundant, and our disaster recovery planning is not sufficient for every eventuality. Our systems are also subject to break-ins, sabotage and intentional acts of vandalism by internal employees and contractors as well as third parties. Despite any precautions we may take, such problems could result in interruptions in our services, which could harm our reputation and financial condition. We do not carry business interruption insurance sufficient to compensate us for losses that may result from interruptions in our service as a result of system failures. Such systems problems could materially and adversely affect our results of operations, financial conditions and cash flows.

A breach in the security of our systems could result in the disclosure of confidential information or subject us to liability. Breach in the security of our systems could result in the disclosure of confidential information or subject us to liability.

We hold in our systems confidential financial and other personal data with respect to our customers, which may be of value to identity thieves and others if revealed. Although we endeavor to protect the security of our computer systems and the confidentiality of customer information entrusted to us, there can be no assurance that our security measures will provide adequate security.

It is possible that we may not be able to anticipate, detect or recognize threats to our systems or to implement effective preventive measures against all security breaches, especially because the techniques used change frequently or are not recognized until launched, and because cyberattacks can originate from a wide variety of sources, including third parties outside the Company such as persons who are associated with external service providers or who are or may be involved in organized crime or linked to terrorist organizations.

Such persons may also attempt to fraudulently induce employees or other users of our systems to disclose sensitive information in order to gain access to our data or that of our customers.

These risks may increase in the future as we continue to increase our mobile-payment and other internet-based product offerings and expands our use of **web-based** **web or cloud-based** products and applications.

A successful penetration of the security of our systems could cause serious negative consequences, including disruption of our operations, misappropriation of confidential information, or damage to our computers or systems, and could result in violations of applicable privacy and other laws, financial loss to us or to our customers, customer dissatisfaction, significant litigation exposure and harm to our reputation, any or all of which could have a material adverse effect on us.

Because We Are Subject to Many Restrictions in Our Existing Credit Facilities and Securitization Transactions, Our Ability to Pay Dividends or Engage in Specified Transactions May Be Impaired.

The terms of our existing credit facilities, term securitizations and our other outstanding debt impose significant operating and financial restrictions on us and our subsidiaries and require us to meet certain financial tests. These restrictions may have an adverse effect on our business activities, results of operations and financial condition. These restrictions may also significantly limit or prohibit us from engaging in certain transactions, including the following:

- incurring or guaranteeing additional indebtedness;
- making capital expenditures in excess of agreed upon amounts;
- paying dividends or other distributions to our shareholders or redeeming, repurchasing or retiring our capital stock or subordinated obligations;
- making investments;
- creating or permitting liens on our assets or the assets of our subsidiaries;
- issuing or selling capital stock of our subsidiaries;
- transferring or selling our assets;
- engaging in mergers or consolidations;
- permitting a change of control of our company;
- liquidating, winding up or dissolving our company;
- changing our name or the nature of our business, or the names or nature of the business of our subsidiaries; and
- engaging in transactions with our affiliates outside the normal course of business.

These restrictions may limit our ability to obtain additional sources of capital, which may limit our ability to generate earnings. In addition, the failure to comply with any of the covenants of one or more of our debt agreements could cause a default under other debt agreements that may be outstanding from time to time. A default, if not waived, could result in acceleration of the related indebtedness, in which case such debt would become immediately due and payable. A continuing default or acceleration of one or more of our credit facilities or any other debt agreement, would likely cause a default under other debt agreements that otherwise would not be in default, in which case all such related indebtedness could be accelerated. If this occurs, we may not be able to repay our debt or borrow sufficient funds to refinance our indebtedness. Even if any new financing is available, it may not be on terms that are acceptable to us or it may not be sufficient to refinance all of our indebtedness as it becomes due.

In addition, the transaction documents for our securitizations restrict our securitization subsidiaries from declaring or making payment to us of (i) any dividend or other distribution on or in respect of any shares of their capital stock, or (ii) any payment on account of the purchase, redemption, retirement or acquisition of any option, warrant or other right to acquire shares of their capital stock unless (in each case) at the time of such declaration or payment (and after giving effect thereto) no amount payable under any transaction document with respect to the related securitization is then due and owing, but unpaid. These restrictions may limit our ability to receive distributions in respect of the residual interests from our securitization facilities, which may limit our ability to generate earnings.

Risks Related to Fair Value Accounting

Receivables we've acquired since January 1, 2018 are accounted for based on the fair value method of accounting. The risks described below are risks related to fair value accounting.

If Actual Results for Our Receivables Materially Deviate from Our Estimates, We May Be Required to Reduce the Interest Income We Recognize for Some or All of the Receivables Measured at Fair Value.

We recognize interest income on receivables accounted under fair value based on a level yield internal rate of return that we calculate based the terms of the receivables and our estimates at the time of acquisition of the future performance of those receivables. Such estimates include the timing and severity of future credit losses and the rates of amortization and of prepayments. If actual credit losses were to exceed our estimates, or if the actual amortization and prepayments of the receivables were to be materially different from our estimates, we might be required to change our estimates, which could result in a reduced interest income for those receivables in subsequent periods.

If Actual Results for Our Receivables Materially Deviate from Our Estimates, We May Be Required to Reduce the Recorded Value for Some or All of the Receivables Measured at Fair Value.

We re-evaluate the recorded value of receivables measured at fair value at the close of each quarter. If the re-evaluation were to yield a value materially different from the previous recorded value, an adjustment would be required. If actual credit losses were to exceed our estimates, or if the actual amortization and prepayments of the receivables were to be materially different from our estimates, we might be required to adjust the recorded value of such receivables. A downward readjustment in recorded value would correspondingly reduce our income and book value for and as of the end of the related quarter.

If Actual Market Conditions Indicate That the Amount a Market Participant Would Pay for Our Receivables is Materially Lower Than Our Recorded Value, We May Be Required to Reduce the Recorded Value for Some or All of the Receivables Measured at Fair Value.

The fair value of an asset is, by definition, the exchange price in an orderly transaction between market participants. Receivables such as ours are not regularly traded on exchanges where we can observe prices for exchanges of similar assets. We may therefore rely on estimates of what a market participant would pay for our receivables. If such estimated value were to be materially different from our recorded value, we might be required to adjust the recorded value of our receivables. A downward readjustment in recorded value would correspondingly reduce our income and book value.

We May Have Rescission Liability in Connection With Sales of Our Subordinated Renewable Notes to Certain Purchasers.

We filed a registration statement on Form S-3 with respect to various securities, including our renewable unsecured subordinated notes, on May 28, 2015, and filed amendments to the registration statement on June 26, 2015, and July 27, 2015 (such registration statement, as so amended, the "Former Registration Statement"). The Former Registration Statement was declared effective on August 26, 2015 (the "Former Registration Statement Effective Date"). Rule 415(a)(5) under the Securities Act of 1933, as amended (the "Securities Act"), provides that a shelf registration statement such as the Former Registration Statement expires three years after the official effective date. The Former Registration Statement expired on August 26, 2018; however, the Company continued to conduct offers and sales and renewals after that date. Additionally, with respect to the Former Registration Statement, the Company failed to file certain prospectus supplements relating to certain sales. Lastly, offers and sales of Renewable Notes and renewals of outstanding notes were made for amounts beyond the amount of securities covered by the registration statement. These activities may result in certain of these purchasers having a statutory right to rescind their purchases. As a result, we could be required to repurchase some or all of such notes at the original sale price plus statutory interest, less the amount of any income received by the purchasers. As of March 1, 2024, there were approximately \$3 million of such notes outstanding and sold within the preceding twelve months. That figure includes renewals of previously sold notes, but excludes notes that we have repaid, and excludes notes that we sold or renewed pursuant to the registration statement filed on June 15, 2023, subsequently amended on August 7, 2023 and November 20, 2023, and declared effective on November 30, 2023.

Our results of operations, financial condition and cash flows could be materially and adversely affected if a substantial number of purchasers of such notes were to successfully assert rescission rights or if we were to be assessed substantial penalties by regulatory authorities. If holders of sufficient amounts of such notes were to demand rescission and to prevail in that demand, the adverse effect on our liquidity could be material, which could in turn impair our ability to conduct our business as otherwise planned.

Risks Related to General Factors

If The Economy of All or Certain Regions of the United States Falls into Recessions, Our Results of Operations May Be Impaired.

Our business is directly related to sales of new and used automobiles, which are sensitive to employment rates, prevailing interest rates and other domestic economic conditions. Delinquencies, repossession and losses generally increase during economic slowdowns or recessions. Because of our focus on sub-prime customers, the actual rates of delinquencies, repossession and losses on our automobile contracts could be higher under adverse economic conditions than those experienced in the automobile finance industry in general, particularly in the states of California, Texas, Ohio, Texas, Illinois and Florida, states in which our automobile contracts are geographically concentrated. Any sustained period of economic slowdown or recession could adversely affect our ability to acquire suitable automobile contracts, or to securitize pools of such automobile contracts. The timing of any economic changes is uncertain, and weakness in the economy could have an adverse effect on our business and that of the dealers from which we purchase automobile contracts and result in reductions in our revenues or the cash flows available to us.

The Coronavirus Outbreak A Pandemic or Other Public Health Emergency Could Have Adverse Effects

The COVID-19 virus has spread ("the pandemic") throughout the world. The pandemic has had adverse effects on the economy of the United States (notably a significant decrease in employment) and the global economy in general. The long-term effects of the social, economic and financial disruptions caused by the pandemic are unknown. The extent to which obligors on our automobile contracts may be adversely affected by the a pandemic (including a resurgence due to variants of COVID-19), or other public health emergency, by loss of employment, and by related efforts of governments to slow the spread of the COVID-19 virus a disease outbreak throughout the nation and world cannot be predicted. These occurrences could have a material adverse effect on the ability of obligors to make timely payments to us.

Finally, and depending on the extent to which the a pandemic or other public health emergency adversely affects the United States economy, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section, such as those related to our business or operations, the ability or willingness of our customers to make timely payments, and risks of geographic concentrations.

Our Results of Operations May Be Impaired as a Result of Natural Disasters.

Our automobile contracts are geographically concentrated in the states of California and Texas. Such states may be particularly susceptible to natural disasters: earthquake in the case of California, and hurricanes and flooding in Texas. Natural disasters, in those states or others, could cause a material number of our vehicle purchasers to lose their jobs, or could damage or destroy vehicles that secure our automobile contracts. In either case, such events could result in our receiving reduced collections on our automobile contracts, and could thus result in reductions in our revenues or the cash flows available to us.

Effect of Social, Economic and Other Factors on Losses.

The ability of our customers to make payments on automobile contracts will be affected by a variety of social and economic factors, most notably the extent to which our customers remain gainfully employed. Other economic factors include interest rates, general unemployment levels, the rate of inflation, adjustments in monthly mortgage payments and consumer perceptions of economic conditions generally and the effect of any government stimulus programs and consumer protection/payment relief efforts implemented in connection with the COVID-19 virus. Social factors include changes in consumer confidence levels, consumer attitudes toward bankruptcy and the repayment of indebtedness and consumer perceptions of political events and shifts, which may be affected by the pandemic. We are generally unable to determine whether or to what extent economic or social factors will affect the performance of our portfolio of automobile contracts, but caution that a recession or depression in local, regional or national economies would be expected to increase delinquencies and losses, which would adversely affect our financial condition and results of operations.

If an Increase in Interest Rates Results in a Decrease in Our Cash Flows from Excess Spread, Our Results of Operations May Be Impaired.

Our profitability is largely determined by the difference, or "spread," between the effective interest rate we receive on the automobile contracts that we acquire and the interest rates payable under warehouse credit facilities and on the asset-backed securities issued in our securitizations. In the past, disruptions in the market for asset-backed securities resulted in an increase in the interest rates we paid on asset-backed securities. Should similar disruptions take place in the future, we may pay higher interest rates on asset-backed securities issued in the future. Although we have the ability to partially offset increases in our cost of funds by increasing fees we charge to dealers when purchasing automobile contracts, or by demanding higher interest rates on automobile contracts we purchase, there is no assurance that such actions will materially offset increases in interest we pay to finance our managed portfolio. As a result, an increase in prevailing interest rates could cause us to receive less excess spread cash flows on automobile contracts, and thus could adversely affect our earnings and cash flows. See ["Quantitative and Qualitative Disclosures About Market Risk - Interest Rate Risk."](#)

Risks Related to Our Common Stock

Our Common Stock Is Thinly-Traded.

Our stock is thinly-traded, which means investors will have limited opportunities to sell their shares of common stock in the open market. Limited trading of our common stock also contributes to more volatile price fluctuations. Because there historically has been low trading volume in our common stock, there can be no assurance that our stock price will not decline as additional shares are sold in the public market. As of December 31, 2022 December 31, 2023, our directors and executive officers collectively owned 6.3 million 13.2 million shares of our common stock, or approximately 31% 62%.

We Do Not Intend to Pay Dividends on Our Common Stock.

We have never declared or paid any cash dividends on our common stock. We currently intend to retain any future earnings and do not expect to pay any dividends in the foreseeable future. See ["Dividend Policy."](#)

Forward-Looking Statements

Discussions of certain matters contained in this report may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Exchange Act, and as such, may involve risks and uncertainties. These forward-looking statements relate to, among other things, expectations of the business environment in which we operate, projections of future performance, perceived opportunities in the market and statements regarding our mission and vision. You can generally identify forward-looking statements as statements containing the words "will," "would," "believe," "may," "could," "expect," "anticipate," "intend," "estimate," "assume" or other similar expressions. Our actual results, performance and achievements may differ materially from the results, performance and achievements expressed or implied in such forward-looking statements. The discussion under "Risk Factors" identifies some of the factors that might cause such a difference, including the following:

- unexpected exogenous events, such as a widespread plague;
- mandates imposed in reaction to such events, such as prohibitions of otherwise permissible activity;
- changes in general economic conditions;
- changes in performance of our automobile contracts;
- increases in interest rates;
- our ability to generate sufficient operating and financing cash flows;
- competition;
- level of losses incurred on contracts in our managed portfolio; and
- adverse decisions by courts or regulators

Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. Actual results may differ from expectations due to many factors beyond our ability to control or predict, including those described herein, and in documents incorporated by reference in this report. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

We undertake no obligation to publicly update any forward-looking information. You are advised to consult any additional disclosure we make in our periodic reports filed with the SEC. See "Where You Can Find More Information" and "Documents Incorporated by Reference."

Item 1B. Unresolved Staff Comments

Not applicable.

Item 1C. Cybersecurity

Risk Management and Strategy

Our information security policies and processes are designed to assess, identify, and manage material risks from cybersecurity threats, including protecting the security and confidentiality of consumer information. We use various tools and strategies to identify and assess material risks from cybersecurity threats. We conduct ongoing cybersecurity gap analysis and risks assessments, vulnerability testing, and penetration testing. The cybersecurity risk assessments, vulnerability testing, and penetration testing are designed to identify internal and external risks to the security of our information systems.

We also actively monitor our systems and connections for abnormal activity, including malicious phishing attempts. This includes the use of intrusion detection systems, log analysis, and real-time monitoring of critical systems. We have an incident reporting portal available to all employees to submit any issues they suspect may pose a risk to our information technology ("IT") systems and security.

We use the results of the above-described tools and strategies to assess the sufficiency of the safeguards in place to manage material risks from cybersecurity threats, to enhance such safeguards, or implement new safeguards, as necessary. We have several safeguards in place to manage material risks from cybersecurity threats. We have security awareness training for our employees, including ongoing simulated phishing email campaigns. We utilize firewalls, anti-virus software, encryption on stored data and communication channels, secure web portals for remote access to our systems, password security, and two-factor authentication. We continuously update our software and security patches. We restrict inbound email attachments, certain websites, and cloud-based drives. We monitor and restrict information transfers to and from unauthorized IP addresses. We also have physical security safeguards for our locations and data centers. We back up our systems and data regularly. In addition, we have a disaster recovery program designed to help us quickly respond to and recover from an interruption of critical IT services.

As part of our overall risk management processes, we engage in a multi-departmental strategy to assess and incorporate the above processes and involve other departments as needed, including IT, Systems, Risk Management, and Legal. We engage assessors, consultants, auditors, or other third parties to assist with some of the processes above, including conducting risk and gap assessments, IT audits and consulting, system monitoring, vulnerability testing, and penetration testing. To oversee and identify material cybersecurity risks associated with our use of third-party service providers, we limit data access for third-party service providers to only the data that is necessary for the given function and conduct due diligence on our service providers including their information security practices. We require our service providers to maintain appropriate safeguards for the security of consumer information.

We cannot assure that our information security policies and processes will be effective in protecting us from cybersecurity threats. Risks from cybersecurity threats have not materially affected us. However, if we experience a material cybersecurity incident it is reasonably likely to materially affect us, including our business strategy, results of operations, or financial condition. For more information, please see Item 1A. Risk Factors of this Report, including the risk factors titled "If We Experience Problems with Our Originations, Accounting or Collection Systems, Our Results of Operations May Be Impaired" and "A Breach in the Security of Our Systems Could Result in the Disclosure of Confidential Information, or Subject us to Liability."

Governance

The Senior Vice President of Systems and the Vice President of IT are responsible for assessing and managing material risks from cybersecurity threats through the implementation of the Company's information security policies and processes. The Senior Vice President of Systems has over 20 years in IT and cybersecurity experience with the Company. The Vice of President IT has over 15 years in IT and cybersecurity experience with the Company and has earned industry certifications in IT. The Senior Vice President of Systems and the Vice President of IT report to the Executive Vice President of Risk, Systems, and IT.

The Senior Vice President of Systems and the Vice President of IT work directly with the internal and external IT personnel to implement our information security policies and processes, including those described in the "Risk Management and Strategy" above. They are informed about and monitor the prevention, detection, mitigation, and remediation or prevention of cybersecurity incidents through those processes. They regularly report on the status of these matters to the Executive Vice President of Risk, Systems, and IT.

The Board, as a whole, is responsible for risk oversight, including cybersecurity risk. As part of this oversight, the Executive Vice President of Risk, Systems, and IT reports to the Board annually on the status of and developments in the Company's information security policies and processes.

Item 2. Properties

Our principal executive offices are located in Las Vegas, Nevada, where we currently lease approximately 45,000 square feet of general office space from an unaffiliated lessor. The annual base rent is approximately \$1.8 million through 2023.

Our operating headquarters are located in Irvine, California, where we currently lease approximately 69,000 square feet of general office space from an unaffiliated lessor. The annual base rent is approximately \$2.5 million through 2024.

The remaining three regional servicing centers occupy a total of approximately 59,000 65,000 square feet of leased space in Chesapeake, Virginia; Maitland, Florida; and Oak Brook, Illinois. The termination dates of such leases range from 2023 2025 to 2029, 2031. The annual base rent for these facilities total approximately \$1.4 million.

Item 3. Legal Proceedings

Consumer Litigation. We are routinely involved in various legal proceedings resulting from our consumer finance activities and practices, both continuing and discontinued. Consumers can and do initiate lawsuits against us alleging violations of law applicable to collection of receivables, and such lawsuits sometimes allege that resolution as a class action is appropriate. For the most part, we have legal and factual defenses to consumer claims, which we routinely contest or settle (for immaterial amounts) depending on the particular circumstances of each case.

Following our filing of a complaint for a deficiency judgment in the Superior Court at Waterbury, Connecticut, the defendant filed a cross-claim on October 16, 2019 alleging that our deficiency notices were not compliant with Connecticut law, and seeking relief on behalf of a class of Connecticut obligors whose vehicles we had repossessed. The complaint seeks primarily damages, injunctive relief, waiver of contract deficiencies, and attorney fees and interest. The defendant's contract provided for resolution of disputes exclusively by arbitration, and exclusively on an individual basis, not a class basis. Nevertheless, in August 2021, the court denied our motion to compel arbitration, without opinion. In April 2022, a motion for certification of a class was filed but has not been ruled upon. It is reasonable to expect that resolution of these claims will be on a class basis.

Wage and Hour Claim. On September 24, 2018, a former employee filed a lawsuit against us in the Superior Court of Orange County, California, alleging that we incorrectly classified our sales representatives as outside salespersons exempt from overtime wages, mandatory break periods and certain other employee protective provisions of California and federal law. The complaint seeks injunctive relief, an award of unpaid wages, liquidated damages, and attorney fees and interest. The plaintiff purports to act on behalf of a class of similarly situated employees and ex-employees. As of the date of this report, no motion for class certification has been filed or granted. We believe that our compensation practices with respect to our sales representatives are compliant with applicable law. Accordingly, we have defended In August 2023, the parties settled by agreement the claims of the plaintiff and intend a California settlement class for \$1.1 million and the settlement remains subject to continue to defend this lawsuit, final court approval.

Massachusetts Civil Investigative Demand. In September 2021, we received a civil investigative demand from the Office of the Attorney General of the Commonwealth of Massachusetts relating to the Company's communications with and repossession notices sent to Massachusetts customers. We are cooperating On December 28, 2023 and without admitting any wrongdoing, the Company entered into an assurance of discontinuance with the inquiry, Office of the Attorney General of the Commonwealth of Massachusetts, reflecting the parties' agreements to settle and fully resolve allegations of the Company's noncompliance with Massachusetts law. The Company agreed to make a payment in the total amount of \$1.24 million to an independent trust for the purposes of making payments to eligible consumers, paying costs of implementation, and paying the Attorney General's costs of investigation. In addition, the Company agreed to pay \$75,000 for the fees and costs of a trustee to oversee the trust.

In General. There can be no assurance as to the outcomes of the matters described or referenced above. We record at each measurement date, most recently as of December 31, 2022 December 31, 2023, our best estimate of probable incurred losses for legal contingencies, including the matters identified above. The amount of losses that may ultimately be incurred cannot be estimated with certainty. However, based on such information as is available to us, we believe that the total of probable incurred losses for legal contingencies as of December 31, 2022 December 31, 2023 is \$4.9 million \$3.6 million, and that the range of reasonably possible losses for the legal proceedings and contingencies we face, including those described or identified above, as of December 31, 2022 December 31, 2023 does not exceed \$11.2 million \$5.6 million.

Accordingly, we believe that the ultimate resolution of such legal proceedings and contingencies should not have a material adverse effect on our consolidated financial condition. We note, however, that in light of the uncertainties inherent in contested proceedings there can be no assurance that the ultimate resolution of these matters will not be material to our operating results for a particular period, depending on, among other factors, the size of the loss or liability imposed and the level of our income for that period.

Item 4. Mine Safety Disclosures

Not applicable.

Information about Our Executive Officers

Set forth below are the names, ages, offices held, tenure, and certain biographical information of each of our executive officers as of the filing of this report:

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Executive Officers of the Registrant

Charles E. Bradley, Jr., 63, 64, has been our Chief Executive Officer since January 1992, a director since our formation in March 1991, and was elected Chairman of the Board of Directors in July 2001. Prior to that he was our President from March 1991 to December 2022. From April 1989 to November 1990, he served as Chief Operating Officer of Barnard and Company, a private investment firm. From September 1987 to March 1989, Mr. Bradley, Jr. was an associate of The Harding Group, a private investment banking firm. Mr. Bradley does not currently serve on the board of directors of any other publicly-traded companies.

Michael T. Lavin, 50, 51, has been President since December 2022, Chief Operating Officer since February 2019, and our Chief Legal Officer since March 2014. Prior to that, he was our Executive Vice President since March 2014, Senior Vice President – General Counsel since March 2013, Senior Vice President and Corporate Counsel since May 2009 and our Vice President- Legal since joining the Company in November of 2001. Mr. Lavin was previously engaged as an associate at a large law firm and a spin off start up law firm.

Danny Bharwani, 55, 56, has been Chief Financial Officer since September 2022 and Executive Vice President – Finance since December 2022. Previously, he was our Senior Vice President – Finance from April 2016 to December 2022 and Vice President – Finance from June 2002 to April 2016. He joined us as Assistant Controller in August 1997. Mr. Bharwani was previously employed as Assistant Controller at The Todd-AO Corporation, from 1989 to 1997.

Christopher Terry, 55, 56, has been Executive Vice President of Risk Management, Systems, and IT since December 2022. Prior to that he was our Senior Vice President of Risk Management, Systems, and IT from October 2018 to December 2022, and Senior Vice President of Risk Management from May 2017 to October 2018. Prior to that, he was our Senior Vice President of Servicing from May 2005 to August 2013. He was Senior Vice President of Asset Recovery from August 2013 to May 2017 and from January 2003 to May 2005. He joined us in January 1995 as a loan officer, held a series of successively more responsible positions, and was promoted to Vice President - Asset Recovery in June 1999. Mr. Terry was previously a branch manager with Norwest Financial from 1990 to October 1994.

Teri L. Robinson, 60, 61, has been Executive Vice President of Sales and Originations since December 2022. Prior to that she was Senior Vice President of Sales and Originations from June 2020 to December 2022 and Senior Vice President of Originations from April 2007 to June 2020. Prior to that, she held the position of Vice President of Originations since August 1998. She joined the Company in June 1991 as an Operations Specialist, and held a series of successively more responsible positions. Previously, Ms. Robinson held an administrative position at Greco & Associates.

Laurie A. Stratton, 56, 57, has been Executive Vice President of Servicing since December 2022. Prior to that, she was our Senior Vice President of Servicing from August 2013 to December 2022 and Senior Vice President of Asset Recovery from April 2013 to August 2013, and before that she held the position of Vice President of Asset Recovery starting in April 2005. She started with the Company in March 1996 as a bankruptcy specialist and took on more responsibility within Asset Recovery over time. Prior to joining CPS she worked for the FDIC and served in the United States Marine Corps.

Michele Baumeister, 57, has been Senior Vice President of Originations since June 2023. Prior to that she was the Vice President of Originations from March 2017 to June 2023. She started with the Company in March 1997 as a Loan Processor and held a series of more senior positions within the Originations Department. Ms. Baumeister was previously a personal banker with Western Financial.

April Crisp, 37, has been the Senior Vice President of Compliance and Regulatory Affairs since June 2023. Prior to that, she was the Vice President of Legal from August 2016 to June 2023, and the Assistant Vice President of Legal from November 2013 to August 2016. Ms. Crisp is a California barred attorney.

Charles Gonel, 43, has been Senior Vice President of Servicing since June 2023. Prior to that he was the Vice President of Collections from March 2015 to June 2023. He joined the Company in March 2008 as a Collections Analyst and transferred into the Risk Management Department in 2010 where he held a sequence of increasingly more responsible positions. Prior to joining CPS, he was a Quality Assurance Analyst with AT&T Wireless.

John P. Harton, 58, 59, has been Senior Vice President – Business Development since June 2020. Prior to that he was Senior Vice President – Program Development from March 2019 to June 2020, Senior Vice President – Marketing from March 2014 to March 2019, and Vice President – Marketing from April 2010 to March 2014. He joined the Company in April 1996 as a loan officer, held a series of successively more responsible positions, and was promoted to Vice President - Originations in June 2007. Mr. Harton was previously a branch manager with American General Finance from 1990 to March 1996.

Catrina Ralston, 47, 48, has been Senior Vice President of Human Resources since December 2022. Prior to that, she was Vice President - Human Resources since March 2016. She joined the Company in 1997 as an Operations Clerk and transferred into the Human Resources Department in 2001 where she held a series of successively more responsible positions. Prior to joining CPS, Ms. Ralston worked as a customer service representative for the City of Virginia Beach Parks & Recreation Department.

Lisette Reynoso, 36, has been Senior Vice President and General Counsel since June 2023. Prior to that she was the Vice President of Legal from January 2020 to June 2023, the Assistant Vice President of Legal/Corporate Counsel from December 2018 to January 2020, and Corporate Counsel from December 2015 to December 2018. Ms. Reynoso is a California barred attorney.

Susan Ryan, 52, has been Senior Vice President of Servicing since June 2023. Prior to that she was the Vice President of Collections from March 2015 to June 2023. She started with the Company in 2003 as a Deficiency Supervisor where she took on more responsibility over time. Prior to joining CPS, she was a Deficiency Supervisor with The Finance Company.

Steve Schween, 60, 61, has been Senior Vice President of Systems since December 2022. Previously, he was Vice President of Systems since February 2014. He joined the Company in 2000 as a Systems Analyst and took on more responsibility over time. Mr. Schween was previously a Systems Analyst with Jeunique International.

PART II

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

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

The Company's Common Stock is traded on the Nasdaq Global Market, under the symbol "CPSS." As of **January 1, 2023** **January 1, 2024**, there were 28 holders of record of the Company's Common Stock.

To date, we have not declared or paid any dividends on our Common Stock. The payment of future dividends, if any, on our Common Stock is within the discretion of the Board of Directors and will depend upon our income, capital requirements and financial condition, and other relevant factors. The instruments governing our outstanding debt place certain restrictions on the payment of dividends. We do not intend to declare any dividends on our Common Stock in the foreseeable future, but instead intend to retain any cash flow for use in our operations.

The table below presents information regarding outstanding options to purchase our Common Stock as of December 31, 2022:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	11,167,329	\$ 5.21	2,661,330
Equity compensation plans not approved by security holders.	—	—	—
Total	11,167,329	\$ 5.21	2,661,330

Issuer Purchases of Equity Securities in the Fourth Quarter

Period(1)	Total Number of Shares Purchased	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
October 2022	315,800	\$ 6.46	315,800	\$ 10,863,384
November 2022	178,611	7.85	178,611	9,460,731
December 2022	135,552	8.25	135,552	8,342,529
Total	629,963	\$ 7.24	629,963	

Period(1)	Total Number of Shares Purchased	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
October 2023	\$ 39,221	\$ 8.95	39,221	\$ 1,554,030
November 2023	—	—	—	1,554,030
December 2023	5,860	9.16	5,860	1,500,334
Total	\$ 45,081	\$ 8.98	45,081	

(1) Each monthly period is the calendar month.

(2) Our board of directors authorized the purchase of \$5.0 million, \$10 million and \$20 million of our outstanding securities in January, March and July 2022, respectively. Through **December 31, 2022** December 31, 2023, our board of directors had authorized the purchase of up to \$123.2 million of our outstanding securities, which program was first announced in our annual report for the year 2002, filed on March 26, 2003. All purchases described in the table above were under the plan announced in March 2003, which has no fixed expiration date. As of **December 31, 2022** December 31, 2023, we have purchased **\$109.9 million** \$157.7 million of our common stock representing 22,903,866 24,245,802 shares.

Item 6. [Reserved]

Item 6. [Reserved]**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion of our financial condition and analysis results of operations for the years ended December 31, 2023 and 2022 should be read in conjunction with our consolidated financial statements and the notes thereto to those statements that are included elsewhere in this Annual Report on Form 10-K. Our discussion includes forward-looking statements based upon current expectations that involve risks and other information included or incorporated by reference herein. uncertainties, such as our plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors. We use words such as anticipate, estimate, plan, project, continuing, ongoing, expect, believe, intend, may, will, should, could, and similar expressions to identify forward-looking statements. See "[Cautionary Note Regarding Forward-Looking Statements](#)."

Overview

We are a specialty finance company. Our business is to purchase and service retail automobile contracts originated primarily by franchised automobile dealers and, to a lesser extent, by select independent dealers in the United States in the sale of new and used automobiles, light trucks and passenger vans. Through our automobile contract purchases, we provide indirect financing to the customers of dealers who have limited credit histories or past credit problems, who we refer to as sub-prime customers. We serve as an alternative source of financing for dealers, facilitating sales to customers who otherwise might not be able to obtain financing from traditional sources, such as commercial banks, credit unions and the captive finance companies affiliated with major automobile manufacturers. In addition to purchasing installment purchase contracts directly from dealers, we also originate have (i) originated vehicle purchase money loans by lending directly to consumers and have (ii) (iii) acquired installment purchase contracts in four merger and acquisition transactions, and (ii) (iii) purchased immaterial amounts of vehicle purchase money loans from non-affiliated lenders. In this report, we refer to all of such contracts and loans as "automobile "automobile contracts."

We were incorporated and began our operations in March 1991. From inception through December 31, 2022 December 31, 2023, we have originated purchased a total of approximately \$20.0 billion \$21.3 billion of automobile contracts primarily by purchasing retail installment sales contracts from dealers, and to a lesser degree, by originating loans secured by automobiles directly with consumers, dealers. In addition, we acquired a total of approximately \$822.3 million of automobile contracts in mergers and acquisitions in 2002, 2003, 2004 and 2011. Contract purchase volumes and managed portfolio levels for the five years ended December 31, 2022 December 31, 2023 are shown in the table below. Managed portfolio comprises both contracts we owned and those we were servicing for third parties.

Year	Contract Purchases and Outstanding Managed Portfolio	
	Contract Purchases in Period	Managed Portfolio at Period End
2019	\$ 1,002,782	\$ 2,416,042
2020	742,584	2,174,972
2021	1,146,321	2,249,069
2022	1,854,385	3,001,308
2023	1,357,752	3,194,623

Year	\$ in thousands	
	Contracts Purchased in Period	Managed Portfolio at Period End
2018	\$ 902,416	\$ 2,380,847
2019	1,002,782	2,416,042
2020	742,584	2,174,972
2021	1,146,321	2,249,069
2022	1,854,385	3,001,308

Our principal executive offices are in Las Vegas, Nevada. Most of our operational and administrative functions take place in Irvine, California. Credit and underwriting functions are performed primarily in our California branch with certain of these functions also performed in our Florida, Nevada, and Nevada Virginia branches. We service our automobile contracts from our California, Nevada, Virginia, Florida, and Illinois branches.

The programs we offer to dealers and consumers are intended to serve a wide range of sub-prime customers, primarily through franchised new car dealers. We originate automobile contracts with the intention of financing them on a long-term basis through securitizations. Securitizations are transactions in which we sell a specified pool of contracts to a special purpose subsidiary of ours, which in turn issues asset-backed securities to fund the purchase of the pool of contracts from us.

Coronavirus Pandemic

In December 2019, a new strain of coronavirus (the “COVID-19 virus”) originated in Wuhan, China. Since its discovery, the COVID-19 virus has spread throughout the world, and the outbreak has been declared to be a pandemic by the World Health Organization. We refer from time to time in this report to the outbreak and spread of the COVID-19 virus as “the pandemic.” In March 2020 at the outset of the pandemic we complied with government mandated shutdown orders in the five locations we operate by arranging for many of our staff to work from home and invoking various safety protocols for workers who remained in our offices. In April 2020, we laid off approximately 100 workers, or about 10% of our workforce, throughout our offices because of significant reductions in new contract originations. As of December 31, 2022, most of our staff were working without a significant impact from the pandemic.

Securitization and Warehouse Credit Facilities

Throughout the period for which information is presented in this report, we have purchased automobile contracts with the intention of financing them on a long-term basis through securitizations, and on an interim basis through warehouse credit facilities. All such financings have involved identification of specific automobile contracts, sale of those automobile contracts (and associated rights) to one of our special-purpose subsidiaries, and issuance of asset-backed securities to be purchased by institutional investors. Depending on the structure, these transactions may be accounted for under generally accepted accounting principles as sales of the automobile contracts or as secured financings. All of our active securitizations are structured as secured financings.

When structured to be treated as a secured financing for accounting purposes, the subsidiary is consolidated with us. Accordingly, the sold automobile contracts and the related debt appear as assets and liabilities, respectively, on our consolidated balance sheet. We then periodically (i) recognize interest and fee income on the contracts, and (ii) recognize interest expense on the securities issued in the transaction. For automobile contracts acquired before 2018, we also periodically record as expense a provision for credit losses on the contracts; for automobile contracts acquired after 2017 we take account of estimated credit losses in our computation of a level yield used to determine recognition of interest on the contracts.

Since 1994 we have conducted 95 99 term securitizations of automobile contracts that we originated under our regular programs. As of December 31, 2022 December 31, 2023, 19 18 of those securitizations are active and all are structured as secured financings. We generally conduct our securitizations on a quarterly basis, near the beginning of each calendar quarter, resulting in four securitizations per calendar year. However, we completed only three securitizations in 2020. In April 2020 we postponed our planned securitization due to the onset of the pandemic and the effective closure of the capital markets in which our securitizations are executed. Subsequently we successfully completed securitizations in June and September 2020.

Our recent history of term securitizations is summarized in the table below:

Recent Asset-Backed Term Securitizations		
Period	Number of Term Securitizations	Amount of
		Receivables
2016	4	\$ 1,214,997
2017	4	870,000
2018	4	883,452
2019	4	1,014,124
2020	3	741,867
2021	4	1,145,002
2022	4	1,537,383

Recent Asset-Backed Securitizations		
Period	Number of Term Securitizations	\$ in thousands
		Amount of Receivables
2017	4	\$ 870,000
2018	4	883,452
2019	4	1,014,124
2020	3	741,867
2021	4	1,145,002
2022	4	1,537,383
2023	4	1,352,114

Generally, prior to a securitization transaction we fund our automobile contract acquisitions primarily with proceeds from warehouse credit facilities. Our current short-term funding capacity is \$400 million, comprising two credit facilities. The first credit facility was established in May 2012. This facility was most recently renewed in July 2022, extending the revolving period to July 2024, with an optional amortization period through July 2025. In addition, the capacity was doubled from \$100 million to \$200 million at the July 2022 renewal.

In November 2015, we entered into another \$100 million facility. This facility was most recently renewed in February 2022, extending the revolving period to January 2024, followed by an amortization period to January 2026. In June 2022, we doubled the capacity for this facility from \$100 million to \$200 million. **Prior to the expiration of the revolving period in January 2024, the revolving period was extended to March 31, 2024.**

We previously had a third facility. This \$100 million facility was established in April 2015 and was renewed in April 2017 and again in February 2019, extending the revolving period to February 2021. We repaid this facility in full at its maturity in February 2021 and elected not to renew it.

In a securitization and in our warehouse credit facilities, we are required to make certain representations and warranties, which are generally similar to the representations and warranties made by dealers in connection with our purchase of the automobile contracts. If we breach any of our representations or warranties, we will be obligated to repurchase the automobile contract at a price equal to the principal balance plus accrued and unpaid interest. We may then be entitled under the terms of our dealer agreement to require the selling dealer to repurchase the contract at a price equal to our purchase price, less any principal payments made by the customer. Subject to any recourse against dealers, we will bear the risk of loss on repossession and resale of vehicles under automobile contracts that we repurchase.

In a securitization, the related special purpose subsidiary may be unable to release excess cash to us if the credit performance of the securitized automobile contracts falls short of pre-determined standards. Such releases represent a material portion of the cash that we use to fund our operations. An unexpected deterioration in the performance of securitized automobile contracts could therefore have a material adverse effect on both our liquidity and results of operations.

Critical Accounting Estimates Policies

We believe that our accounting policies related to (a) Finance Receivables at Fair Value, (b) Allowance for Finance Credit Losses, (c) Term Securitizations, (d) Accrual for Contingent Liabilities and (e) Income Taxes are the most critical to understanding and evaluating our reported financial results. Such policies are described below.

Finance Receivables Measured at Fair Value

Effective January 1, 2018, we adopted the fair value method of accounting for finance receivables acquired on or after that date. For each finance receivable acquired after 2017, we consider the price paid on the purchase date as the fair value for such receivable. We estimate the cash to be received in the future with respect to such receivables, based on our experience with similar receivables acquired in the past. We then compute the internal rate of return that results in the present value of those estimated cash receipts being equal to the purchase date fair value. Thereafter, we recognize interest income on such receivables on a level yield basis using that internal rate of return as the applicable interest rate. Cash received with respect to such receivables is applied first against such interest income, and then to reduce the recorded value of the receivables.

We re-evaluate the fair value of such receivables at the close of each measurement period. If the re-evaluation were to yield a value materially different from the recorded value, an adjustment, which we also refer to as a mark, would be required. Results for the ~~year~~ years ended December 31, 2022 included a December 31, 2023 and 2022 include marks of \$12.0 and \$15.3 million ~~mark~~, respectively, to the carrying value of the portion of the receivables portfolio accounted for at fair value. The ~~mark-up~~ was the result of lower than expected losses during the period as ~~marks~~ are estimates based on our previous estimates for higher losses due to the pandemic had not materialized.

In the fourth quarter of 2022, our re-evaluation of the appropriate fair values value and future earnings rate of these existing receivables resulted in a positive mark for certain older compared to recently acquired receivables and a negative mark to the fair values increases or decreases in our estimates of newer receivables that largely offset each other. As a result, on a future net basis, no mark was taken in the fourth quarter of 2022. ~~losses~~.

Anticipated credit losses are included in our estimation of cash to be received with respect to receivables. Because such **In accordance with the fair value accounting standards**, credit losses are included in our computation of the appropriate level yield, **therefore** we do not thereafter make periodic provision for credit losses, as our best estimate of the lifetime aggregate of credit losses is included in that initial computation. Also, because we include anticipated credit losses in our computation of the level yield, the computed level yield is materially lower than the average contractual rate applicable to the receivables. Because our initial recorded value is fixed as the price we pay for the receivable, rather than as the contractual principal balance, we do not record acquisition fees as an amortizing asset related to the receivables, nor do we capitalize costs of acquiring the receivables. Rather we recognize the costs of acquisition as expenses in the period incurred.

Allowance for Finance Credit Losses

In order to estimate an appropriate allowance for losses incurred on finance receivables, we use a loss allowance methodology commonly referred to as "static pooling," which stratifies our finance receivable portfolio into separately identified pools based on the period of origination. Using analytical and formula driven techniques, we estimate an allowance for finance credit losses, which we believe is adequate for probable incurred credit losses that can be reasonably estimated in our portfolio of automobile contracts. Net losses incurred on finance receivables are charged to the allowance. We evaluate the adequacy of the allowance by examining current delinquencies, the characteristics of the portfolio, prospective liquidation values of the underlying collateral and general economic and market conditions. As circumstances change, our level of provisioning and/or allowance may change as well. Receivables acquired after 2017, are accounted for using fair value and will have no allowance for finance credit losses in accordance with the fair value method of accounting for finance receivables.

Broad economic factors such as recession and significant changes in unemployment levels influence the credit performance of our portfolio, as does the weighted average age of the receivables at any given time. Our internal credit performance data consistently show that new receivables have lower levels of delinquency and losses early in their lives, with delinquencies increasing throughout their lives and incremental losses gradually increasing to a peak around 18 months, after which they gradually decrease.

The credit performance of our portfolio is also significantly influenced by our underwriting guidelines and credit criteria we use when evaluating contracts for purchase from dealers. We regularly evaluate our portfolio credit performance and modify our purchase criteria to maximize the credit performance of our portfolio, while maintaining competitive programs and levels of service for our dealers.

We generally do not lower the contractual interest rate or waive or forgive principal when our borrowers incur financial difficulty on either a temporary or permanent basis. An exception to this policy is when a court order mandates the terms of the contract to be modified, such as in a Chapter 13 bankruptcy proceeding. In such cases, which represent an immaterial portion of our portfolio of finance receivables, we have estimated the amount of impairment that results from such modification and established an appropriate allowance within our Allowance for Finance Credit Losses.

Effective January 1, 2020, the Company adopted Accounting Standards Codification ("ASC") 326, which changes the criteria under which credit losses on financial instruments (such as the Company's finance receivables) are measured. ASC 326 introduced a new credit reserving model known as the Current Expected Credit Loss ("CECL") model, which replaces the incurred loss impairment methodology previously used under U.S. GAAP with a methodology that records currently the expected lifetime credit losses on financial instruments. The adoption of CECL required that we establish an allowance for the remaining expected lifetime credit losses on the portion of the Company's receivable portfolio for which the Company was not already using fair value accounting. We refer to that portion, which is those receivables that were originated prior to January 2018, as our "legacy portfolio". To comply with CECL, the Company recorded an addition to its allowance for finance credit losses of \$127.0 million.

Term Securitizations

Our term securitization structure has generally been as follows:

We sell automobile contracts we acquire to a wholly-owned special purpose subsidiary, which has been established for the limited purpose of buying and reselling our automobile contracts. The special-purpose subsidiary then transfers the same automobile contracts to another entity, typically a statutory trust. The trust issues interest-bearing asset-backed securities, in a principal amount equal to or less than the aggregate principal balance of the automobile contracts. We typically sell these automobile contracts to the trust at face value and without recourse, except that representations and warranties similar to those provided by the dealer to us are provided by us to the trust. One or more investors purchase the asset-backed securities issued by the trust; the proceeds from the sale of the asset-backed securities are then used to purchase the automobile contracts from us. We may retain or sell subordinated asset-backed securities issued by the trust or by a related entity.

We structure our securitizations to include internal credit enhancement for the benefit of the investors (i) in the form of an initial cash deposit to an account ("spread account") held by the trust, (ii) in the form of overcollateralization of the senior asset-backed securities, where the principal balance of the senior asset-backed securities issued is less than the principal balance of the automobile contracts, (iii) in the form of subordinated asset-backed securities, or (iv) some combination of such internal credit enhancements. The agreements governing the securitization transactions require that the initial level of internal credit enhancement be supplemented by a portion of collections from the automobile contracts until the level of internal credit enhancement reaches specified levels, which are then maintained. The specified levels are generally computed as a percentage of the principal amount remaining unpaid under the related automobile contracts. The specified levels at which the internal credit enhancement is to be maintained will vary depending on the performance of the portfolios of automobile contracts held by the trusts and on other conditions, and may also be varied by agreement among us, our special purpose subsidiary, the insurance company, if any, and the trustee. Such levels have increased and decreased from time to time based on performance of the various portfolios, and have also varied from one transaction to another. The agreements governing the securitizations generally grant us the option to repurchase the sold automobile contracts from the trust when the aggregate outstanding balance of the automobile contracts has amortized to a specified percentage of the initial aggregate balance.

Upon each transfer of automobile contracts in a transaction structured as a secured financing for financial accounting purposes, we retain on our consolidated balance sheet the related automobile contracts as assets and record the asset-backed notes or loans issued in the transaction as indebtedness.

We receive periodic base servicing fees for the servicing and collection of the automobile contracts. Under our securitization structures treated as secured financings for financial accounting purposes, such servicing fees are included in interest income from the automobile contracts. In addition, we are entitled to the cash flows from the trusts that represent collections on the automobile contracts in excess of the amounts required to pay principal and interest on the asset-backed securities, base servicing fees, and certain other fees and expenses (such as trustee and custodial fees). Required principal payments on the asset-backed notes are generally defined as the payments sufficient to keep the principal balance of such notes equal to the aggregate principal balance of the related automobile contracts (excluding those automobile contracts that have been charged off), or a pre-determined percentage of such balance. Where that percentage is less than 100%, the related securitization agreements require accelerated payment of principal until the principal balance of the asset-backed securities is reduced to the specified percentage. Such accelerated principal payment is said to create overcollateralization of the asset-backed notes.

If the amount of cash required for payment of fees, expenses, interest and principal on the senior asset-backed notes exceeds the amount collected during the collection period, the shortfall is withdrawn from the spread account, if any. If the cash collected during the period exceeds the amount necessary for the above allocations plus required principal payments on the subordinated asset-backed notes, and there is no shortfall in the related spread account or the required overcollateralization level, the excess is released to us. If the spread account and overcollateralization is not at the required level, then the excess cash collected is retained in the trust until the specified level is achieved. Although spread account balances are held by the trusts on behalf of our special-purpose subsidiaries as the owner of the residual interests (in the case of securitization transactions structured as sales for financial accounting purposes) or the trusts (in the case of securitization transactions structured as secured financings for financial accounting purposes), we are restricted in use of the cash in the spread accounts. Cash held in the various spread accounts is invested in high quality, liquid investment securities, as specified in the securitization agreements. The interest rate payable on the automobile contracts is significantly greater than the interest rate on the asset-backed notes. As a result, the residual interests described above historically have been a significant asset of ours.

In all of our term securitizations and warehouse credit facilities, whether treated as secured financings or as sales, we have sold the automobile contracts (through a subsidiary) to the securitization entity. The difference between the two structures is that in securitizations that are treated as secured financings we report the assets and liabilities of the securitization trust on our consolidated balance sheet. Under both structures, recourse to us by holders of the asset-backed securities and by the trust, for failure of the automobile contract obligors to make payments on a timely basis, is limited to the automobile contracts included in the securitizations or warehouse credit facilities, the spread accounts and our retained interests in the respective trusts.

Accrual for Contingent Liabilities

We are routinely involved in various legal proceedings resulting from our consumer finance activities and practices, both continuing and discontinued. Our legal counsel has advised us on such matters where, based on information available at the time of this report, there is an indication that it is both probable that a liability has been incurred and the amount of the loss can be reasonably determined.

We have recorded a liability as of **December 31, 2022** **December 31, 2023**, which represents our best estimate of probable incurred losses for legal contingencies at that date. The amount of losses that may ultimately be incurred cannot be estimated with certainty. However, based on such information as is available to us, we believe that the range of reasonably possible losses for the legal proceedings and contingencies described or referenced above, as of **December 31, 2022** **December 31, 2023**, and in excess of the liability we have recorded, does not exceed **\$11.2 million** **\$5.6 million**.

Accordingly, we believe that the ultimate resolution of such legal proceedings and contingencies, after taking into account our current litigation reserves, should not have a material adverse effect on our consolidated financial condition. We note, however, that in light of the uncertainties inherent in contested proceedings, there can be no assurance that the ultimate resolution of these matters will not significantly exceed the reserves we have accrued; as a result, the outcome of a particular matter may be material to our operating results for a particular period, depending on, among other factors, the size of the loss or liability imposed and the level of our income for that period.

Income Taxes

We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

Deferred tax assets are recognized subject to management's judgment that realization is more likely than not. A valuation allowance is recognized for a deferred tax asset if, based on the weight of the available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized. In making such judgements, significant weight is given to evidence that can be objectively verified.

In determining the possible future realization of deferred tax assets, we have considered future taxable income from the following sources: (a) reversal of taxable temporary differences; and (b) forecasted future net earnings from operations. Based upon those considerations, we have concluded that it is more likely than not that the U.S. and state net operating loss carryforward periods provide enough time to utilize the deferred tax assets pertaining to the existing net operating loss carryforwards and any net operating loss that would be created by the reversal of the future net deductions which have not yet been taken on a tax return. Our estimates of taxable income are forward-looking statements, and there can be no assurance that our estimates of such taxable income will be correct. Factors discussed under **"Risk Factors,"** and **in particular** under the **subheading "Risk Factors -- heading "Cautionary Note Regarding Forward-Looking Statements."** may affect whether such projections prove to be correct.

We recognize interest and penalties related to unrecognized tax benefits within the income tax expense line in the accompanying consolidated statements of operations. Accrued interest and penalties are included within the related tax liability line in the consolidated balance sheets.

Uncertainty of Capital Markets and General Economic Conditions

We depend upon the availability of warehouse credit facilities and access to long-term financing through the issuance of asset-backed securities collateralized by our automobile contracts. Since 1994, we have completed 95 99 term securitizations of approximately \$17.7 billion \$19.1 billion in contracts. We generally conduct our securitizations on a quarterly basis, near the beginning of each calendar quarter, resulting in four securitizations per calendar year. However, we completed only three securitizations in 2020. In April 2020 we postponed our planned securitization due to the onset of the pandemic and the effective closure of the capital markets in which our securitizations are executed. Subsequently, we successfully completed securitizations in June and September 2020, and four securitizations in each of then on a regular quarterly schedule from January 2021 and 2022, through January 2024.

Financial Covenants

Certain of our securitization transactions and our warehouse credit facilities contain various financial covenants requiring certain minimum financial ratios and results. Such covenants include maintaining minimum levels of liquidity and net worth and not exceeding maximum leverage levels. In addition, certain securitization and non-securitization related debt contain cross-default provisions that would allow certain creditors to declare a default if a default occurred under a different facility. As of December 31, 2022 December 31, 2023 we were in compliance with all such financial covenants.

Results of Operations

Comparison of Operating Results for the year ended December 31, 2023 with the year ended December 31, 2022

Revenues. During the year ended December 31, 2023, our revenues were \$352.0 million, an increase of \$22.3 million, or 6.8%, from the prior year revenues of \$329.7 million. The primary reason for the increase in revenues is the increase in interest income resulting from the increase in the average outstanding balance of finance receivables measured at fair value. Revenues for the years ended December 31, 2023 and 2022 include fair value marks of \$12.0 and \$15.3 million, respectively, to the carrying value of the portion of the receivables portfolio accounted for at fair value. The marks are estimates based on our evaluation of the appropriate fair value and future earnings rate of existing receivables compared to recently acquired receivables and increases or decreases in our estimates of future net losses. For the year ended December 31, 2023, our re-evaluation of the fair values of these receivables resulted in a mark up for certain older receivables and a mark down to the fair values of newer receivables. The fair value mark up on the older receivables exceeded the mark down to the newer receivables resulting in a net mark up of \$12.0 million.

Interest income for the year ended December 31, 2023 increased \$24.0 million, or 7.9%, to \$329.2 million from \$305.2 million in the prior year. The primary reason for the increase in interest income is the 14.7% increase in the average balance of our loan portfolio over the prior year period. The interest yield on our total loan portfolio decreased from 12.0% in the prior year period to 11.3% in the current year period. The primary reason for the decrease in total interest yield is that the receivables measured at fair value makes up a larger portion of our total loan portfolio in the current year period. The interest yield on receivables measured at fair value is calculated taking into account expected losses and is therefore less than the yield on other finance receivables. The table below shows the average balance and interest yield of our loan portfolio for the years ended December 31, 2023 and 2022:

	Year Ended December 31,					
	2023		(Dollars in thousands)		2022	
	Average Balance	Interest	Interest Yield	Average Balance	Interest	Interest Yield
Interest Earning Assets						
Loan portfolio	\$ 2,913,571	\$ 329,219	11.3%	\$ 2,539,110	\$ 305,237	12.0%

Other income was \$10.8 million for the year ended December 31, 2023 compared to \$9.2 million for the year ended December 31, 2022. This 17.5% increase was primarily driven by the increase in origination and servicing fees we earned from third party receivables that we began originating in May 2021. These fees were \$9.3 million for the year ended December 31, 2023 and \$6.8 million in the prior year period.

Expenses. Our operating expenses consist largely of interest expense, provision for credit losses, employee costs, sales and general and administrative expenses. Provision for credit losses is affected by the balance and credit performance of our portfolio of finance receivables (other than our portfolio of finance receivables measured at fair value, as to which expected credit losses have the effect of reducing the interest rate applicable to such receivables). Interest expense is significantly affected by the volume of automobile contracts we purchased during the trailing 12-month period and the use of our warehouse facilities and asset-backed securities to finance those contracts. Employee costs and general and administrative expenses are incurred as applications and automobile contracts are received, processed and serviced. Factors that affect margins and net income include changes in the automobile and automobile finance market environments, and macroeconomic factors such as interest rates and changes in the unemployment level.

Employee costs include base salaries, commissions and bonuses paid to employees, and certain expenses related to the accounting treatment of outstanding stock options, and are one of our most significant operating expenses. These costs (other than those relating to stock options) generally fluctuate with the level of applications and automobile contracts processed and serviced.

Other operating expenses consist largely of facilities expenses, telephone and other communication services, credit services, computer services, sales and advertising expenses, and depreciation and amortization.

Total operating expenses were \$290.9 million for the year ended December 31, 2023, compared to \$213.5 million for the prior year, an increase of \$77.4 million, or 36.3%. The increase is primarily due to increases in interest expense and general and administrative expenses.

Employee costs increased by \$3.9 million or 4.6%, to \$88.1 million during the year ended December 31, 2023, representing 30.3% of total operating expenses. Employee costs were \$84.3 million in the prior year, or 39.5% of total operating expenses.

The table below summarizes our employees by category as well as contract purchases and units in our managed portfolio as of, and for the years ended, December 31, 2023 and 2022:

	December 31, 2023	December 31, 2022
	Amount	Amount
Contracts purchased (dollars)	\$ 1,357.8	\$ 1,854.4
Contracts purchased (units)	65,137	81,935
Managed portfolio outstanding (dollars)	\$ 2,970.1	\$ 2,795.4
Managed portfolio outstanding (units)	179,198	170,658
Number of Originations staff	185	182
Number of Sales staff	105	107
Number of Servicing staff	529	407
Number of other staff	71	88
Total number of employees	890	784

General and administrative expenses include costs associated with purchasing and servicing our portfolio of finance receivables, including expenses for facilities, credit services, and telecommunications. General and administrative expenses were \$50.0 million, an increase of \$12.4 million, or 32.9%, compared to the previous year and represented 17.2% of total operating expenses.

Interest expense for the year ended December 31, 2023 increased by \$59.1 million to \$146.6 million, or 67.5%, compared to \$87.5 million in the previous year. Interest expense represented 50.4% of total operating expenses in 2023.

Interest on securitization trust debt increased by \$50.8 million, or 71.9%, for the year ended December 31, 2023 compared to the prior year. The average balance of securitization trust debt increased 15.5% to \$2,333.5 million for the year ended December 31, 2023 compared to \$2,020.0 million for the year ended December 31, 2022. The annualized average rate on our securitization trust debt was 5.2% for the year ended December 31, 2023 compared to 3.5% in the prior year period. The blended interest rates on new term securitizations have been increasing since 2022. For each quarterly securitization transaction, the blended cost of funds is ultimately the result of many factors including the market interest rates for benchmark swaps of various maturities against which our bonds are priced and the margin over those benchmarks that investors are willing to accept, which in turn, is influenced by investor demand for our bonds at the time of the securitization. These and other factors have resulted in fluctuations in our securitization trust debt interest costs. The blended interest rates of our recent securitizations are summarized in the table below:

Blended Cost of Funds on Recent Asset-Backed Term Securitizations

Period	Blended Cost of Funds
January 2020	3.08%
June 2020	4.09%
September 2020	2.39%
January 2021	1.11%
April 2021	1.65%
July 2021	1.55%
October 2021	2.09%
January 2022	2.54%
April 2022	4.83%
July 2022	6.02%
October 2022	8.48%
January 2023	6.48%
April 2023	7.17%
July 2023	7.13%
October 2023	7.89%

Interest expense on warehouse lines of credit was \$19.2 million for the year ended December 31, 2023 compared to \$10.3 million in the prior year. The increase was due to higher rates and the higher utilization of our credit lines during 2023 compared to 2022. The average balance of our warehouse debt was \$181.7 million during 2023 compared to \$130.1 million in 2022.

Interest expense on residual interest financing was \$4.2 million for each of the years ended December 31, 2023 and 2022.

Interest expense on our subordinated renewable notes was \$1.8 million in 2023 compared to \$2.3 million in the prior year. The average balance of the notes decreased from \$26.8 million in the prior year to \$20.9 million for the year ended December 31, 2023. The average interest rate on our subordinated notes was 8.7% for the both years.

The following table presents the components of interest income and interest expense and a net interest yield analysis for the years ended December 31, 2023 and 2022:

	Year Ended December 31,					
	2023		(Dollars in thousands)			2022
	Average Balance (1)	Interest	Annualized Average Yield/Rate	Average Balance (1)	Interest	Annualized Average Yield/Rate
Interest Earning Assets						
Loan portfolio	2,913,571	329,219	11.3%	2,539,110	305,237	12.0%
Interest Bearing Liabilities						
Warehouse lines of credit	\$ 181,742	19,192	10.6%	\$ 130,122	10,310	7.9%
Residual interest financing	50,000	4,199	8.4%	50,488	4,243	8.4%
Securitization trust debt	2,333,472	121,408	5.2%	2,020,036	70,627	3.5%
Subordinated renewable notes	20,936	1,832	8.7%	26,806	2,344	8.7%
	<u>\$ 2,586,150</u>	<u>146,631</u>	<u>5.7%</u>	<u>\$ 2,227,452</u>	<u>87,524</u>	<u>3.9%</u>
Net interest income/spread		<u>\$ 182,588</u>			<u>\$ 217,713</u>	
Net interest margin (3)			6.3%			8.6%
Ratio of average interest earning assets to average interest bearing liabilities		113%			114%	

(1) Average balances are based on month end balances except for warehouse lines of credit, which are based on daily balances.

(2) Net of deferred fees and direct costs.

(3) Net interest income divided by average interest earning assets.

	Year Ended December 31, 2023 Compared to December 31, 2022								
	Total Change		Change Due to Volume		Change Due to Rate				
	(In thousands)								
Interest Earning Assets									
Loan portfolio	\$	23,982	\$	29,404	\$	(5,422)			
Interest Bearing Liabilities									
Warehouse lines of credit		8,883		4,090		4,793			
Residual interest financing		(44)		(41)		(3)			
Securitization trust debt		50,781		10,959		39,822			
Subordinated renewable notes		(512)		(513)		1			
	<u>\$ 59,108</u>			<u>14,495</u>		<u>44,613</u>			
Net interest income/spread	<u>\$ (35,126)</u>			<u>\$ 14,909</u>		<u>\$ (50,035)</u>			

Effective January 1, 2020, the Company adopted *Accounting Standards Codification Topic 326 - Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments*. The amendment introduces a new credit reserving model known as the Current Expected Credit Loss model, generally referred to as CECL. Adoption of CECL required the establishment of an allowance for the remaining expected lifetime credit losses on the portion of the Company's receivable portfolio that was originated prior to January 2018. To comply with CECL, the Company recorded an addition to its allowance for finance credit losses of \$127.0 million in 2020. In accordance with the rules for adopting CECL, the offset to the addition to the allowance for finance credit losses was a tax affected reduction to retained earnings using the modified retrospective method.

For the year ended December 31, 2023, we recorded a reduction to provision for credit losses on finance receivables in the amount of \$22.3 million. In the prior year period, we recorded similar reductions to provision for credit losses in the amount of \$28.1 million. The reserve decreases were primarily due to better than expected credit performance for these receivables. The allowance applies only to our finance receivables originated through December 2017, which we refer to as our legacy portfolio. Finance receivables that we have originated since January 2018 are accounted for at fair value. Under the fair value method of accounting, we recognize interest income net of expected credit losses. Thus, no provision for credit loss expense is recorded for finance receivables measured at fair value.

Sales expense consists primarily of commission-based compensation paid to our employee sales representatives. Our sales representatives earn a salary plus commissions based on volume of contract purchases and sales of ancillary products and services that we offer our dealers. Sales expense decreased by \$1.8 million to \$21.2 million during the year ended December 31, 2023 and represented 7.3% of total operating expenses. We purchased \$1,357.8 million of new contracts during the year ended December 31, 2023 compared to \$1,854.4 million in the prior year period.

Occupancy expenses were \$6.4 million in 2023 which is down from \$7.5 million in 2022.

Depreciation and amortization expenses decreased to \$847,000 compared to \$1.6 million in the prior year.

For the year ended December 31, 2023, we recorded income tax expense of \$15.6 million, representing a 26% effective tax rate. In the prior period, our income tax expense was \$30.2 million, also representing a 26% effective tax rate.

Comparison of Operating Results for the year ended December 31, 2022 with the year ended December 31, 2021

Revenues. During the year ended December 31, 2022, our revenues were \$329.7 million, an increase of \$61.9 million, or 23.1%, from the prior year revenues of \$267.8 million. The primary reason for the increase in revenues is the increase in interest income resulting from the increase in the average outstanding balance of finance receivables measured at fair value. In addition, mark ups to the finance receivables measured at fair value also contributed to the increase in revenues during the year. Revenues for the year ended December 31, 2022 include a \$15.3 million mark up to the recorded value of the finance receivables measured at fair value. The marks are estimates based on our evaluation of the appropriate fair value and future earnings rate of existing receivables compared to recently acquired receivables and increases or decreases in our estimates of future net losses.

Results for the nine-month period ended September 30, 2022 included the \$15.3 million mark to the carrying value of the portion of the receivables portfolio accounted for at fair value. The mark-up was the result of lower than expected losses during the period as our previous estimates for higher losses due to the pandemic had not materialized. In the fourth quarter of 2022, our re-evaluation of the fair values of these receivables resulted in a positive mark for certain older receivables and a negative mark to the fair values of newer receivables that largely offset each other. As a result, on a net basis, no mark was taken in the fourth quarter of 2022. Revenues for the prior year period include a \$4.4 million mark down to the fair value portfolio.

Revenues for the year ended December 31, 2021 include a \$4.4 million mark down to the fair value portfolio.

Interest income for the year ended December 31, 2022 increased \$39.0 million, or 14.6%, to \$305.2 million from \$266.2 million in the prior year. The primary reason for the increase in interest income is the 32.5% increase in the average balance of finance receivables measured at fair value over the prior year period. The table below shows the outstanding and average balances of our portfolio held by consolidated subsidiaries for the years ended December 31, 2022 and 2021:

	Year Ended December 31,					
	2022		2021			
	Average Balance	Interest	(Dollars in thousands)		Average Balance	Interest
<u>Interest Earning Assets</u>						
Finance receivables	\$ 150,919	\$ 36,616	24.3%	\$ 345,021	\$ 69,805	20.2%
Finance receivables measured at fair value	2,388,191	268,621	11.2%	1,802,590	196,461	10.9%
Total	\$ 2,539,110	\$ 305,237	12.0%	\$ 2,147,611	\$ 266,266	12.4%

Other income was \$9.2 million for the year ended December 31, 2022 compared to \$6.0 million for the year ended December 31, 2021. This 54.1% increase was primarily driven by the increase in origination and servicing fees we earned from third party receivables that we began originating in May 2021. These fees were \$6.8 million for the year ended December 31, 2022 and \$1.3 million in the prior year period.

Expenses. Our operating expenses consist largely of interest expense, provision for credit losses, employee costs, sales and general and administrative expenses. Provision for credit losses is affected by the balance and credit performance of our portfolio of finance receivables (other than our portfolio of finance receivables measured at fair value, as to which expected credit losses have the effect of reducing the interest rate applicable to such receivables). Interest expense is significantly affected by the volume of automobile contracts we purchased during the trailing 12-month period and the use of our warehouse facilities and asset-backed securitizations to finance those contracts. Employee costs and general and administrative expenses are incurred as applications and automobile contracts are received, processed and serviced. Factors that affect margins and net income include changes in the automobile and automobile finance market environments, and macroeconomic factors such as interest rates and changes in the unemployment level.

Employee costs include base salaries, commissions and bonuses paid to employees, and certain expenses related to the accounting treatment of outstanding stock options, and are one of our most significant operating expenses. These costs (other than those relating to stock options) generally fluctuate with the level of applications and automobile contracts processed and serviced.

Other operating expenses consist largely of facilities expenses, telephone and other communication services, credit services, computer services, sales and advertising expenses, and depreciation and amortization.

Total operating expenses were \$213.5 million for the year ended December 31, 2021, compared to \$202.1 million for the prior year, an increase of \$11.5 million, or 5.7%. The increase is primarily due to increases in interest expense, sales expense, employee costs and general and administrative expenses. Reductions in provisions for credit losses offset some of the increase in operating expenses.

Employee costs increased by \$3.7 million or 4.7%, to \$84.3 million during the year ended December 31, 2022, representing 39.5% of total operating expenses. Employee costs were \$80.5 million in the prior year, or 39.9% of total operating expenses.

The table below summarizes our employees by category as well as contract purchases and units in our managed portfolio as of, and for the years ended, December 31, 2022 and 2021:

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
	Amount	Amount
Contracts purchased (dollars)	\$ 1,854.4	\$ 1,146.3
Contracts purchased (units)	81,935	54,317
Managed portfolio outstanding (dollars)	\$ 2,795.4	\$ 2,249.1
Managed portfolio outstanding (units)	180,795	156,280
Number of Originations staff	182	170
Number of Sales staff	107	105
Number of Servicing staff	407	388
Number of other staff	88	76
Total number of employees	<u>784</u>	<u>739</u>

General and administrative expenses include costs associated with purchasing and servicing our portfolio of finance receivables, including expenses for facilities, credit services, and telecommunications. General and administrative expenses were \$37.6 million, an increase of \$3.0 million, or 8.7%, compared to the previous year and represented 17.6% of total operating expenses.

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Interest expense for the year ended December 31, 2022 increased by \$12.3 million to \$87.5 million, or 16.3%, compared to \$75.2 million in the previous year. Interest expense represented 41.0% of total operating expenses in 2022. The primary reason for the increase in interest expense is the increase in interest expense on our warehouse lines of credit and securitization trust debt.

Interest on securitization trust debt increased by \$6.2 million, or 9.7%, for the year ended December 31, 2022 compared to the prior year. The average balance of securitization trust debt increased 11.0% to \$2,020.0 million for the year ended December 31, 2022 compared to \$1,819.9 million for the year ended December 31, 2021. The blended interest rates on new term securitizations have increased in 2022 after decreasing in 2021. For any particular quarterly securitization transaction, the blended cost of funds is ultimately the result of many factors including the market interest rates for benchmark swaps of various maturities against which our bonds are priced and the margin over those benchmarks that investors are willing to accept, which in turn, is influenced by investor demand for our bonds at the time of the securitization. These and other factors have resulted in fluctuations in our securitization trust debt interest costs. The blended interest rates of our recent securitizations are summarized in the table below:

Blended Cost of Funds on Recent Asset-Backed Term Securitizations

Period	4.22%Blended Cost of Funds	Blended Cost of Funds on Recent Asset-Backed Term Securitizations
January 2019		
April January 2019	3.95%4.22%	
July April 2019	3.36%3.95%	
October July 2019	2.95%3.36%	
January 2020October 2019	3.08%2.95%	
June January 2020	4.09%3.08%	
September June 2020	2.39%4.09%	
January 2021September 2020	1.11%2.39%	
April January 2021	1.65%1.11%	
July April 2021	1.55%1.65%	
October July 2021	2.09%1.55%	
January 2022October 2021	2.54%2.09%	
April January 2022	4.83%2.54%	
July April 2022	6.02%4.83%	
October July 2022	6.02%	
October 2022	8.48%	

The annualized average rate on our securitization trust debt was 3.5% for the years ended December 31, 2022 and 2021. The annualized average rate is influenced by the manner in which the underlying securitization trust bonds are repaid. The rate tends to increase over time on any particular securitization since the structures of our securitization trusts generally provide for sequential repayment of the shorter term, lower interest rate bonds before the longer term, higher interest rate bonds.

Interest expense on warehouse lines of credit was \$10.3 million for the year ended December 31, 2022 compared to \$4.4 million in the prior year. Lower rates were offset by higher utilization of our credit lines during the year compared to last year. The average balance of our warehouse debt was \$130.1 million during 2022 compared to \$51.3 million in 2021.

Interest expense on residual interest financing was \$4.2 million in the year ended December 31, 2022 compared to \$3.8 million in the prior year as the average balance has increased.

Interest expense on our subordinated renewable notes decreased by \$297,000, or 11.3%, for the year ended December 31, 2022 compared to the prior year. The average balance of the notes increased from \$25.3 million in the prior year to \$26.8 million for the year ended December 31, 2022. The average interest rate on our subordinated notes decreased to 8.7% for the year ended December 31, 2022 from 10.5% for the year ended December 31, 2021.

The following table presents the components of interest income and interest expense and a net interest yield analysis for the years ended December 31, 2022 and 2021:

	Year Ended December 31,									
	Year Ended December 31,					2022 2021				
	2022		2021			(Dollars in thousands)			Annualized	
	Average Balance (1)	Interest	Annualized Average Yield/Rate	Average Balance (1)	Interest	Annualized Average Yield/Rate	Average Balance (1)	Interest	Average Yield/Rate	Average Balance (1)
Interest Earning Assets										
Finance receivables gross (2)	\$ 150,919	\$ 36,616	24.3%	\$ 345,021	\$ 69,805	20.2%				
Finance receivables at fair value	2,388,191	268,621	11.2%	1,802,590	196,461	10.9%				
	<u>2,539,110</u>	<u>305,237</u>	<u>12.0%</u>	<u>2,147,611</u>	<u>266,266</u>	<u>12.4%</u>				
Loan portfolio							2,539,110	305,237	12.0%	2,147,611
Interest Bearing Liabilities										
Warehouse lines of credit	\$ 130,122	10,311	7.9%	\$ 51,313	4,448	8.7%	\$ 130,122	10,311	7.9%	\$ 51,313
Residual interest financing	50,488	4,243	8.4%	42,692	3,763	8.8%	50,488	4,243	8.4%	42,692
Securitization trust debt	2,020,036	70,626	3.5%	1,819,914	64,387	3.5%	2,020,036	70,626	3.5%	1,819,914
Subordinated renewable notes	26,806	2,344	8.7%	25,270	2,641	10.5%	26,806	2,344	8.7%	25,270
	<u>\$ 2,227,452</u>	<u>87,524</u>	<u>3.9%</u>	<u>\$ 1,939,189</u>	<u>75,239</u>	<u>3.9%</u>	<u>\$ 2,227,452</u>	<u>87,524</u>	<u>3.9%</u>	<u>\$ 1,939,189</u>
Net interest income/spread		<u>\$ 217,713</u>			<u>\$ 191,027</u>			<u>\$ 217,713</u>		<u>\$ 191,027</u>
Net interest margin (3)			8.6%			8.9%			8.6%	
Ratio of average interest earning assets to average interest bearing liabilities	114%		111%			114%			111%	

(1) Average balances are based on month end balances except for warehouse lines of credit, which are based on daily balances.

(2) Net of deferred fees and direct costs.

(3) Net interest income divided by average interest earning assets.

	Year Ended December 31, 2022 Compared to December 31, 2021			
	Total		Change Due to Rate	
	Change	Change Due to Volume	(In thousands)	
Interest Earning Assets				
Finance receivables gross	\$ (33,189)	\$ (39,271)	\$ 6,082	

Finance receivables at fair value	72,160	63,824	8,336
	38,971	24,553	14,418
<u>Interest Bearing Liabilities</u>			
Warehouse lines of credit	5,863	6,831	(968)
Residual interest financing	480	687	(207)
Securitization trust debt	6,239	7,080	(841)
Subordinated renewable notes	(297)	161	(458)
	12,285	14,759	(2,474)
Net interest income/spread	\$ 26,686	\$ 9,794	\$ 16,892

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	Year Ended December 31, 2022 Compared to December 31, 2021		
	Total Change	Change Due to Volume	Change Due to Rate
	(In thousands)		
<u>Interest Earning Assets</u>			
Loan portfolio	38,971	24,553	14,418
<u>Interest Bearing Liabilities</u>			
Warehouse lines of credit	5,863	6,831	(968)
Residual interest financing	480	687	(207)
Securitization trust debt	6,239	7,080	(841)
Subordinated renewable notes	(297)	161	(458)
	<u>12,285</u>	<u>14,759</u>	<u>(2,474)</u>
Net interest income/spread	<u>\$ 26,686</u>	<u>\$ 9,794</u>	<u>\$ 16,892</u>

The annualized yield on our finance receivables was 12.0% for 2022 compared to 12.4% in 2021. The interest yield on receivables measured at fair value is reduced to take account of expected losses and is therefore less than the yield on other finance receivables. The average balance of these fair value receivables was \$2,388.2 million for the year ended December 31, 2022 compared to \$1,802.6 million in the prior year period.

Effective January 1, 2020, the Company adopted *Accounting Standards Codification Topic 326 - Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments*. The amendment introduces a new credit reserving model known as the Current Expected Credit Loss model, generally referred to as CECL. Adoption of CECL required the establishment of an allowance for the remaining expected lifetime credit losses on the portion of the Company's receivable portfolio that was originated prior to January 2018. To comply with CECL, the Company recorded an addition to its allowance for finance credit losses of \$127.0 million. In accordance with the rules for adopting CECL, the offset to the addition to the allowance for finance credit losses was a tax affected reduction to retained earnings using the modified retrospective method.

For the year ended December 31, 2022, we recorded a reduction to provision for credit losses on finance receivables in the amount of \$28.1 million compared to \$14.6 million in 2021. The reserve decreases were primarily due to improved credit performance for these receivables. The allowance applies only to our finance receivables originated through December 2017, which we refer to as our legacy portfolio. Finance receivables that we have originated since January 2018 are accounted for at fair value. Under the fair value method of accounting, we recognize interest income net of expected credit losses. Thus, no provision for credit loss expense is recorded for finance receivables measured at fair value.

Sales expense consists primarily of commission-based compensation paid to our employee sales representatives. Our sales representatives earn a salary plus commissions based on volume of contract purchases and sales of ancillary products and services that we offer our dealers. Sales expense increased by \$6.2 million to \$23.0 million during the year ended December 31, 2022 and represented 10.8% of total operating expenses. We purchased \$1,854.4 million of new contracts during the year ended December 31, 2022 compared to \$1,146.3 million in the prior year period.

Occupancy expenses decreased by \$180,000 or 2.3%, to \$7.5 million compared to \$7.7 million in the previous year and represented 3.5% of total operating expenses.

Depreciation and amortization expenses decreased by \$57,000 or 3.4%, to \$1.6 million compared to \$1.7 million in the previous year and represented 0.8% of total operating expenses.

For the year ended December 31, 2022, we recorded income tax expense of \$30.2 million, representing a 26% effective tax rate. In the prior period, our income tax expense was \$18.2 million, representing a 28% effective tax rate.

Comparison of Operating Results for the year ended December 31, 2021 with the year ended December 31, 2020

Revenues. During the year ended December 31, 2021, our revenues were \$267.8 million, a decrease of \$3.4 million, or 1.2%, from the prior year revenues of \$271.2 million. The primary reason for the decrease in revenues is a decrease in interest income. Interest income for the year ended December 31, 2021 decreased \$28.7 million, or 9.7%, to \$266.3 million from \$295.0 million in the prior year. The primary reason for the decrease in interest income is the continued runoff of our legacy portfolio of finance receivables originated prior to January 2018, which accrued interest at an average of 20.2%, which is offset only in part by the increase in our portfolio of receivables measured at fair value, which are those originated since January 2018. The interest yield on receivables measured at fair value is reduced to take account of expected losses and is therefore less than the yield on other finance receivables. The table below shows the outstanding and average balances of our portfolio held by consolidated subsidiaries for the year months ended December 31, 2021 and 2020:

	Year Ended December 31,					
	2021			2020		
	(Dollars in thousands)					
	Average Balance	Interest	Interest Yield	Average Balance	Interest	Interest Yield
Interest Earning Assets						
Finance receivables	\$ 345,021	\$ 69,805	20.2%	\$ 684,259	\$ 126,716	18.5%
Finance receivables measured at fair value	1,802,590	196,461	10.9%	1,631,491	168,266	10.3%
Total	\$ 2,147,611	\$ 266,266	12.4%	\$ 2,315,750	\$ 294,982	12.7%

Revenues for the year ended December 31, 2021 and 2020 are net of mark downs of \$4.4 million and \$29.5 million, respectively, to the recorded value of the finance receivables measured at fair value. The mark down is an estimate based on our evaluation of the appropriate fair value and future earnings rate of existing receivables compared to recently acquired receivables and our assessment of potential additional future net losses arising from the pandemic.

Other income was \$6.0 million for the year ended December 31, 2021 compared to \$5.7 million for the year ended December 31, 2020.

Expenses. Our operating expenses consist largely of interest expense, provision for credit losses, employee costs, sales and general and administrative expenses. Provision for credit losses is affected by the balance and credit performance of our portfolio of finance receivables (other than our portfolio of finance receivables measured at fair value, as to which expected credit losses have the effect of reducing the interest rate applicable to such receivables). Interest expense is significantly affected by the volume of automobile contracts we purchased during the trailing 12-month period and the use of our warehouse facilities and asset-backed securitizations to finance those contracts. Employee costs and general and administrative expenses are incurred as applications and automobile contracts are received, processed and serviced. Factors that affect margins and net income include changes in the automobile and automobile finance market environments, and macroeconomic factors such as interest rates and changes in the unemployment level.

Employee costs include base salaries, commissions and bonuses paid to employees, and certain expenses related to the accounting treatment of outstanding stock options, and are one of our most significant operating expenses. These costs (other than those relating to stock options) generally fluctuate with the level of applications and automobile contracts processed and serviced.

Other operating expenses consist largely of facilities expenses, telephone and other communication services, credit services, computer services, sales and advertising expenses, and depreciation and amortization.

Total operating expenses were \$202.1 million for the year ended December 31, 2021, compared to \$251.0 million for the prior year, a decrease of \$49.0 million, or 19.5%. The decrease is primarily due to a decrease in interest expense and provisions for credit losses.

Employee costs increased by \$336,000 or 0.4%, to \$80.5 million during the year ended December 31, 2021, representing 39.9% of total operating expenses, from \$80.2 million for the prior year, or 31.9% of total operating expenses. Employee costs for 2021 include approximately \$8.0 million for the establishment of a bonus pool for a segment of employees we classify as Managers.

The table below summarizes our employees by category as well as contract purchases and units in our managed portfolio as of, and for the years ended, December 31, 2021 and 2020:

	December 31, 2021	December 31, 2020
	Amount	Amount
	(\$ in millions)	
Contracts purchased (dollars)	\$ 1,146.3	\$ 742.6
Contracts purchased (units)	54,317	39,887
Managed portfolio outstanding (dollars)	\$ 2,249.1	\$ 2,175.0
Managed portfolio outstanding (units)	156,280	163,177
Number of Originations staff	170	157
Number of Marketing staff	105	96
Number of Servicing staff	388	460
Number of other staff	76	74
Total number of employees	739	787

General and administrative expenses include costs associated with purchasing and servicing our portfolio of finance receivables, including expenses for facilities, credit services, and telecommunications. General and administrative expenses were \$34.6 million, an increase of \$2.6 million, or 8.2%, compared to the previous year and represented 17.1% of total operating expenses.

Interest expense for the year ended December 31, 2021 decreased by \$26.1 million to \$75.2 million, or 25.8%, compared to \$101.3 million in the previous year. Interest expense represented 37.2% of total operating expenses in 2021. The primary reason for the decrease in interest expense is the decrease in securitization trust debt interest.

Interest on securitization trust debt decreased by \$23.6 million, or 26.9%, for the year ended December 31, 2021 compared to the prior year. The average balance of securitization trust debt decreased 9.8% to \$1,819.9 million for the year ended December 31, 2021 compared to \$2,017.2 million for the year ended December 31, 2020. The blended interest rates on new term securitizations have generally decreased since 2019 and have stayed relatively low in 2021 despite trending upward throughout the year. For any particular quarterly securitization transaction, the blended cost of funds is ultimately the result of many factors including the market interest rates for benchmark swaps of various maturities against which our bonds are priced and the margin over those benchmarks that investors are willing to accept, which in turn, is influenced by investor demand for our bonds at the time of the securitization. These and other factors have resulted in fluctuations in our securitization trust debt interest costs. The blended interest rates of our recent securitizations are summarized in the table below:

Period	Blended Cost of Funds
January 2018	3.46%
April 2018	3.98%
July 2018	4.18%
October 2018	4.25%
January 2019	4.22%
April 2019	3.95%
July 2019	3.36%
October 2019	2.95%
January 2020	3.08%
June 2020	4.09%
September 2020	2.39%
January 2021	1.11%
April 2021	1.65%
July 2021	1.55%
October 2021	2.09%

The annualized average rate on our securitization trust debt was 3.5% for the year ended December 31, 2021 compared with 4.4% for 2020. The annualized average rate is influenced by the manner in which the underlying securitization trust bonds are repaid. The rate tends to increase over time on any particular securitization since the structures of our securitization trusts generally provide for sequential repayment of the shorter term, lower interest rate bonds before the longer term, higher interest rate bonds.

Interest expense on warehouse lines of credit decreased by \$3.2 million, or 42.1% for the year ended December 31, 2021 compared to the prior year. The decrease was primarily due to the lower utilization of our credit lines during the year. The average balance of our warehouse debt was \$51.3 million during 2021 compared to \$92.5 million in 2020.

Interest expense on residual interest financing was \$3.8 million in the year ended December 31, 2021 compared to \$3.5 million in the prior year as the average balance has increased.

Interest expense on our subordinated renewable notes increased by \$466,000, or 21.4%, for the year ended December 31, 2021 compared to the prior year. The average balance of the notes increased from \$19.3 million in the prior year to \$25.3 million for the year ended December 31, 2021. The average interest rate on our subordinated notes decreased to 10.5% for the year ended December 31, 2021 from 11.2% for the year ended December 31, 2020.

The following table presents the components of interest income and interest expense and a net interest yield analysis for the years ended December 31, 2021 and 2020:

	Year Ended December 31,					
	2021		(Dollars in thousands)		2020	
	Average Balance (1)	Interest	Annualized Average Yield/Rate	Average Balance (1)	Interest	Annualized Average Yield/Rate
Interest Earning Assets						
Finance receivables gross (2)	\$ 345,021	\$ 69,805	20.2%	\$ 684,259	\$ 126,716	18.5%
Finance receivables at fair value	<u>1,802,590</u>	<u>196,461</u>	<u>10.9%</u>	<u>1,631,491</u>	<u>168,266</u>	<u>10.3%</u>
	<u>2,147,611</u>	<u>266,266</u>	<u>12.4%</u>	<u>2,315,750</u>	<u>294,982</u>	<u>12.7%</u>
Interest Bearing Liabilities						
Warehouse lines of credit	\$ 51,313	4,448	8.7%	\$ 92,481	7,678	8.3%
Residual interest financing	42,692	3,763	8.8%	34,906	3,454	9.9%
Securitization trust debt	1,819,914	64,387	3.5%	2,017,152	88,031	4.4%
Subordinated renewable notes	25,270	2,641	10.5%	19,340	2,175	11.2%
	<u>\$ 1,939,189</u>	<u>75,239</u>	<u>3.9%</u>	<u>\$ 2,163,879</u>	<u>101,338</u>	<u>4.7%</u>
Net interest income/spread		<u>\$ 191,027</u>			<u>\$ 193,644</u>	
Net interest margin (3)			8.9%			8.4%
Ratio of average interest earning assets to average interest bearing liabilities	111%			107%		

(1) Average balances are based on month end balances except for warehouse lines of credit, which are based on daily balances.

(2) Net of deferred fees and direct costs.

(3) Net interest income divided by average interest earning assets.

	Year Ended December 31, 2021				
	Compared to December 31, 2020				
	Total Change	Change Due to Volume		Change Due to Rate	
Interest Earning Assets					
Finance receivables gross	\$ (56,911)	\$ (62,823)	\$ 5,912		
Finance receivables at fair value	<u>28,195</u>	<u>17,647</u>	<u>10,548</u>		
	<u>(28,716)</u>	<u>(45,176)</u>	<u>16,460</u>		
Interest Bearing Liabilities					
Warehouse lines of credit	(3,230)	(3,418)	188		
Residual interest financing	309	770	(461)		
Securitization trust debt	(23,644)	(8,608)	(15,036)		
Subordinated renewable notes	466	667	(201)		
	<u>(26,099)</u>	<u>(10,589)</u>	<u>(15,510)</u>		
Net interest income/spread	<u>\$ (2,617)</u>	<u>\$ (34,587)</u>	<u>\$ 31,970</u>		

The reduction in the annualized yield on our finance receivables for the year ended December 31, 2021 compared to the prior year period is the result of the lower interest yield on the receivables measured at fair value. The interest yield on receivables measured at fair value is reduced to take account of expected losses and is therefore less than the yield on other finance receivables. The average balance of these receivables was \$1,802.6 million for the twelve months ended December 31, 2021 compared to \$1,631.5 million in the prior year period.

Effective January 1, 2020, the Company adopted *Accounting Standards Codification Topic 326 - Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments*. The amendment introduces a new credit reserving model known as the Current Expected Credit Loss model, generally referred to as CECL. Adoption of CECL required the establishment of an allowance for the remaining expected lifetime credit losses on the portion of the Company's receivable portfolio that was originated prior to January 2018. To comply with CECL, the Company recorded an addition to its allowance for finance credit losses of \$127.0 million. In accordance with the rules for adopting CECL, the offset to the addition to the allowance for finance credit losses was a tax affected reduction to retained earnings using the modified retrospective method.

For the year ended December 31, 2021, we recorded a reduction to provision for credit losses on finance receivables in the amount of \$14.6 million. The reserve decrease was primarily due to a decrease in lifetime expected credit losses resulting from improved credit performance. In the prior year period, we recorded an increase to provision for credit losses for \$14.1 million. That provision represented our estimate in 2020 of additional forecasted losses that might be incurred as a result of the pandemic on our portfolio of finance receivables. Such losses were not considered in our initial estimate of remaining lifetime losses that we recorded upon our adoption of CECL in January 2020.

The allowance applies only to our finance receivables originated through December 2017, which we refer to as our legacy portfolio. Finance receivables that we have originated since January 2018 are accounted for at fair value. Under the fair value method of accounting, we recognize interest income net of expected credit losses. Thus, no provision for credit loss expense is recorded for finance receivables measured at fair value.

Sales expense consists primarily of commission-based compensation paid to our employee sales representatives. Our sales representatives earn a salary plus commissions based on volume of contract purchases and sales of ancillary products and services that we offer our dealers, such as training programs, internet lead sales, and direct mail products. Sales expense increased by \$2.7 million to \$16.9 million during the year ended December 31, 2021 and represented 8.4% of total operating expenses. We purchased \$1,146.3 million of new contracts during the year ended December 31, 2021 compared to \$742.6 million in the prior year period. In our second quarter of 2020, we experienced a significant reduction in contract purchases due to the pandemic and partial shutdown of the economy. Since then, our contract purchase volumes have gradually increased to pre-pandemic levels.

Occupancy expenses increased by \$294,000 or 4.0%, to \$7.7 million compared to \$7.4 million in the previous year and represented 3.8% of total operating expenses.

Depreciation and amortization expenses decreased by \$109,000 or 6.1%, to \$1.7 million compared to \$1.8 million in the previous year and represented 0.8% of total operating expenses.

Income tax expense was \$18.2 million in 2021 compared to an income tax benefit of \$1.6 million for 2020. On March 27, 2020, the Coronavirus Aid, Relief and Economic Security ("CARES") Act was passed into law, providing wide ranging economic relief for individuals and businesses. One component of the CARES Act provides the Company with an opportunity to carry back net operating losses ("NOLs") arising from 2018, 2019 and 2020 to the prior five tax years. The Company has previously valued its NOLs at the federal corporate income tax rate of 21%. However, the CARES Act provides for NOL carryback claims to be calculated based on a rate of 35%, which was the federal corporate tax rate in effect for the carryback years. The result of the revaluation of NOLs and other tax adjustments is a net tax benefit of \$680,000 and \$8.8 million for 2021 and 2020, respectively. Excluding the tax benefit, income tax expense for 2021 would have been \$18.9 million, representing an effective income tax rate of 29%. For 2020, income tax expense would have been \$7.2 million for an effective tax rate of 36%.

Liquidity and Capital Resources

Liquidity

Our business requires substantial cash to support our purchases of automobile contracts and other operating activities. Our primary sources of cash have been cash flows from the proceeds from term securitization transactions and other sales of automobile contracts, amounts borrowed under various revolving credit facilities (also sometimes known as warehouse credit facilities), customer payments of principal and interest on finance receivables, fees for origination of automobile contracts, and releases of cash from securitization transactions and their related spread accounts. Our primary uses of cash have been the purchases of automobile contracts, repayment of amounts borrowed under lines of credit, securitization transactions and otherwise, operating expenses such as employee, interest, occupancy expenses and other general and administrative expenses, the establishment of spread accounts and initial overcollateralization, if any, the increase of credit enhancement to required levels in securitization transactions, and income taxes. There can be no assurance that internally generated cash will be sufficient to meet our cash demands. The sufficiency of internally generated cash will depend on the performance of securitized pools (which determines the level of releases from those pools and their related spread accounts), the rate of expansion or contraction in our managed portfolio, and the terms upon which we are able to acquire and borrow against automobile contracts.

Net cash provided by operating activities for the years ended December 31, 2022 December 31, 2023, 2022 and 2021 was \$238.0 million, \$215.9 million and 2020 was \$215.9 million, \$198.2 million and \$238.8 million, respectively. Net cash from operating activities is generally provided by net income from operations adjusted for significant non-cash items such as our provision for credit losses and interest accretion on fair value receivables.

Net cash used in investing activities for the year ended December 31, 2022 December 31, 2023, 2022 and 2021 was \$359.5 million, \$713.9 million and \$115.4 million, respectively. This compares to net cash provided by investing activities of \$93.0 million for the year ended December 31, 2020. Cash used in investing activities generally relates to purchases of automobile contracts. Purchases of finance receivables were \$1,673.2 million \$1,251.0 million (includes acquisition fees paid), \$1,673.2 million and \$1,107.5 million in 2023, 2022 and \$739.7 million in 2022, 2021, and 2020, respectively. Cash provided by investing activities primarily results from principal payments and other proceeds received on finance receivables.

Net cash provided by financing activities were \$84.2 million and \$484.2 million in 2022, 2023 and 2022, respectively. Net cash used in financing activities for the year ended December 31, 2021 and 2020 was \$50.4 million and \$328.5 million, respectively. Cash used or provided by financing activities is primarily related to the issuance of securitization trust debt, reduced by the amount of repayment of securitization trust debt and net proceeds or repayments on our warehouse lines of credit and other debt. We issued \$1,411.0 million \$1,235.5 million in new securitization trust debt in 2022, 2023 compared to \$1,411.0 million in 2022 and \$1,110.7 million in 2021 and \$714.5 million in 2020, 2021. Repayments of securitization debt were \$1,060.1 million \$1,078.4 million, \$1,060.1 million and \$1,153.1 million in 2023, 2022 and \$1,010.0 million in 2022, 2021, and 2020, respectively.

We purchase automobile contracts from dealers for a cash price approximately equal to their principal amount, adjusted for an acquisition fee which may either increase or decrease the automobile contract purchase price. Those automobile contracts generate cash flow, however, over a period of years. We have been dependent on warehouse credit facilities to purchase automobile contracts and our securitization transactions for long term financing of our contracts. In addition, we have accessed other sources, such as residual financings and subordinated debt in order to finance our continuing operations.

The acquisition of automobile contracts for subsequent financing in securitization transactions, and the need to fund spread accounts and initial overcollateralization, if any, and increase credit enhancement levels when those transactions take place, results in a continuing need for capital. The amount of capital required is most heavily dependent on the rate of our automobile contract purchases, the required level of initial credit enhancement in securitizations, and the extent to which the previously established trusts and their related spread accounts either release cash to us or capture cash from collections on securitized automobile contracts. Of those, the factor most subject to our control is the rate at which we purchase automobile contracts.

We are and may in the future be limited in our ability to purchase automobile contracts due to limits on our capital. As of December 31, 2022 December 31, 2023, we had unrestricted cash of \$13.5 million \$6.2 million and \$114.7 million \$166.0 million aggregate available borrowings under our two warehouse credit facilities (assuming the availability of sufficient eligible collateral). As of December 31, 2022 December 31, 2023, we had approximately \$22.1 million \$21.9 million of such eligible collateral. During 2022, 2023, we completed four securitizations aggregating \$1,411.0 million \$1,235.5 million of notes sold. In January 2023, 2024, we completed another securitization with \$324.8 million \$280.9 million of notes sold. Cash proceeds from this securitization were used to pay down the outstanding balance on our two warehouse credit facilities thus increasing the amounts available for borrowing under these facilities. Our plans to manage our liquidity include maintaining our rate of automobile contract purchases at a level that matches our available capital, and, as appropriate, minimizing our operating costs. If we are unable to complete such securitizations, we may be unable to increase our rate of automobile contract purchases, in which case our interest income and other portfolio related income could decrease.

Our liquidity will also be affected by releases of cash from the trusts established with our securitizations. While the specific terms and mechanics of each spread account vary among transactions, our securitization agreements generally provide that we will receive excess cash flows, if any, only if the amount of credit enhancement has reached specified levels and the delinquency or net losses related to the automobile contracts in the pool are below certain predetermined levels. In the event delinquencies or net losses on the automobile contracts exceed such levels, the terms of the securitization may require increased credit enhancement to be accumulated for the particular pool. There can be no assurance that collections from the related trusts will continue to generate sufficient cash.

Our warehouse credit facilities contain various financial covenants requiring certain minimum financial ratios and results. Such covenants include maintaining minimum levels of liquidity and net worth and not exceeding maximum leverage levels. In addition, certain of our debt agreements other than our term securitizations contain cross-default provisions. Such cross-default provisions would allow the respective creditors to declare a default if an event of default occurred with respect to other indebtedness of ours, but only if such other event of default were to be accompanied by acceleration of such other indebtedness. As of December 31, 2022 December 31, 2023, we were in compliance with all such financial covenants.

We currently have and will continue to have a substantial amount of outstanding indebtedness. At December 31, 2022 December 31, 2023, we had approximately \$2,469.0 million \$2,566.5 million of debt outstanding. Such debt consisted primarily of \$2,108.7 million \$2,265.4 million of securitization trust debt, and also included \$285.3 million \$234.0 million of warehouse lines of credit, \$49.6 million \$49.9 million of residual interest financing debt and \$25.3 million \$17.2 million in subordinated renewable notes.

Although we believe we are able to service and repay our debt, there is no assurance that we will be able to do so. If our plans for future operations do not generate sufficient cash flows and earnings, our ability to make required payments on our debt would be impaired. If we fail to pay our indebtedness when due, it could have a material adverse effect on us and may require us to issue additional debt or equity securities.

Contractual Obligations

The following table summarizes our material contractual obligations as of December 31, 2022 December 31, 2023 (dollars in thousands):

	Payment Due by Period (1)								Payment Due by Period (1)											
	Less than				2 to 3		4 to 5		More than		Less than				2 to 3		4 to 5		More than	
	Total		1 Year		Years		Years		5 Years		Total		1 Year		Years		Years		5 Years	
	\$	25,263	\$	13,800	\$	5,944	\$	4,101	\$	1,418	\$	17,188	\$	5,373	\$	3,955	\$	4,066	\$	3,794
Long Term Debt (2)	\$	8,558	\$	4,524	\$	2,373	\$	1,009	\$	652	\$	4,405	\$	1,879	\$	831	\$	516	\$	1,179
Operating and Finance Leases																				

(1) Securitization trust debt, in the aggregate amount of \$2,108.7 million \$2,265.4 million as of December 31, 2022 December 31, 2023, is omitted from this table because it becomes due as and when the related receivables balance is reduced by payments and charge-offs. Expected payments, which will depend on the performance of such receivables, as to which there can be no assurance, are \$804.4 million in 2023, \$578.9 million \$826.3 million in 2024, \$339.1 million \$618.4 million in 2025, \$202.3 million \$386.5 million in 2026, \$128.1 million \$242.8 million in 2027, \$55.3 million \$152.6 million in 2028, and \$0.6 million \$38.8 million in 2029.

(2) Long-term debt represents subordinated renewable notes.

We anticipate repaying debt due in **2023** **2024** with a combination of cash flows from operations and the potential issuance of new debt.

Warehouse Credit Facilities

The terms on which credit has been available to us for purchase of automobile contracts have varied in recent years, as shown in the following summary of our warehouse credit facilities:

Facility Established in May 2012. On May 11, 2012, we entered into a \$100 million one-year warehouse credit line with Citibank, N.A. The facility is structured to allow us to fund a portion of the purchase price of automobile contracts by borrowing from a credit facility to our consolidated subsidiary Page Eight Funding, LLC. The facility provides for effective advances up to 82.0% of eligible finance receivables. The Class A loans under the facility generally accrue interest during the revolving period at a per annum rate equal to one-month SOFR plus 3.00% per annum, with a minimum rate of 3.75% per annum and during the amortization period at a per annum rate equal to one-month SOFR plus 4.00% per annum, with a minimum rate of 4.75% per annum. The Class B loans under the facility generally accrue interest during the revolving period at a per annum rate equal to 8.50% per annum and during the amortization period at a per annum rate equal to 9.50% per annum. In July 2022, we renewed our two-year revolving credit agreement with Citibank, N.A., and doubled the capacity from \$100 million to \$200 million. This facility was amended to extend the revolving period to July 2024 and to include an amortization period through July 2025 for any receivables pledged to the facility at the end of the revolving period. At **December 31, 2022** **December 31, 2023** there was **\$150.3 million** **\$165.6 million** outstanding under this facility.

Facility Established in November 2015. On November 24, 2015, we entered into an additional \$100 million one-year warehouse credit line with affiliates of Credit Suisse Group and Ares Management LP. The facility is structured to allow us to fund a portion of the purchase price of automobile contracts by borrowing from a credit facility to our consolidated subsidiary Page Nine Funding, LLC. The facility provides for effective advances up to **88.00%** **85.25%** of eligible finance receivables. The loans under the facility accrue interest at a commercial paper rate plus 4.15% per annum, with a minimum rate of 5.15% per annum. On February 2, 2022, we renewed our two-year revolving credit agreement with Ares Agent Services, L.P. In June 2022, we increased the capacity of our credit agreement with Ares Agent Services, L.P. from \$100 million to \$200 million. This facility was amended to extend the revolving period to January 2024 followed by an amortization period through January 2028 for any receivables pledged to the facility at the end of the revolving period. At **December 31, 2022** **December 31, 2023** there was **\$137.6 million** **\$69.0 million** outstanding under this facility. Prior to the expiration of the revolving period in January 2024, the revolving period was extended to March 31, 2024.

Capital Resources

Securitization trust debt is repaid from collections on the related receivables, and becomes due in accordance with its terms as the principal amount of the related receivables is reduced. Although the securitization trust debt also has alternative final maturity dates, those dates are significantly later than the dates at which repayment of the related receivables is anticipated, and at no time in our history have any of our sponsored asset-backed securities reached those alternative final maturities.

The acquisition of automobile contracts for subsequent transfer in securitization transactions, and the need to fund spread accounts and initial overcollateralization, if any, when those transactions take place, results in a continuing need for capital. The amount of capital required is most heavily dependent on the rate of our automobile contract purchases, the required level of initial credit enhancement in securitizations, and the extent to which the trusts and related spread accounts either release cash to us or capture cash from collections on securitized automobile contracts. We plan to adjust our levels of automobile contract purchases and the related capital requirements to match anticipated releases of cash from the trusts and related spread accounts.

Capitalization

Over the period from **January 1, 2020** **January 1, 2021** through **December 31, 2022** **December 31, 2023** we have managed our capitalization by issuing and refinancing debt as summarized in the following table:

	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
	(Dollars in thousands)			(Dollars in thousands)		
RESIDUAL INTEREST FINANCING:						
Beginning balance	\$ 53,682	\$ 25,426	\$ 39,478	\$ 49,623	\$ 53,682	\$ 25,426
Issuances	–	50,000	–	–	–	50,000
Payments	(4,311)	(21,265)	(14,424)	–	(4,311)	(21,265)
Capitalization of deferred financing costs	–	(755)	–	–	–	(755)
Amortization of deferred financing costs	252	276	372	252	252	276
Ending balance	<u>\$ 49,623</u>	<u>\$ 53,682</u>	<u>\$ 25,426</u>	<u>\$ 49,875</u>	<u>\$ 49,623</u>	<u>\$ 53,682</u>
SECURITIZATION TRUST DEBT:						
Beginning balance	\$ 1,759,972	\$ 1,803,673	\$ 2,097,728	\$ 2,108,744	\$ 1,759,972	\$ 1,803,673
Issuances	1,411,018	1,110,747	714,543	1,235,534	1,411,018	1,110,747
Payments	(1,060,052)	(1,153,114)	(1,009,988)	(1,078,432)	(1,060,052)	(1,153,114)
Capitalization of deferred financing costs	(8,681)	(7,058)	(4,862)	(7,888)	(8,681)	(7,058)
Amortization of deferred financing costs	6,487	5,724	6,252	7,488	6,487	5,724
Ending balance	<u>\$ 2,108,744</u>	<u>\$ 1,759,972</u>	<u>\$ 1,803,673</u>	<u>\$ 2,265,446</u>	<u>\$ 2,108,744</u>	<u>\$ 1,759,972</u>
SUBORDINATED RENEWABLE NOTES:						
Beginning balance	\$ 26,459	\$ 21,323	\$ 17,534	\$ 25,263	\$ 26,459	\$ 21,323
Issuances	4,004	12,298	6,750	586	4,004	12,298
Payments	(5,200)	(7,162)	(2,961)	(8,661)	(5,200)	(7,162)
Ending balance	<u>\$ 25,263</u>	<u>\$ 26,459</u>	<u>\$ 21,323</u>	<u>\$ 17,188</u>	<u>\$ 25,263</u>	<u>\$ 26,459</u>

Residual Interest Financing. On May 16, 2018, we completed a \$40.0 million securitization of residual interests from previously issued securitizations. In this residual interest financing transaction, qualified institutional buyers purchased \$40.0 million of asset-backed notes secured by residual interests in thirteen CPS securitizations consecutively conducted from September 2013 through December 2016, and an 80% interest in a CPS affiliate that owns the residual interests in the four CPS securitizations conducted in 2017. The sold notes (“2018-1 Notes”), issued by CPS Auto Securitization Trust 2018-1, consist of a single class with a coupon of 8.595%. The notes were paid off in February 2022.

On June 30, 2021, we completed a \$50 million securitization of residual interests from other previously issued securitizations. In this residual interest financing transaction, qualified institutional buyers purchased \$50.0 million of asset-backed notes secured by residual interests in eleven CPS securitizations consecutively issued from January 2018 and September 2020. The sold notes (“2021-1 Notes”), issued by CPS Auto Securitization Trust 2021-1, consist of a single class with a coupon of 7.86%. At **December 31, 2022** **December 31, 2023** there was \$50.0 million outstanding under this facility.

The agreed valuation of the collateral for the 2021-1 Notes is the sum of the amounts on deposit in the underlying spread accounts for each related securitization and the over-collateralization of each related securitization, which is the difference between the outstanding principal balances of the related receivables less the principal balance of the outstanding notes issued in the related securitization. On each monthly payment date, the 2021-1 Notes are entitled to interest at the coupon rate and, if necessary, a principal payment necessary to maintain a specified minimum collateral ratio.

Securitization Trust Debt. Since 2011, we treated all **45.49** of our securitizations of automobile contracts as secured financings for financial accounting purposes, and the asset-backed securities issued in such securitizations remain on our consolidated balance sheet as securitization trust debt. We had **\$2,108.7 million** **\$2,265.4 million** of securitization trust debt outstanding at **December 31, 2022** **December 31, 2023**.

Subordinated Renewable Notes Debt. In June 2005, we began issuing registered subordinated renewable notes in an ongoing offering to the public. Upon maturity, the notes are automatically renewed for the same term as the maturing notes, unless we repay the notes or the investor notifies us within 15 days after the maturity date of his note that he wants it repaid. Renewed notes bear interest at the rate we are offering at that time to other investors with similar note maturities. Based on the terms of the individual notes, interest payments may be required monthly, quarterly, annually or upon maturity. At **December 31, 2022** **December 31, 2023** there were **\$25.3 million** **\$17.2 million** of such notes outstanding.

We must comply with certain affirmative and negative covenants related to debt facilities, which require, among other things, that we maintain certain financial ratios related to liquidity, net worth, capitalization, investments, acquisitions, restricted payments and certain dividend restrictions. In addition, certain securitization and non-securitization related debt contain cross-default provisions that would allow certain creditors to declare default if a default occurred under a different facility. As of **December 31, 2022** **December 31, 2023**, we were in compliance with all such covenants.

Forward-looking Statements

This report on Form 10-K includes certain "forward-looking statements". Forward-looking statements may be identified by the use of words such as "anticipates," "expects," "plans," "estimates," or words of like meaning. As to the specifically identified forward-looking statements, factors that could affect charge-offs and recovery rates include unexpected exogenous events, such as a widespread plague that might affect the ability or willingness of obligors to pay pursuant to the terms of contracts; mandates imposed in reaction to such events, such as prohibitions of otherwise permissible activity, which might impair the obligation to perform contracts, or the ability of obligors to earn; changes in the general economic climate, which could affect the willingness or ability of obligors to pay pursuant to the terms of contracts; changes in laws respecting consumer finance, which could affect our ability to enforce rights under contracts; and changes in the market for used vehicles, which could affect the levels of recoveries upon sale of repossessed vehicles. Factors that could affect our revenues in the current year include the levels of cash releases from existing pools of contracts, which would affect our ability to purchase contracts, the terms on which we are able to finance such purchases, the willingness of dealers to sell contracts to us on the terms that it offers, and the terms on which we are able to complete term securitizations once contracts are acquired. Factors that could affect our expenses in the current year include competitive conditions in the market for qualified personnel, investor demand for asset-backed securities and interest rates (which affect the rates that we pay on asset-backed securities issued in our securitizations). The statements concerning structuring securitization transactions as secured financings and the effects of such structures on financial items and our future profitability also are forward-looking statements. Any change to the structure of our securitization transaction could cause such forward-looking statements to be inaccurate. Both the amount of the effect of the change in structure on our profitability and the duration of the period in which our profitability would be affected by the change in securitization structure are estimates. The accuracy of such estimates will be affected by the rate at which we purchase and sell contracts, any changes in that rate, the credit performance of such contracts, the financial terms of future securitizations, any changes in such terms over time, and other factors that generally affect our profitability.

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

We are subject to interest rate risk during the period between when contracts are purchased from dealers and when such contracts become part of a term securitization. Specifically, the interest rate due on our warehouse credit facilities are adjustable while the interest rates on the contracts are fixed. Therefore, if interest rates increase, the interest we must pay to our lenders under warehouse credit facilities is likely to increase while the interest we receive from warehoused automobile contracts remains the same. As a result, excess spread cash flow would likely decrease during the warehousing period. Additionally, automobile contracts warehoused and then securitized during a rising interest rate environment may result in less excess spread cash flow to us. Historically, our securitization facilities have paid fixed rate interest to security holders set at prevailing interest rates at the time of the closing of the securitization, which may not take place until several months after we purchased those contracts. Our customers, on the other hand, pay fixed rates of interest on the automobile contracts, set at the time they purchase the underlying vehicles. A decrease in excess spread cash flow could adversely affect our earnings and cash flow.

To mitigate, but not eliminate, the short-term risk relating to interest rates payable under the warehouse facilities, we have historically held automobile contracts in the warehouse credit facilities for less than four months. To mitigate, but not eliminate, the long-term risk relating to interest rates payable by us in securitizations, we have usually structured our term securitization transactions to include pre-funding structures, whereby the amount of notes issued exceeds the amount of contracts initially sold to the trusts. We may continue to use pre-funding structures in our securitizations. In pre-funding, the proceeds from the pre-funded portion are held in an escrow account until we sell the additional contracts to the trust. In pre-funded securitizations, we lock in the borrowing costs with respect to the contracts we subsequently deliver to the securitization trust. However, we incur an expense in pre-funded securitizations equal to the difference between the money market yields earned on the proceeds held in escrow prior to subsequent delivery of contracts and the interest rate paid on the notes outstanding. The amount of such expense may vary. Despite these mitigation strategies, an increase in prevailing interest rates would cause us to receive less excess spread cash flows on automobile contracts, and thus could adversely affect our earnings and cash flows.

Item 8. Financial Statements and Supplementary Data

This report includes Consolidated Financial Statements, notes thereto and an Independent Auditors' Report, at the pages indicated below, in the [Index to Financial Statements](#).

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

Not applicable.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures. Under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, management of the Company has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act") as of **December 31, 2022** December 31, 2023 (the "Evaluation Date"). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures are effective (i) to ensure that information required to be disclosed by us in reports that the Company 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 Securities and Exchange Commission; and (ii) to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to our management, including the Company's Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures. The certifications of our Chief Executive Officer and Chief Financial Officer required under Section 302 of the Sarbanes-Oxley Act have been filed as Exhibits 31.1 and 31.2 to this report.

Internal Control. Management's Report on Internal Control over Financial Reporting is included in this Annual Report, immediately below. During the fiscal quarter ended **December 31, 2022** December 31, 2023, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting. We are responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can only provide reasonable assurance with respect to financial statement preparation and presentation.

Management, with the participation of the Chief Executive and Chief Financial Officers, assessed the effectiveness of our internal control over financial reporting as of **December 31, 2022** **December 31, 2023**. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the 2013 Internal Control — Integrated Framework. Based on this assessment, management, with the participation of the Chief Executive and Chief Financial Officers, believes that, as of **December 31, 2022** **December 31, 2023**, our internal control over financial reporting is effective based on those criteria.

Our internal control over financial reporting as of **December 31, 2022** **December 31, 2023**, has been audited by Crowe LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Item 9B. Other Information

Not Applicable. During the quarter ended December 31, 2023, no director or officer adopted or terminated any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as each term is defined in Item 408(a) of Regulation S-K.

Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections

Not Applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Directors

The names of the Company's directors, their principal occupations, and certain other information regarding them are set forth below.

Charles E. Bradley, Jr., 64, has been the Company's Chief Executive Officer since January 1992, a director since the Company's formation in March 1991, and was elected Chairman of the Board of Directors in July 2001. Prior to that he was President of the Company from March 1991 to December 2022. From April 1989 to November 1990, he served as Chief Operating Officer of Barnard and Company, a private investment firm. From September 1987 to March 1989, Mr. Bradley, Jr. was an associate of The Harding Group, a private investment banking firm. Having been with the Company since its inception, Mr. Bradley brings comprehensive knowledge of the Company's business, structure, history and culture to the Board and the Chairman position.

Stephen H. Deckoff, 58, has been a director of the Company since August 2022. Mr. Deckoff has been the Managing Principal of Black Diamond, Capital Management, L.L.C., ("Black Diamond"), a privately held alternative asset management firm, since its founding in 1995. Prior to 1995, Mr. Deckoff was a Senior Vice President of Kidder, Peabody & Co. Inc. ("Kidder") and head of its Structured Finance Group. Prior to joining Kidder, Mr. Deckoff was a Managing Director in the Structured Finance Group at Bear Stearns & Co., Inc. ("Bear Stearns") Before joining Bear Stearns, Mr. Deckoff worked in the Structured Finance Department of Chemical Securities, Inc. and the Fixed Income Research Department at Drexel Burnham Lambert. In June 2023, Mr. Deckoff joined the Board of KVH Industries, Inc., a publicly traded company providing connectivity solutions to primarily maritime customers globally. Mr. Deckoff brings to the Board his extensive financial experience and expertise.

Louis M. Grasso, 77, has been a director of the Company since October 2019. Mr. Grasso was the founder and majority owner of PFC Corporation ("PFC") until his retirement in November 2011, upon sale of PFC's portfolio of assets to Capstone Realty Advisors. Over a period of 35 years, PFC Corporation originated over \$1.8 billion of mortgage loans, and issued \$1.8 billion of mortgage-backed securities. He brings to the Board knowledge and experience bearing in particular on the Company's strategies for meeting its capital requirements, and broad organizational and management skills.

William W. Grounds, 68, has been a director of the Company since December 2021. From 2008 to 2021, he was the President and COO of Infinity World Development Corp, the principal business of which was a \$5 billion investment in the CityCenter mixed use integrated resort property located in Las Vegas, Nevada. Mr. Grounds served on the board of MGM Resorts International, a hospitality and entertainment company, from 2013 to 2021 and of Remark Holdings Inc., a technology company, from 2013 to 2019. Mr. Grounds joined the Board of PointsBet Holdings Limited, an Australian sports wagering operator and iGaming provider, in December 2022. During his career he has held senior executive positions in major real estate private equity investment, development and construction entities. Mr. Grounds brings to the Board experience as a director of publicly-traded companies, and skills in investment and general management.

Brian J. Rayhill, 61, has been a director of the Company since August 2006. Mr. Rayhill has been a practicing attorney in New York State since 1988 and the managing attorney of the Law Office of Brian Rayhill for the past five years. As an experienced advocate, counselor and litigator, Mr. Rayhill brings legal knowledge and perspective to the Company's Board.

William B. Roberts, 86, has been a director of the Company since its formation in March 1991. From 1981 until his retirement at the end of 2020, he was the President of Monmouth Capital Corp., an investment firm that specializes in management buyouts. Having spent decades in the business of finance, Mr. Roberts brings to the Company's Board his perspective and judgment regarding means of financing its business.

James E. Walker III, 61, has been a director of the Company since August 2022. Mr. Walker is Managing Partner and Founder of Vinson Ventures, LLC, ("Vinson Ventures"), a boutique investment firm focused on building and growing early-stage companies, and the Executive Chairman of IntellPro, a SaaS based investment management software product for the asset management industry. Prior to starting Vinson Ventures, from June 2020 to August 2021, Mr. Walker served as CEO and Partner at Palm Ventures, LLC, a private investment firm in Greenwich, CT. From November 2017 to present, Mr. Walker has been a member of the board of directors of Starwood Real Estate Trust, a private real estate investment firm, and has served as the lead independent director. From 2018 to present, Mr. Walker has also served as a senior partner at Jadian Capital, an alternative investment firm. From 2008 through 2017, Mr. Walker was a Managing Partner of Fir Tree Partners ("Fir Tree"), a global alternative asset management firm. Prior to joining Fir Tree, Mr. Walker was a co-founder and Managing Partner of Black Diamond, a privately held alternative asset management firm. Mr. Walker began his career in investment banking at Kidder and Bear Stearns. In June 2023, Mr. Walker joined the board of Emeco, an Australian mining equipment rental business. Mr. Walker has served as a director of Clarus Corporation, a publicly traded company focused on the outdoor and consumer enthusiast markets, since February 2022. Mr. Walker also became a member of the advisory board for certain funds managed by Black Diamond in January 2022. Mr. Walker brings to the Board his extensive investment management experience.

Gregory S. Washer, 62, has been a director of the Company since June 2007. He was the President and owner of Clean Fun Promotional Marketing ("Clean Fun"), a promotional marketing company, from its founding in 1986 through its sale in September 2014. He continued to act as a consultant to Clean Fun through August 2017, and is now retired. Mr. Washer contributes to the Board significant organizational and operational management skills, combined with a wealth of experience in promotion and marketing of services.

Daniel S. Wood, 65, has been a director of the Company since July 2001. Mr. Wood was President of Carclo Technical Plastics ("Carclo"), a manufacturer of custom injection moldings, from September 2000 until his retirement in April 2007. Previously, from 1988 to September 2000, he was the Chief Operating Officer and co-owner of Carrera Corporation, the predecessor to the business of Carclo Technical Plastics. As President of Carclo, Mr. Wood was responsible for the overall operation of that company and for the quality and integrity of its financial statements. He brings to the Board the knowledge and perspective useful in evaluating the Company's financial statements, and broad organizational and management skills.

Executive Officers

The information regarding the Company's executive officers set forth in Part I of this report under the caption "Information about Our Executive Officers" is incorporated herein by reference.

Code of Ethics

The Company has adopted a Code of Ethics for Senior Financial Officers, which applies to the Company's chief executive officer, chief financial officer, controller and others. A copy of the Code of Ethics may be obtained at no charge by written request to the Corporate Secretary at the Company's principal executive offices.

Audit and Other Committees

The Board of Directors (the "Board") has established an Audit Committee, a Compensation Committee, and a Nominating Committee. Each of these three committees operates under a written charter, adopted by the Board of Directors. The charters are available on the Company's website, <https://ir.consumerportfolio.com/corporate-governance>. The Board of Directors has concluded that each member of these three committees (every director other than Mr. Bradley, the Company's chief executive officer), is independent in accordance with the director independence standards prescribed by Nasdaq, and has determined that none of them have a material relationship with the Company that would impair their independence from management or otherwise compromise the ability to act as an independent director.

The members of the Audit Committee are Mr. Rayhill (chairman), Mr. Grasso, Mr. Washer, and Mr. Wood. The Board has determined that each Audit Committee member is independent as defined under Nasdaq Listing Rules and Rule 10A-3(b)(1) of the Exchange Act.

The Audit Committee is empowered by the Board of Directors to review the financial books and records of the Company in consultation with the Company's accounting and auditing staff and its independent auditors and to review with the accounting staff and independent auditors any questions that may arise with respect to accounting and auditing policy and procedure.

The Board of Directors has further determined that Mr. Wood has the qualifications and experience necessary to serve as an "audit committee financial expert" as such term is defined in Item 407 of Regulation S-K promulgated by the SEC. Mr. Wood, as president of Carclo, was responsible for the preparation and evaluation of the audited financial statements of that company.

Item 11. Executive Compensation

Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee are Mr. Wood (chairman), Mr. Grounds, and Mr. Roberts.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with the Company's management the Compensation Discussion and Analysis contained in this report. Based on such review and discussions and relying thereon, the Compensation Committee has recommended to the Company's Board of Directors that the Compensation Discussion and Analysis set forth below be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

THE COMPENSATION COMMITTEE

Daniel S. Wood (chairman)

William W. Grounds

William B. Roberts

Compensation Discussion and Analysis

2023 Say-on-Pay Advisory Vote Outcome

The Compensation Committee annually considers the results of the most recent advisory vote by shareholders to approve executive officer compensation. In the 2023 advisory vote, a majority of the voted shares (71%) approved of the compensation of our named executive officers. The Compensation Committee interprets that vote as a reason to retain the existing design, purposes and structure of our executive compensation programs. The Compensation Committee will continue to consider the results from future shareholder advisory votes regarding executive officer compensation in its future administration of executive compensation.

Compensation Objectives

The Company's objectives with respect to compensation are several. The significant objectives are to cause compensation (i) to be sufficient in total amount to provide reasonable assurance of retaining key executives, (ii) to include a significant contingent component, so as to provide strong incentives to meet designated Company objectives, and (iii) to include a significant component tied to the price of the Common Stock, so as to align management's incentives with shareholder interests. The Compensation Committee ("Committee") of the Company's Board of Directors is charged with administering the Company's compensation plans to meet those objectives. To the extent that elements of compensation would not advance such objectives, or would do so less effectively than would other elements, the Committee seeks to avoid paying compensation in those forms.

Role of the Compensation Committee and the chief executive officer

Our Board of Directors has authorized the Compensation Committee, which is composed solely of independent directors, to make all decisions regarding executive compensation, including administration of our compensation plans. In that regard, the Compensation Committee:

- Reviews and discusses with management the factors underlying our compensation policies and decisions, including overall compensation objectives;
- Reviews and approves all company goals and objectives (both financial and non-financial) relevant to the compensation of the chief executive officer;
- Evaluates, together with the other independent directors, the performance of the chief executive officer in light of these goals and objectives and that individual's overall effectiveness;
- Fixes and approves each element of the compensation of the chief executive officer;
- Reviews the performance evaluations of all other members of executive management (the chief executive officer prepares and presents to the Compensation Committee the performance evaluations of the other executive officers);
- Reviews and approves each element of compensation, as well as the terms and conditions of employment, of those other executive officers;
- Grants awards under our equity compensation plans and oversees the administration of those plans; and
- Reviews the costs and structure of our key employee benefit and fringe-benefit plans and programs.

The Compensation Committee is authorized to form subcommittee(s) and to retain experts and consultants to assist in the discharge of its responsibilities. To date it has not done so.

The chief executive officer, who attends meetings of the Compensation Committee by invitation of the Committee's chairman, assists the Committee in determining the compensation of our other executive officers by, among other things:

- Proposing annual merit increases to the base salaries of the other executive officers;
- Establishing annual individual performance objectives for the other executive officers and evaluating their performance against such objectives (the Committee reviews these performance evaluations); and
- Making recommendations, from time to time, for special stock option and restricted stock grants (e.g., for motivational or retention purposes) to other executive officers.

The other executive officers do not have a role in determining their own compensation, other than to discuss their annual individual performance objectives and results achieved with the chief executive officer.

Our Overall Approach

The Committee has put into place a compensation system consisting of three key components: base salary, an annual cash bonus pursuant to an incentive plan, and long-term equity incentives in the form of stock options.

The table below provides comparative information regarding the components of our year 2023 executive compensation program. We are applying the same elements in our executive compensation program for the year 2024.

Element	Form	Objectives and Basis
Base Salary	Cash	<ul style="list-style-type: none"> Attract and retain high quality personnel Targeted to be superior to compensation offered by our competitors
Annual Incentive Bonus	Cash	<ul style="list-style-type: none"> Achieve objectives set annually Annual bonus amount is set and computed as a percentage of base salary Actual payout determined by Company and individual performance Target total cash (base salary + target bonus) designed to be superior to compensation offered by our competitors
Long-Term Incentive Compensation	Stock options	<ul style="list-style-type: none"> Align interests of executives with those of shareholders; Target long-term incentive award size designed to retain executives through long-term vesting and the potential for wealth accumulation, contingent on benefit to the shareholders

The Committee has from time to time considered providing additional elements of executive compensation. It has considered elements such as restricted stock awards, restricted stock units, compensation contingent on a change in control, defined benefit pension plans, deferred cash compensation, and supplemental retirement plans (supplemental in the sense that they exceed the limits for tax advantaged treatment). To date, the Committee has elected not to pay compensation in such forms, having determined that the Company's objectives are better met by one or more of the elements of compensation that it does pay.

Regarding restricted stock and restricted stock units, the Committee has noted that any form of equity equivalent to or closely tied to common stock does serve to meet the objective of aligning officers' personal interest with that of the shareholders generally. The Committee believes, however, that the objective is better met by grants of stock options than by grants of share equivalents, because recipients of the grants will face the same degree of variance in results at a lesser cost to the Company, when option grants are compared to grants of restricted stock units. Further, unlike restricted stock, option grants will not provide a reward to the holder absent an improvement over time in the Company's stock price. The Committee has elected not to provide material perquisites as compensation, having determined that cash is a better medium of exchange.

Regarding compensation that would be payable contingent on a change in control of the Company, the Committee believes that there are certain legitimate objectives to be met by such contingent compensation. As of the date of this report, however, no such contingent compensation plans are in place. Regarding defined benefit pension plans, deferred cash compensation and supplemental retirement plans, the Committee believes that the Company's retention objective is better met by straight cash payments, whether in the form of base salary or in the form of bonus compensation. In particular with respect to plans for deferred compensation, the Committee believes those make sense for the Company and for the recipient only on the basis of assumptions regarding future tax rates payable by each. Having no assurance that such assumptions would be correct, the Committee has chosen not to put into place any special deferred compensation programs for the company's executive officers. Those officers do participate in a company-sponsored tax-deferred savings plan, commonly known as a 401(k) plan, on the same terms available to company employees generally. The Committee may in the future revisit its conclusions as to any of the components discussed above, or may consider other forms of compensation.

The Base Salary Element

With respect to the retention objective, the Committee considers an executive's base salary to be the most critical component. Acting primarily on the basis of recommendations of the chief executive officer, the Committee adjusts other officers' base salaries annually, with the adjustment generally consisting of a 2% to 10% increase from the prior year's rate. Where exceptional circumstances apply, such as recruitment of a new executive officer, a promotion to executive officer status or a special need to retain an individual officer, the chief executive officer may recommend, and the Committee may approve, a larger increase.

The Company's general approach in setting the annual compensation of its named executive officers is to set those officers' base compensation by reference to their base rates for the preceding year. During the year ended December 2023 the Company's chief executive officer, Charles E. Bradley, Jr., received \$995,000 in base salary. In setting that rate in the first quarter of 2023, the Committee considered the base salary rate that the Company had paid in the prior year (\$995,000), the desirability of providing an annual increase, the desirability of ensuring retention of the services of the Company's incumbent chief executive officer, the Company's financial performance, and the levels of chief executive officer compensation prevailing among other financial services companies. The Committee considered whether to adjust officers' base compensation for 2023, and determined not to increase the base rate for the chief executive officer. The Committee increased the base rate for each of the other named executive officers in conjunction with each of their respective promotions in late 2022.

The Annual Incentive Bonus (Executive Management Bonus Plan) Element

To encourage executive officers and key management personnel to exercise their best efforts and management skills toward causing the Company to meet its overall objective, and toward achieving designated specific individual objectives, the Company has implemented an Executive Management Bonus Plan, with annual payouts. Under the Company's bonus plan as applied to the year ended December 2023 the Company's president is eligible to receive a cash bonus of up to 160% of his base salary and the executive vice presidents are eligible to receive a cash bonus of up to 140% of their base salaries. The chief executive officer is eligible to receive a cash bonus of up to 600% of his base salary. The Committee is expected to evaluate each named executive officer's performance and determine the amount of the Executive Management Bonus Plan award earned by the end of June 2024.

The Long-Term Incentive Compensation Element

The Committee also awards incentive and non-qualified stock options under the Company's stock option plans. Such awards are designed to assist in the retention of key executives and management personnel and to create an incentive to create shareholder value over a sustained period of time. The Company believes that stock options are a valuable tool in compensating and retaining employees. Because the exercise price of all options granted is equal to or above the fair market value of the Company's common stock on the date of grant, the option holders may realize value only if the stock price appreciates from the price on the date the options were granted. This design is intended to focus executives on the enhancement of shareholder value over the long term. During the year ended December 31, 2023, the Committee did not grant stock options to the Company's executive officers.

Other Elements

The Company also maintains certain broad-based employee benefit plans, such as medical and dental insurance, and a qualified defined contribution retirement savings plan (401(k) plan), in which executive officers are permitted to participate. Such officers participate on the same terms as non-executive personnel who meet applicable eligibility criteria, and are subject to any legal limitations on the amounts that may be contributed or the benefits that may be payable under the plans. The Company does not maintain any form of defined benefit pension or retirement plan in which executive officers may participate, nor does it maintain any form of supplemental retirement savings or supplemental deferred compensation plan.

Exercise of Discretion

In exercising its discretion as to the level of executive compensation and its components, the Committee considers a number of factors. Members of the Committee conduct informal surveys of compensation paid to comparable executives within and without the consumer finance industry. The Committee finds these data useful primarily in evaluating the overall level of compensation paid or to be paid to the Company's executive officers. Financial factors considered include earnings, revenue, originations, and budget attainment. Operational factors considered include individual and group management goals; indicators of the performance and credit quality of the Company's servicing portfolio, including levels of delinquencies and charge-offs; and indicators of successful management of personnel, including employee stability. All of such factors are assessed with reference to the judgment of the Committee as to the degree of difficulty of achieving desired outcomes. With respect to payment of annual bonuses and grants of stock options, the Committee also takes note of factors relating to the degree of the Company's success over the most recent year.

Specific Objectives and Evaluation

In the first quarter of 2023 the Compensation Committee designated specific objectives with respect to the chief executive officer to be accomplished within the year 2023, and fixed weights to be associated with each such objective. The chief executive officer proposed to the Compensation Committee specific annual objectives with respect to each other executive officer of the company, which the Committee approved. The Compensation Committee anticipates evaluating the named executive officers' performance in comparison to the goals, determining whether each of these objectives were met, and determining the amount of the Executive Management Bonus Plan award earned by each named executive officer by the end of June 2024.

Grants of Options

The Committee did not award of stock options to the Company's officers in 2023. In determining not to make such grant, the Committee considered the various factors noted above with respect to option grants generally.

Stock Ownership, Hedging and Pledging

Our board of directors and Compensation Committee have considered whether to establish a minimum stock ownership goal for members of our senior management. We have elected not to do so, considering that such a policy would either be strict and mandatory, in which case it would undermine the compensatory objectives of our equity compensation plans, or would be merely hortatory, in which case it could be expected to have little effect. We've also noted that the multiyear vesting terms of the equity incentives granted under our plans have the effect of aligning our executives' individual personal financial incentives with the future price performance of the Company's stock.

As part of our comprehensive compliance policy, we remind all company executive officers of the mandatory legal prohibition on selling short company shares. We also prohibit company executive officers from entering into transactions that would have the effect of causing those individuals to benefit from a decline in the price of the company stock, such as the purchase of "put" options. We prohibit such "hedging" transactions but we do not find it appropriate to prohibit our executive officers from pledging their shares of company stock as security for a loan. We believe that the beneficial incentives of owning company stock remain substantially the same with or without such a pledge.

Summary of Compensation

The following table summarizes all compensation earned during the three fiscal years ended December 31, 2023 by the Company's chief executive officer, its chief financial officer, and the other three most highly compensated individuals (such five individuals, the "named executive officers") who were serving in such position or as executive officers at any time in 2023. It lists their names, their principal positions in which they served in those years, and each component of compensation paid with respect to those years.

Summary Compensation Table

Name and Principal Position (1)	Year	Salary	Non-Equity	Option	All Other	Total
			Incentive Plan Compensation (2)			
Charles E. Bradley, Jr. Chief Executive Officer	2023	\$ 995,000	\$ —	\$ —	\$ 342	\$ 995,342
	2022	995,000	3,980,000	5,885,850	351	10,861,201
	2021	995,000	2,900,000	795,300	360	4,690,660
Michael T. Lavin President & Chief Operating Officer	2023	452,000	—	—	342	452,342
	2022	411,000	575,000	448,200	351	1,434,551
	2021	411,000	575,000	238,590	360	1,224,950
Danny Bharwani Executive Vice President & Chief Financial Officer	2023	371,000	—	—	342	371,342
	2022	331,000	324,000	298,800	351	954,151
	2021	368,000	403,000	159,060	360	930,420
Teri L. Robinson Executive Vice President - Sales & Originations	2023	386,000	—	—	342	386,342
	2022	368,000	401,000	298,800	351	1,068,151
	2021	368,000	403,000	159,060	360	930,420
Laurie A. Stratton Executive Vice President - Servicing	2023	386,000	—	—	342	386,342
	2022	368,000	361,000	298,800	351	1,028,151
	2021	368,000	359,000	159,060	360	886,420

(1) Mr. Bharwani was appointed chief financial officer of the Company in September 2022.

(2) The amount of the Non-Equity Incentive Plan Compensation award for 2023 is not calculable through the latest practicable date and this amount is expected to be determined by the end of June 2024. Such amount, when finally determined, will be disclosed in a filing under Item 5.02(f) of Form 8-K.

(3) Represents the dollar value accrued for financial accounting purposes in connection with the grant of such options, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 and SFAS 123R. Value was estimated using a Black-Scholes model for 2021 and 2022. For the options granted on January 24, 2022, the weighted average fair value per option was \$5.8558, based on assumptions of 4.11 years expected life, expected volatility of 75.26%, and a risk-free rate of 1.43%. For the options granted on June 24, 2022, the weighted average fair value per option was \$4.98, based on assumptions of 4.11 years expected life, expected volatility of 75.15%, and a risk-free rate of 3.13%. For the year 2021 the weighted average fair value per option was \$2.6510, based on assumptions of 4.11 years expected life, expected volatility of 71.38%, and a risk-free rate of 0.51%. No option awards were granted in 2023.

(4) Amounts in this column represent premiums paid by the Company for group life insurance.

Grants of Plan-Based Awards in Last Fiscal Year

In the year ended December 31, 2023, we did not grant any options, stock awards, or stock appreciation rights to any of our named executive officers.

Our named executive officers are eligible for awards under our Executive Management Bonus Plan, which are expected to be determined by the end of June 2024. The table below provides information regarding the awards for which the named executive officers are eligible for the year 2023.

Grants of Plan-Based Awards

Name	Estimated future payouts under non-equity incentive plan awards		
	Threshold	Target	Maximum
Mr. Bradley	\$	–	\$ 5,970,000
Mr. Lavin	–	723,200	723,200
Mr. Bharwani	–	519,400	519,400
Ms. Robinson	–	540,400	540,400
Ms. Straten	–	540,400	540,400

The “target” and “maximum” figures appearing in the table above represent the *maximum* cash payout under the individual executives’ Executive Management Bonus Plan awards as of the date the incentive was fixed. The chief executive officer, Mr. Bradley, is eligible to receive a cash bonus of up to 600% of his base salary. The Company’s president, Mr. Lavin, is eligible to receive a cash bonus of up to 160% of his base salary. The other named executive officers, as executive vice presidents, are eligible to receive a cash bonus of up to 140% of their base salaries. The actual payout to each individual named in the table above has not been determined as of the date of this report.

Outstanding Equity Awards at Fiscal Year-end

The following table sets forth as of December 31, 2023 the number of unexercised options held by each of the named executive officers, the number of shares subject to then exercisable and unexercisable options held by such persons and the exercise price and expiration date of each such option. Each option referred to in the table was granted at an option price per share no less than the fair market value per share on the date of grant. None of such individuals holds a stock award; accordingly, only information concerning option awards is presented.

Name	Number of securities underlying unexercised options (exercisable)	Number of securities underlying unexercised options (unexercisable)	Option exercise price	Option expiration date
Charles E. Bradley, Jr.	300,000	—	\$ 4.35	5/17/2024
	300,000	—	3.48	5/9/2025
	300,000	—	3.53	8/8/2026
	180,000	60,000 (1)	2.47	6/1/2027
	150,000	150,000 (2)	4.95	8/3/2028
	187,500	562,500 (3)	10.32	1/24/2029
	75,000	225,000 (4)	10.25	6/24/2029
Michael T. Lavin	90,000	—	\$ 4.35	5/17/2024
	90,000	—	3.48	5/9/2025
	90,000	—	3.53	8/8/2026
	112,500	37,500 (1)	2.47	6/1/2027
	45,000	45,000 (2)	4.95	8/3/2028
	22,500	67,500 (4)	10.25	6/24/2029
	60,000	—	\$ 4.35	5/17/2024
Danny Bharwani	60,000	—	3.48	5/9/2025
	60,000	—	3.53	8/8/2026
	45,000	15,000 (1)	2.47	6/1/2027
	30,000	30,000 (2)	4.95	8/3/2028
	15,000	45,000 (4)	10.25	6/24/2029
	60,000	—	\$ 4.35	5/17/2024
	60,000	—	3.48	5/9/2025
Teri L. Robinson	60,000	—	3.53	8/8/2026
	60,000	20,000 (1)	2.47	6/1/2027
	30,000	30,000 (2)	4.95	8/3/2028
	15,000	45,000 (4)	10.25	6/24/2029
	60,000	—	\$ 4.35	5/17/2024
	60,000	—	3.48	5/9/2025
	60,000	—	3.53	8/8/2026
Laurie A. Straten	60,000	20,000 (1)	2.47	6/1/2027
	30,000	30,000 (2)	4.95	8/3/2028
	15,000	45,000 (4)	10.25	6/24/2029
	60,000	—	\$ 4.35	5/17/2024
	60,000	—	3.48	5/9/2025
	60,000	—	3.53	8/8/2026
	60,000	20,000 (1)	2.47	6/1/2027

(1) Becomes exercisable as to the unexercisable portion on June 01, 2024.

(2) Becomes exercisable as to cumulative increments of one-half of the unexercisable portion on August 3, 2024 and 2025.

(3) Becomes exercisable as to cumulative increments of one-half of the unexercisable portion on January 24, 2025 and 2026.

(4) Becomes exercisable as to cumulative increments of one-third of the unexercisable portion on June 24, 2024, 2025 and 2026.

Option Exercises in Last Fiscal Year

All of the five named executive officers exercised stock options during 2023. The table below shows the realized value and the number of options exercised for those individuals. None of our officers hold stock awards; accordingly, no stock awards vested during 2023.

Option Exercises and Stock Vested

	<i>Value realized on exercise (1)</i>	<i>Number of shares acquired on exercise</i>
Mr. Bradley	\$ 2,505,504	370,001
Mr. Lavin	956,700	225,000
Mr. Bharwani	975,100	175,000
Ms. Robinson	778,800	180,000
Ms. Straten	663,900	175,000

(1) The value realized is the difference between the fair market value of the Company's common stock on the date of exercise (the closing price reported by Nasdaq) and the exercise price of the option.

Executive Management Bonus Plan (Non-equity Incentive Plan)

The salary and cash bonus of the named executive officers are determined by the Compensation Committee. The compensation appearing in the Summary Compensation Table above under the caption "Non-Equity Incentive Plan Compensation" is paid pursuant to an Executive Management Bonus Plan (the "EMB Plan"). The EMB Plan is administered by the Compensation Committee. Among other things, the Compensation Committee selects participants in the EMB Plan from among the Company's executive officers and determines the performance goals, target amounts and other terms and conditions of awards under the EMB Plan. With respect to officers other than the chief executive officer, determinations of base salary and of criteria relating to the EMB Plan are based in part on evaluations of such officers prepared by the chief executive officer, which are furnished to and discussed with the Compensation Committee.

Director Compensation

Throughout 2023, we paid our non-employee directors a retainer of \$6,000 per month, with an additional fee of \$700 per month for service on a board committee (\$1,200 for a committee chairman). Non-employee directors also received *per diem* fees of \$1,000 for attendance in person at meetings of the board of directors, or \$500 for attendance by telephone. No *per diem* fees are paid for attendance at committee meetings.

<i>Name of Director</i>	<i>Fees Earned or Paid in Cash (1)</i>	<i>Total</i>
Charles E. Bradley, Jr. (2)	\$ —	\$ —
Stephen H. Deckoff	74,000	74,000
Louis M. Grasso	83,400	83,400
William W. Grounds	91,800	91,800
Brian J. Rayhill	106,200	106,200
William B. Roberts	82,400	82,400
James E. Walker III	75,000	75,000
Gregory S. Washer	97,800	97,800
Daniel S. Wood	106,200	106,200

(1) This column reports cash compensation earned in 2023 for Board and committee service.

(2) Mr. Bradley's compensation as chief executive officer of the Company is described elsewhere in this report. He received no additional compensation for service on the Company's Board of Directors.

Pension Plans

The Company's officers do not participate in any pension or retirement plan, other than a tax-qualified defined contribution plan (commonly known as a 401(k) plan).

Potential Payments Upon Termination or Change of Control

This section provides information regarding payments and benefits to the named executive officers that would be triggered by termination of the officer's employment (including resignation, or voluntary termination; severance, or involuntary termination; and retirement) or a change of control of the Company.

Each of the named executive officers is an at-will employee and, as such, does not have an employment contract. In addition, if the officer's employment terminates for any reason other than a change of control of the Company, any unvested stock options are terminated, and vested options become subject to accelerated expiration: ordinarily three months following separation from service, or twelve months in the case of disability, retirement or death. Accordingly, there are no payments or benefits that are triggered by any termination event (including resignation and severance) other than in connection with a change of control of the Company.

Benefits Triggered by Change of Control or Termination after Change of Control

Our stock option plans provide that each employee of ours who holds outstanding unexpired options under our stock option may have the right to exercise such options following a change of control of the Company, without regard to the date such option would first be exercisable. Each of the named executive officers holds such options. The "acceleration" of options is mandatory following certain changes of control, and subject to the discretion of the Compensation Committee following certain others. Acceleration is mandatory in the event of (i) the sale, or other disposition of substantially all of the Company's assets, or (ii) a merger or similar transaction in which shareholders of the Company hold less than 50% of the shares of the surviving entity; provided, however, that acceleration following a merger or similar transaction is mandatory only if the holder suffers a Qualifying Termination (defined below) within one year following the transaction, or if the surviving entity does not provide the holder with an equivalent award. Acceleration is also mandatory if a holder suffers a Qualifying Termination within one year following (iii) a change within a three-year period in the membership of a majority of the board of directors (excluding changes recommended by the board), or (iv) a person's acquisition of outstanding voting securities of the Company, other than directly from the Company and without approval of the board, resulting in that person's having beneficial ownership of greater than 25% of the Company.

Under our stock option plans, the Compensation Committee may exercise its discretion to provide for acceleration under other circumstances than those described above with respect to any particular stock option or class of stock options. The committee would expect to exercise its discretion with the intention of preserving the value of the stock option award. To date, such discretion has not been exercised. A "Qualifying Termination" is a termination of the holder's employment by the Company other than for cause, disability or death, or by the holder for "good reason" (principally relating to a material diminution in the holder's authority, compensation or responsibilities, or a relocation of greater than 50 miles). The preceding description applies to options held by officers and employees.

Options issued to non-employee directors accelerate without the exercise of discretion upon any of the four categories of change of control described above.

As of December 31, 2023, each of the named executive officers would realize a benefit if unvested stock options were to become immediately exercisable upon a change in control, based on the value of the shares underlying such options at the closing market price on December 30, 2023, which was \$9.37 per share. The respective amounts of such possible benefit are set forth in the following table:

	<i>Potential Value Upon Acceleration</i>
Mr. Bradley	\$ 1,077,000
Mr. Lavin	457,650
Mr. Bharwani	236,100
Ms. Robinson	270,600
Ms. Straten	270,600

Management Structure

The board of directors is responsible for overseeing the management of the Company. Its oversight is aimed at seeing to it that the Company's business is managed to meet our goals, and that the interests of the shareholders are served.

Charles E. Bradley, Jr. currently serves as both the chairman of the board and our chief executive officer, and is the only member of our board who is not independent of the Company. The Nominating Committee has determined that the remaining directors and director nominees are "independent" under applicable independence standards of the Nasdaq Stock Market. Our board has chosen not to designate any individual formally as the lead independent director. Each director retains his full oversight responsibility.

Our board structure supports the independence of our non-management directors. Our Audit Committee, Compensation Committee and Nominating Committee are each composed solely of independent directors. Our bylaws provide that any two directors have the authority to call meetings of the board of directors, as do specified officers, including the president and the secretary. To enhance the possible use of that authority by independent directors, the corporate secretary is under standing instructions to call a meeting at the instance of any one director.

The board believes that combining the chairman and chief executive officer positions is currently the most effective leadership structure given Mr. Bradley's in-depth knowledge of our business and industry and his demonstrated ability to formulate and implement strategic initiatives. Mr. Bradley is continuously involved in developing and implementing our strategies, working closely with the company's other senior executives to seek continued disciplined growth and excellence in operations. His close involvement in management places Mr. Bradley in the best position to decide which business issues require consideration by the independent directors of the board. In addition, having a combined chairman and chief executive officer enables us to speak with a unified voice to shareholders, customers and others concerned with our company. The board believes that combining the chief executive and chairman roles, as part of a governance structure that includes oversight of management responsibilities by independent directors, provides the preferred system for meeting the requirement that the Company be managed in the best interest of our shareholders.

Risk Oversight

The board's overall responsibility for directing the management of the Company includes risk oversight. The risk oversight function is performed at the board level, and by the Audit and Compensation Committees.

The board of directors as a whole in its regular meetings discusses and considers the risk inherent in the existing business of the Company and in proposed initiatives. Because the Company's business consists of extending consumer credit to individuals believed to be of higher risk than others (sub-prime credit), the assessment of the risk assumed in such extensions of credit is a primary consideration on the part of the board. Risk oversight is also a key function of the Audit Committee and Compensation Committee.

The principal risk management function performed by the Audit Committee is the ongoing assessment of the credit estimates and allowances periodically recorded in the Company's books. The committee reviews that assessment regularly. Other risk assessments performed by the Audit Committee include assessments of contingent liabilities, and of other reserves and allowances.

The principal risk management functions performed by the Compensation Committee are its setting and evaluation of objectives for the chief executive officer, in connection with its administration of the Executive Management Bonus Plan. The committee recognizes that the company's business of extending subprime credit inherently includes a conflict between growing the business and managing the risk of credit losses: one means to increase the company's business is to offer credit on terms that are priced too low for the risk assumed. The Compensation Committee manages that risk by insisting that objectives to grow the business are qualified by a mandate that credit quality be maintained at appropriate levels. To some extent, such risk management is shared with the Audit Committee, which performs the primary oversight of whether credit risk assumed is reflected with adequate allowances in the Company's financial statements.

Chief Executive Officer Pay Ratio

The Dodd-Frank Reform and Consumer Protection Act includes a mandate that public companies disclose the ratio of the compensation of their chief executive officer to their median employee ("CEO Pay Ratio"). The CEO Pay Ratio for 2023 is not calculable at this time because Mr. Bradley's 2023 Non-Equity Incentive Plan Compensation award has not yet been determined. The 2023 Non-Equity Incentive Plan Compensation award is expected to be determined by the end of June 2024. Such amount, when finally determined, and the CEO Pay Ratio for 2023, will be disclosed in a filing under Item 5.02(f) of Form 8-K.

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

The table below sets forth the number and percentage of shares of our Common Stock (our only class of voting securities) owned beneficially as of March 1, 2024 (the latest practicable date) by (i) each person known to us to own beneficially more than 5% of the outstanding Common Stock, (ii) each director and each named executive officer, and (iii) all of our directors and executive officers, as a group. Except as otherwise indicated, and subject to applicable community property and similar laws, each of the persons named has sole voting and investment power with respect to the shares shown as beneficially owned by such persons. Percent of class is calculated by reference to 21,129,918 shares outstanding on March 1, 2024. Except as otherwise noted, each person named in the table has a mailing address at 3800 Howard Hughes Parkway, Suite 1400, Las Vegas, Nevada 89169.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percent of Class
Charles E. Bradley, Jr.	5,585,801	24.5%
Stephen H. Deckoff	5,127,165 (2)	24.3%
Louis M. Grasso	100,300	*
William W. Grounds	34,600	*
Brian J. Rayhill	383,411	1.8%
William B. Roberts	960,078	4.5%
James E. Walker III	0	*
Gregory S. Washer	572,784	2.7%
Daniel S. Wood	415,067	1.9%
Danny Bharwani	637,639	3.0%
Michael T. Lavin	794,161	3.7%
Teri L. Robinson	714,421	3.3%
Laurie A. Straten	465,872	2.2%
All directors and executive officers combined (22 persons)	17,701,448 (3)	67.9%
Black Diamond Capital Management, L.L.C. 2187 Atlantic Street, 9 th Floor, Stamford, CT 06902	5,127,165 (2)	24.3%
Dimensional Fund Advisors LP, Building One, 6300 Bee Cave Road, Austin, Texas, 78746	1,623,488 (4)	7.7%

*Less than 1%

(1) Includes certain shares that may be acquired within 60 days after March 1, 2024 from the Company upon exercise of options, as follows: Mr. Bradley, 1,680,000 shares; Mr. Grasso, 90,000 shares; Mr. Grounds, 30,000 shares; Mr. Rayhill, 195,000 shares; Mr. Roberts, 60,000 shares; Mr. Washer, 180,000 shares; Mr. Wood, 195,000 shares; Mr. Bharwani, 270,000 shares; Mr. Lavin, 450,000 shares; Ms. Robinson, 285,000 shares; and Ms. Straten, 285,000 shares. Of Mr. Bradley's shares, 1,685,878 are pledged to secure loan(s) to him. The calculation of beneficial ownership also includes, in the case of the executive officers, an approximate number of shares each executive officer could be deemed to hold through contributions made to the Company's Employee 401(k) Plan (the "401(k) Plan"). The 401(k) Plan provides an option for all participating employees to purchase stock in the Company indirectly by buying units in a mutual fund. Each "unit" in the mutual fund represents an interest in Company stock, cash and cash equivalents.

(2) These shares are held directly by certain Black Diamond investment vehicles ("Black Diamond vehicles"). Black Diamond Capital Management, L.L.C. ("Black Diamond") exercises investment discretion on behalf of investment advisory affiliates that serve as investment advisers to the Black Diamond vehicles. Mr. Deckoff is the Managing Principal of Black Diamond. Mr. Deckoff disclaims beneficial ownership over the shares, except to the extent of his pecuniary interest therein.

(3) Includes 4,982,440 shares that are not outstanding as of the date of this report, but which may be acquired within 60 days after March 1, 2024 upon exercise of options.

(4) Based on a report on Schedule 13G/A filed by the named person on February 9, 2024.

Equity Compensation Plan Information

The table below presents information regarding securities authorized for issuance under equity compensation plans, including the CPS 2006 Long-Term Equity Incentive Plan, as of December 31, 2023.

Plan Category	Outstanding Options	Weighted average exercise price of Outstanding Options	Number of securities remaining available for future issuance under equity compensation plans
Plans approved by shareholders	8,124,940	\$ 5.11	2,683,830
Plans not approved by shareholders	None	N/A	N/A
Total	8,124,940	\$ 5.11	2,683,830

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

Subordinated Notes. The Company has offered and sold its subordinated notes in a continuous public offering. Executive officer Teri L. Robinson has purchased such notes directly from the Company in the offering, in each case on the same terms then offered to the public generally. The largest aggregate amount of principal outstanding on Ms. Robinson's notes in 2023 was \$540,578. The amount of principal outstanding as of March 1, 2024 was \$330,548. In 2023, the Company paid \$950,548 of principal on such notes, which includes principal paid more than once due to the renewal of matured notes during the year. That same year, the Company paid \$25,293 of interest at rates fixed at the time of purchase of each note. The interest rate on such notes ranges from 4.9% to 7.15%. Executive officer Steve Schween purchased such subordinated notes from the Company before he became an executive officer. The largest aggregate amount of principal outstanding on Mr. Schween's note in 2023 was \$665,460. The amount of principal outstanding as of March 1, 2024 was \$665,460. In 2023, the Company paid \$130,570 in interest at a rate fixed at the time of purchase of the note. The interest rate on the note is 12.25%.

Employment. Ms. Noel Jackson, the Company's Vice President of Servicing, is the sister of Mr. Bradley, the Company's chief executive officer and chairman of the board. For fiscal year 2023, Ms. Jackson received annual compensation of a base salary of \$181,000 and is also eligible for an award of up to 78% of her base salary under the Executive Management Bonus Plan described above. Ms. Jackson's employment with the Company was authorized by the Board of Directors and her base salary and Executive Management Bonus Plan award is reviewed and approved by the Compensation Committee on an annual basis.

Other Transactions. In October 2022, before Mr. Schween became an executive officer, the Limited Liability Company of which Mr. Schween is a member entered into a one-year contract with the Company to provide vehicle data services to the Company. The initial approximate dollar amount involved in the transaction and Mr. Schween's interest in the transaction was \$130,000. The contract was terminated in May 2023 and the actual dollar amount involved in the transaction and Mr. Schween's interest in the transaction was \$80,000.

Policy on Related Party Transactions and Director Independence. It is the Company's policy that transactions with related parties having a control or fiduciary relationship with the Company who personally benefit from such transactions may take place only if approved by the Audit Committee or by the members of the Company's Board of Directors who are disinterested with respect to the transaction, and independent in accordance with the standards for director independence prescribed by Nasdaq. Such policy is maintained in writing in the charter of the Audit Committee. The Audit Committee has given general approval to executive officer purchases of subordinated notes that are on terms and rates then available to the public, including the purchases by Ms. Robinson. The transactions with Mr. Schween described above were not subject to approval because they were entered into before Mr. Schween was an executive officer.

The nine directors of the Company are Charles E. Bradley, Jr., Stephen H. Deckoff, Louis M. Grasso, William W. Grounds, Brian J. Rayhill, William B. Roberts, James E. Walker III, Gregory S. Washer, and Daniel S. Wood, of whom Messrs. Rayhill, Grasso, Washer, and Wood compose the Audit Committee. The Board of Directors has concluded that other than Mr. Bradley (who is the Company's chief executive officer), each of the other eight directors is independent in accordance with the director independence standards prescribed by Nasdaq, and has determined that none of them has a material relationship with the Company that would impair his independence from management or otherwise compromise his ability to act as an independent director.

Item 14. Principal Accounting Fees and Services

Fees Paid to Auditors

The following table sets forth the fees accrued or paid to the Company's independent registered public accounting firms for the years ended December 31, 2023 and 2022. Crowe LLP has served as the Company's independent registered public accounting firm since February 2009, and has reported on the Company's financial statements for the years ended December 31, 2008 through 2023.

Audit and Non-Audit Fees

	2022	2023
Audit Fees (1)	\$ 920,000	\$ 960,000
Audit-Related Fees (2)	190,850	240,850
Tax Fees (3)	265,795	296,000
All Other Fees	—	—
TOTAL	\$ 1,376,645	\$ 1,496,850

(1) Audit fees relate to professional services rendered in connection with the audit of the Company's annual financial statements and internal control over financial reporting, quarterly review of financial statements included in the Company's Quarterly Reports on Form 10-Q, and audit services provided in connection with other statutory and regulatory filings.

(2) Audit-related fees comprise fees for professional services that are reasonably related to the performance of the audit or review of the Company's financial statements.

(3) The 2022 and 2023 tax fees represent services rendered in connection with preparation of state and federal tax returns for the Company and its subsidiaries.

Audit Committee Supervision of Principal Accountant

The Audit Committee acts pursuant to a written charter adopted by the Board of Directors. Pursuant to the charter, the Audit Committee pre-approves the audit and permitted non-audit fees to be paid to the independent auditor, and authorizes on behalf of the Company the payment of such fees, or refuses such authorization. The Audit Committee is also empowered to delegate such authority to one or more of its members. The Audit Committee has delegated to its chairman the authority to approve performance of services on an interim basis. In the fiscal years ended December 31, 2023 and December 31, 2022, all services for which audit fees or audit related fees were paid were preapproved by the Audit Committee as a whole, or pursuant to such delegated authority.

In the course of its meetings, the Audit Committee has considered whether the provision of the non-audit fees outlined above is compatible with maintaining the independence of the audit firm, and has concluded that such independence is not and was not impaired.

PART III

Item 10. Directors and Executive Officers and Corporate Governance

Information regarding directors of the registrant is incorporated by reference to the registrant's definitive proxy statement for its annual meeting of shareholders to be held in 2023 (the "2023 Proxy Statement"). The 2023 Proxy Statement will be filed not later than May 1, 2023. Information regarding executive officers of the registrant appears in Part I of this report, and is incorporated herein by reference.

Item 11. Executive Compensation

Incorporated by reference to the 2023 Proxy Statement.

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

Incorporated by reference to the 2023 Proxy Statement.

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

Incorporated by reference to the 2023 Proxy Statement.

Item 14. Principal Accountant Fees and Services

Incorporated by reference to the 2023 Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statement Schedules

The financial statements listed below under the caption "Index to Financial Statements" are filed as a part of this report. No financial statement schedules are filed as the required information is inapplicable or the information is presented in the Consolidated Financial Statements or the related notes. Separate financial statements of the Company have been omitted as the Company is primarily an operating company and its subsidiaries are wholly owned and do not have minority equity interests held by any person other than the Company in amounts that together exceed 5% of the total consolidated assets as shown by the most recent year-end Consolidated Balance Sheet.

The exhibits listed below are filed as part of this report, whether filed herewith or incorporated by reference to an exhibit filed with the report identified in the parentheses following the description of such exhibit. Unless otherwise indicated, each such identified report was filed by or with respect to the registrant.

ExhibitNumber

	Description <i>(*** indicates compensatory plan or agreement.)</i>
3.1	Restated Articles of Incorporation (Exhibit 3.1 to Form 10-K filed March 31, 2009)
3.1.1	Certificate of Designation re Series B Preferred (Exhibit 3.1.1 to Form 8-K filed by the registrant on December 30, 2010)
3.2	Amended and Restated Bylaws (Exhibit 3.2 to Form 8-K filed December 3, 2021)
4.	Instruments defining the rights of holders of long-term debt of certain consolidated subsidiaries of the registrant are omitted pursuant to the exclusion set forth in subdivisions (b) (iv)(iii)(A) and (b)(v) of Item 601 of Regulation S-K (17 CFR 229.601). The registrant agrees to provide copies of such instruments to the United States Securities and Exchange Commission upon request.
4.1	Form of Indenture re Renewable Unsecured Subordinated Notes ("RUS Notes"). (Exhibit 4.1 to Form S-1, no. 333-168976)
4.2	Form of RUS Notes (Exhibit 4.2 to Form S-1, no. 333-168976)
4.3	Supplement No. 1 dated December 7, 2010 to Indenture re RUS Notes (Exhibit 4.3 to Form S-1/A, S-1, no. 333-168976)
4.4	Supplement No. 2 dated January 22, 2014 to Indenture re RUS Notes (Exhibit 4.4 to Form S-1, no. 333-190766)
4.5	Supplement No. 3 dated June 14, 2023 to Indenture re RUS Notes (Exhibit 4.5 to Form S-3, no. 333-272653)
10.2	1997 Long-Term Incentive Stock Plan ("1997 Plan" Plan") (Exhibit 10.20 to Form S-2, no. 333-121913) **
10.2.1	Form of Option Agreement under 1997 Plan (Exhibit 10.2.1 to Form 10-K filed March 13, 2006) **
10.14	2006 Long-Term Equity Incentive Plan as amended May 18, 2015 (Incorporated by reference to pages A-1 through A-10 of the definitive proxy statement filed by the registrant on April 27, 2015)**
10.14.1	Form of Option Agreement under the 2006 Long-Term Equity Incentive Plan (Exhibit 10.14.1 to registrant's Form 10-K filed March 9, 2007)**
10.14.2	Form of Option Agreement under the 2006 Long-Term Equity Incentive Plan (Exhibit 99.(D)(2) to registrant's Schedule TO filed November 12, 2009)**
10.14.3	Form of Option Agreement under the 2006 Long-Term Equity Incentive Plan (Exhibit 99.(D)(3) to registrant's Schedule TO filed November 12, 2009)**
14	Registrant's Code of Ethics for Senior Financial Officers (Exhibit 14 to Form 10-K filed March 13, 2006)
21	List of subsidiaries of the registrant (filed herewith) (Exhibit 21 to Form 10-K filed March 15, 2023)
23.1	Consent of Crowe LLP (filed herewith)
31.1	Rule 13a-14(a) certification by Chief Executive Officer (filed herewith)
31.2	Rule 13a-14(a) certification by Chief Financial Officer (filed herewith)
32	Section 1350 certification (filed herewith)
97	Policy Relating to Recovery of Erroneously Awarded Compensation (filed herewith)
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CONSUMER PORTFOLIO SERVICES, INC. (registrant)

March 15, 2023 2024

By: /s/ CHARLES E. BRADLEY, JR.

Charles E. Bradley, Jr., *Director and Chief Executive Officer*

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

March 15, 2023 2024

/s/ CHARLES E. BRADLEY, JR.

Charles E. Bradley, Jr., *Director and Chief Executive Officer (Principal Executive Officer)*

March 15, 2023 2024

/s/ STEPHEN H. DECKOFF

Stephen H. Deckoff, *Director*

March 15, 2023 2024

/s/ LOUIS M. GRASSO

Louis M. Lou Grasso, *Director*

March 15, 2023 2024

/s/ WILLIAM W. GROUNDS

William W. Grounds, *Director*

March 15, 2023 2024

/s/ BRIAN J. RAYHILL

Brian J. Rayhill, *Director*

March 15, 2023 2024

/s/ WILLIAM B. ROBERTS

William B. Roberts, *Director*

March 15, 2023 2024

/s/ JAMES E. WALKER

James E. Walker, *Director*

March 15, 2023 2024

/s/ GREGORY S. WASHER

Gregory S. Washer, *Director*

March 15, 2023 2024

/s/ DANIEL S. WOOD

Daniel S. Wood, *Director*

March 15, 2023

/s/ DENESH BHARWANI

Denesh Bharwani, *Executive Vice President and Chief Financial Officer (Principal Accounting Officer)*

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and the Board of Directors of
Consumer Portfolio Services, Inc. and Subsidiaries
Las Vegas, Nevada

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Consumer Portfolio Services, Inc. and Subsidiaries (the "Company" "Company") as of **December 31, 2022** **December 31, 2023** and **2021** 2022, the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the years in the three-year period ended **December 31, 2022** **December 31, 2023**, and the related notes (collectively referred to as the "financial statements" "financial statements")². We also have audited the Company's internal control over financial reporting as of **December 31, 2022** **December 31, 2023**, based on criteria established in Internal Control – Integrated Framework: (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of **December 31, 2022** **December 31, 2023** and **2021** 2022, and the results of its operations and its cash flows for each of the years in the three-year period ended **December 31, 2022** **December 31, 2023** in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of **December 31, 2022** **December 31, 2023**, based on criteria established in Internal Control – Integrated Framework: (2013) issued by COSO.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Controls over Financial Reporting. Our responsibility is to express an opinion on the Company's financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB" ("PCAOB")) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

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

Accounting for Loans at Fair Value

As described in Notes 1 and 12 to the consolidated financial statements, the Company carries all finance receivables acquired after 2017 at fair value on a recurring basis. The Company had **\$2.4 billion** **\$2.7 billion** in finance receivables that are carried at fair value, all of which are classified as level 3 fair values as they contain one or more inputs which are unobservable and significant to the fair value measurement. With assistance from an outside valuation expert, the Company used a level 3 fair value methodology for the fair value of finance receivables. The significant assumptions used by the Company to calculate the fair value of these financial receivables include the magnitude and timing of net charge-offs and the rate of amortization of the portfolio of finance receivables. These significant assumptions were based on the factors that market participants use in pricing similar receivables and are based on the best information available in the circumstances.

We identified the valuation of finance receivables carried at fair value as a critical audit matter as this estimate requires subjective auditor judgment. Our principal considerations in making this determination are (i) there was significant judgment and estimation by the Company in determining the assumptions to estimate fair value, which in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures related to the fair value of these finance receivables, and (ii) the audit effort involved professionals with specialized skill and knowledge to assist in evaluating the audit evidence obtained from these procedures.

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Testing the design and operating effectiveness of controls over the application of the assumptions used to support the estimate of loans at fair value included addressing:

- The completeness and accuracy of data
- Third-party model review
- Review of management's judgments and significant assumptions over inputs

Substantively testing management's process, including evaluating management's judgments and assumptions, for developing the estimate of loans at fair value included:

- Using an auditor employed valuation specialist to assist in testing the Company's estimate of fair value of the finance receivables. Testing included evaluation of certain management significant assumptions and, evaluating the appropriateness of the methodology including a recalculation of the model.
- Testing the completeness and accuracy of the underlying data used in the fair value of finance receivables estimate.

Allowance for Finance Credit Losses – Qualitative Factors Related to the CECL Reasonable and Supportable Forecasts

As described in Notes 1 and 3 to the financial statements, the Company has a gross receivables portfolio of \$92.3 million and a related allowance for finance credit losses (ACL) on loans of \$21.7 million for the year ended December 31, 2022. Management estimates the allowance using relevant information from internal and external sources, relating to past events, current conditions and reasonable and supportable forecasts. Historical loss experience for older receivables, aggregated into vintage pools based on the calendar quarter of origination is used to estimate expected losses for less seasoned quarterly vintage pools. This estimate is adjusted by certain qualitative factors that may impact future credit losses. The qualitative factors represent management's estimate of the impact of future losses.

The use of qualitative factors to adjust historical losses for management's forecast requires significant judgment. Management applies qualitative factors to adjust its estimation of the timing and amount losses to represent its future economic forecast. We identified auditing the reasonableness of qualitative factors used to create forecasts in its credit loss model as a critical audit matter as it involves especially subjective auditor judgment.

Testing the design and operating effectiveness of controls over the application of the assumptions used to support the estimate of the allowance for credit losses included addressing:

 Crowe LLP

The completeness and accuracy of internal data
Review of management's judgments and significant assumptions over inputs

Substantively testing management's process, including evaluating management's judgments and assumptions, for developing the estimate of the allowance for credit losses included:

- Evaluating the appropriateness of the methodology for developing the forecast and qualitative factors.
- Testing the completeness and accuracy of data used in the calculation of qualitative factors.
- Evaluating the reasonableness of the forecasts.
- Inspecting and evaluating key assumptions and judgments used in developing the qualitative factors.

/s/ Crowe LLP

We have served as the Company's auditor since 2008.

Dallas, Texas

March 15, 2023 2024

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

	December 31, 2022	December 31, 2021
ASSETS		
Cash and cash equivalents	\$ 13,490	\$ 29,928
Restricted cash and equivalents	149,299	146,620
Finance receivables measured at fair value	2,476,617	1,749,098
Finance receivables	92,304	232,390
Less: Allowance for finance credit losses	(21,753)	(56,206)
Finance receivables, net	<u>70,551</u>	<u>176,184</u>
Furniture and equipment, net	1,660	1,129
Deferred tax assets, net	10,177	19,575
Accrued interest receivable	649	2,269
Other assets	30,325	34,775
Total Assets	<u>\$ 2,752,768</u>	<u>\$ 2,159,578</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Accounts payable and accrued expenses	\$ 55,421	\$ 43,648
Warehouse lines of credit	285,328	105,610
Residual interest financing	49,623	53,682
Securitization trust debt	2,108,744	1,759,972
Subordinated renewable notes	25,263	26,459
Total Liabilities	<u>2,524,379</u>	<u>1,989,371</u>
COMMITMENTS AND CONTINGENCIES		
Shareholders' Equity		
Preferred stock, \$1 par value; authorized 4,998,130 shares; none issued	—	—
Series A preferred stock, \$1 par value; authorized 5,000,000 shares; none issued	—	—
Series B preferred stock, \$1 par value; authorized 1,870 shares; none issued	—	—
Common stock, no par value; authorized 75,000,000 shares; 20,131,323 and 21,143,764 shares issued and outstanding at December 31, 2022 and December 31, 2021, respectively	28,906	55,298
Retained earnings	202,514	116,531
Accumulated other comprehensive loss	(3,031)	(1,622)
Total stockholders' equity	<u>228,389</u>	<u>170,207</u>
Total liabilities and stockholders' equity	<u>\$ 2,752,768</u>	<u>\$ 2,159,578</u>

	December 31, 2023	December 31, 2022
ASSETS		
Cash and cash equivalents	\$ 6,174	\$ 13,490
Restricted cash and equivalents	119,257	149,299
Finance receivables measured at fair value	2,722,662	2,476,617
Finance receivables	27,553	92,304
Less: Allowance for finance credit losses	(2,869)	(21,753)
Finance receivables, net	<u>24,684</u>	<u>70,551</u>
Furniture and equipment, net	1,372	1,660
Deferred tax assets, net	3,736	10,177
Other assets	25,861	30,974
Total Assets	<u>\$ 2,903,746</u>	<u>\$ 2,752,768</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Accounts payable and accrued expenses	\$ 62,544	\$ 55,421
Warehouse lines of credit	234,025	285,328
Residual interest financing	49,875	49,623
Securitization trust debt	2,265,446	2,108,744
Subordinated renewable notes	17,188	25,263
Total Liabilities	<u>2,629,078</u>	<u>2,524,379</u>
COMMITMENTS AND CONTINGENCIES		
Shareholders' Equity		

Preferred stock, \$1 par value; authorized 4,998,130 shares; none issued	—	—	
Series A preferred stock, \$1 par value; authorized 5,000,000 shares; none issued	—	—	
Series B preferred stock, \$1 par value; authorized 1,870 shares; none issued	—	—	
Common stock, no par value; authorized 75,000,000 shares; 21,174,856 and 20,131,323 shares issued and outstanding at December 31, 2023 and December 31, 2022, respectively	28,678	28,906	
Retained earnings	247,857	202,514	
Accumulated other comprehensive loss	(1,867)	(3,031)	
	<hr/>	<hr/>	
	274,668	228,389	
	<hr/>	<hr/>	
\$	2,903,746	\$	2,752,768

See accompanying Notes to Consolidated Financial Statements.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)

	Year Ended December 31,		
	2022	2021	2020
Revenues:			
Interest income	\$ 305,237	\$ 266,266	\$ 294,982
Mark to finance receivables measured at fair value	15,283	(4,417)	(29,528)
Other income	9,189	5,962	5,707
	<u>329,709</u>	<u>267,811</u>	<u>271,161</u>
Expenses:			
Employee costs	84,282	80,534	80,198
General and administrative	37,618	34,616	31,981
Interest	87,524	75,239	101,338
Provision for credit losses	(28,100)	(14,590)	14,113
Sales	23,039	16,876	14,206
Occupancy	7,535	7,715	7,421
Depreciation and amortization	1,618	1,675	1,784
	<u>213,516</u>	<u>202,065</u>	<u>251,041</u>
Income before income tax expense (benefit)	116,193	65,746	20,120
Income tax expense (benefit)	30,210	18,222	(1,557)
Net income	<u>\$ 85,983</u>	<u>\$ 47,524</u>	<u>\$ 21,677</u>
Earnings per share:			
Basic	\$ 4.10	\$ 2.11	\$ 0.96
Diluted	3.23	1.84	0.90
Number of shares used in computing earnings per share:			
Basic	20,958	22,562	22,611
Diluted	26,589	25,780	24,003
	Year Ended December 31,		
	2023	2022	2021
Revenues:			
Interest income	\$ 329,219	\$ 305,237	\$ 266,266
Mark to finance receivables measured at fair value	12,000	15,283	(4,417)
Other income	10,795	9,189	5,962
	<u>352,014</u>	<u>329,709</u>	<u>267,811</u>
Expenses:			
Employee costs	88,148	84,282	80,534
General and administrative	50,001	37,618	34,616
Interest	146,631	87,524	75,239
Provision for credit losses	(22,300)	(28,100)	(14,590)
Sales	21,216	23,039	16,876
Occupancy	6,374	7,535	7,715
Depreciation and amortization	847	1,618	1,675
	<u>290,917</u>	<u>213,516</u>	<u>202,065</u>
Income before income tax expense (benefit)	61,097	116,193	65,746
Income tax expense (benefit)	15,754	30,210	18,222
Net income	<u>\$ 45,343</u>	<u>\$ 85,983</u>	<u>\$ 47,524</u>
Earnings per share:			
Basic	\$ 2.17	\$ 4.10	\$ 2.11
Diluted	1.80	3.23	1.84
Number of shares used in computing earnings per share:			
Basic	20,896	20,958	22,562
Diluted	25,218	26,589	25,780

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Year Ended December 31,		
	2022	2021	2020
Net income	\$ 85,983	\$ 47,524	\$ 21,677
Other comprehensive income (loss); change in funded status of pension plan, net of \$513, \$2,554 and \$55 in tax for 2022, 2021 and 2020, respectively	(1,409)	6,949	(150)
Comprehensive income	<u>\$ 84,574</u>	<u>\$ 54,473</u>	<u>\$ 21,527</u>
	Year Ended December 31,		
	2023	2022	2021
Net income	\$ 45,343	\$ 85,983	\$ 47,524
Other comprehensive income (loss); change in funded status of pension plan, net of \$422, \$513 and \$2,554 in tax for 2023, 2022 and 2021, respectively	1,164	(1,409)	6,949
Comprehensive income	<u>\$ 46,507</u>	<u>\$ 84,574</u>	<u>\$ 54,473</u>

See accompanying Notes to Consolidated Financial Statements.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands)

	Accumulated Other				
	Common Stock		Retained Earnings	Comprehensive Loss	Total
	Shares	Amount			
Balance at January 1, 2020	22,531	\$ 71,257	\$ 47,330	\$ (8,421)	\$ 110,166
Common stock issued upon exercise of options and warrants	558	949	–	–	949
Repurchase of common stock	(352)	(1,215)	–	–	(1,215)
Other comprehensive income (loss)	–	–	–	(150)	(150)
Stock-based compensation	–	1,935	–	–	1,935
Net income	–	–	21,677	–	21,677
Balance at December 31, 2020	<u>22,737</u>	<u>\$ 72,926</u>	<u>\$ 69,007</u>	<u>\$ (8,571)</u>	<u>\$ 133,362</u>
Common stock issued upon exercise of options and warrants	2,291	6,048	–	–	6,048
Repurchase of common stock	(3,884)	(25,676)	–	–	(25,676)
Other comprehensive income (loss)	–	–	–	6,949	6,949
Stock-based compensation	–	2,000	–	–	2,000
Net income	–	–	47,524	–	47,524
Balance at December 31, 2021	<u>21,144</u>	<u>\$ 55,298</u>	<u>\$ 116,531</u>	<u>\$ (1,622)</u>	<u>\$ 170,207</u>
Common stock issued upon exercise of options and warrants	3,127	15,277	–	–	15,277
Repurchase of common stock	(4,140)	(46,096)	–	–	(46,096)
Other comprehensive income (loss)	–	–	–	(1,409)	(1,409)
Stock-based compensation	–	4,427	–	–	4,427
Net income	–	–	85,983	–	85,983
Balance at December 31, 2022	<u>20,131</u>	<u>\$ 28,906</u>	<u>\$ 202,514</u>	<u>\$ (3,031)</u>	<u>\$ 228,389</u>
	Accumulated Other				
	Common Stock		Retained Earnings	Comprehensive Loss	Total
	Shares	Amount			
Balance at January 1, 2021	22,737	\$ 72,926	\$ 69,007	\$ (8,571)	\$ 133,362
Common stock issued upon exercise of options and warrants	2,291	6,048	–	–	6,048
Repurchase of common stock	(3,884)	(25,676)	–	–	(25,676)
Other comprehensive income (loss)	–	–	–	6,949	6,949
Stock-based compensation	–	2,000	–	–	2,000
Net income	–	–	47,524	–	47,524
Balance at December 31, 2022	<u>21,144</u>	<u>\$ 55,298</u>	<u>\$ 116,531</u>	<u>\$ (1,622)</u>	<u>\$ 170,207</u>
Common stock issued upon exercise of options and warrants	3,127	15,277	–	–	15,277
Repurchase of common stock	(4,140)	(46,096)	–	–	(46,096)
Other comprehensive income (loss)	–	–	–	(1,409)	(1,409)
Stock-based compensation	–	4,427	–	–	4,427
Net income	–	–	85,983	–	85,983
Balance at December 31, 2022	<u>20,131</u>	<u>\$ 28,906</u>	<u>\$ 202,514</u>	<u>\$ (3,031)</u>	<u>\$ 228,389</u>
Common stock issued upon exercise of options and warrants	3,020	16,581	–	–	16,581
Repurchase of common stock	(1,976)	(20,273)	–	–	(20,273)
Other comprehensive income (loss)	–	–	–	1,164	1,164
Stock-based compensation	–	3,464	–	–	3,464
Net income	–	–	45,343	–	45,343
Balance at December 31, 2023	<u>21,175</u>	<u>\$ 28,678</u>	<u>\$ 247,857</u>	<u>\$ (1,867)</u>	<u>\$ 274,668</u>

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2023	2022	2021
<i>Cash flows from operating activities:</i>			
Net income	\$ 45,343	\$ 85,983	\$ 47,524
<i>Adjustments to reconcile net income to net cash provided by operating activities:</i>			
Accretion of deferred acquisition fees and origination costs	—	—	651
Net interest income accretion on fair value receivables	193,541	135,147	134,020
Depreciation and amortization	847	1,618	1,675
Amortization of deferred financing costs	9,690	8,207	7,114
Mark to fair value of finance receivables measured at fair value	(12,000)	(15,283)	4,417
Provision for credit losses	(22,300)	(28,100)	(14,590)
Stock-based compensation expense	3,464	4,427	2,000
Changes in assets and liabilities:			
Other assets	4,667	4,171	(1,039)
Deferred tax assets, net	6,441	9,398	8,937
Accounts payable and accrued expenses	8,287	10,364	7,485
Net cash provided by operating activities	<u>237,980</u>	<u>215,932</u>	<u>198,194</u>
<i>Cash flows from investing activities:</i>			
Payments received on finance receivables held for investment	68,167	133,733	249,098
Purchases of finance receivables measured at fair value	(1,251,020)	(1,673,166)	(1,107,537)
Payments on receivables portfolio at fair value	823,434	825,783	743,728
Change in repossessions held in inventory	446	1,899	1,329
Purchase of furniture and equipment	(559)	(2,149)	(1,976)
Net cash (used in) investing activities	<u>(359,532)</u>	<u>(713,900)</u>	<u>(115,358)</u>
<i>Cash flows from financing activities:</i>			
Proceeds from issuance of securitization trust debt	1,235,534	1,411,018	1,110,747
Proceeds from issuance of subordinated renewable notes	—	4,004	7,988
Payments on subordinated renewable notes	(8,075)	(5,200)	(2,852)
Net advances (repayments) of warehouse lines of credit	(53,253)	181,868	(14,503)
Net advances (repayments) of residual interest financing debt	—	(4,311)	28,735
Repayment of securitization trust debt	(1,078,432)	(1,060,052)	(1,153,114)
Payment of financing costs	(7,888)	(12,299)	(7,813)
Purchase of common stock	(20,273)	(46,096)	(25,676)
Exercise of options and warrants	16,581	15,277	6,048
Net cash provided by (used in) financing activities	<u>84,194</u>	<u>484,209</u>	<u>(50,440)</u>
Increase (decrease) in cash and cash equivalents	(37,358)	(13,759)	32,396
Cash and cash equivalents at beginning of year	<u>162,789</u>	<u>176,548</u>	<u>144,152</u>
Cash and cash equivalents at end of year	<u>\$ 125,431</u>	<u>\$ 162,789</u>	<u>\$ 176,548</u>
<i>Supplemental disclosure of cash flow information:</i>			
Cash paid during the period for:			
Interest	\$ 135,203	\$ 76,696	\$ 69,476
Income taxes	3,552	16,182	14,253

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2022	2021	2020
<i>Cash flows from operating activities:</i>			
Net income	\$ 85,983	\$ 47,524	\$ 21,677
Adjustments to reconcile net income to net cash provided by operating activities:			
Accretion of deferred acquisition fees and origination costs	—	651	1,138
Net interest income accretion on fair value receivables	135,147	134,020	133,771
Depreciation and amortization	1,618	1,675	1,784
Amortization of deferred financing costs	8,207	7,114	8,102
Mark to fair value of finance receivables measured at fair value	(15,283)	4,417	29,528
Provision for credit losses	(28,100)	(14,590)	14,113
Stock-based compensation expense	4,427	2,000	1,935
Changes in assets and liabilities:			
Accrued interest receivable	1,620	2,748	6,628
Other assets	2,551	(3,787)	2,713
Deferred tax assets, net	9,398	8,937	21,493
Accounts payable and accrued expenses	10,364	7,485	(4,115)
Net cash provided by operating activities	<u>215,932</u>	<u>198,194</u>	<u>238,767</u>
<i>Cash flows from investing activities:</i>			
Payments received on finance receivables held for investment	133,733	249,098	332,296
Purchases of finance receivables measured at fair value	(1,673,166)	(1,107,537)	(739,734)
Payments on receivables portfolio at fair value	825,783	743,728	496,747
Change in repossessions held in inventory	1,899	1,329	3,746
Purchase of furniture and equipment	(2,149)	(1,976)	(24)
Net cash provided by (used in) investing activities	<u>(713,900)</u>	<u>(115,358)</u>	<u>93,031</u>
<i>Cash flows from financing activities:</i>			
Proceeds from issuance of securitization trust debt	1,411,018	1,110,747	714,543
Proceeds from issuance of subordinated renewable notes	4,004	7,988	6,750
Payments on subordinated renewable notes	(5,200)	(2,852)	(2,961)
Net advances (repayments) of warehouse lines of credit	181,868	(14,503)	(16,271)
Net advances (repayments) of residual interest financing debt	(4,311)	28,735	(14,424)
Repayment of securitization trust debt	(1,060,052)	(1,153,114)	(1,009,988)
Payment of financing costs	(12,299)	(7,813)	(5,861)
Purchase of common stock	(46,096)	(25,676)	(1,215)
Exercise of options and warrants	15,277	6,048	949
Net cash provided by (used in) financing activities	<u>484,209</u>	<u>(50,440)</u>	<u>(328,478)</u>
Increase (decrease) in cash and cash equivalents	(13,759)	32,396	3,320
Cash and cash equivalents at beginning of year	<u>176,548</u>	<u>144,152</u>	<u>140,832</u>
Cash and cash equivalents at end of year	<u><u>\$ 162,789</u></u>	<u><u>\$ 176,548</u></u>	<u><u>\$ 144,152</u></u>
<i>Supplemental disclosure of cash flow information:</i>			
Cash paid (received) during the period for:			
Interest	\$ 76,696	\$ 69,476	\$ 93,571
Income taxes	16,182	14,253	(23,997)

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Summary of Significant Accounting Policies

Description of Business

Consumer Portfolio Services, Inc. ("CPS" ("CPS")) was incorporated in California on March 8, 1991. CPS and its subsidiaries (collectively, the "Company" "Company") specialize in purchasing and servicing retail automobile installment sale contracts ("Contracts" ("Contracts")) originated by licensed motor vehicle dealers ("Dealers" ("Dealers")) located throughout the United States. Customers located in Texas, Illinois, Ohio, California, Texas, Ohio, Illinois, Florida, Pennsylvania, and Indiana Pennsylvania represented 8.2 7.1%, 6.9%, 6.2%, 6.0%, 5.4%, and 5.0%, respectively, of contracts purchased during 2023 compared with 7.8%, 5.7%, 7.6%, 5.7 8.2%, 5.1%, 4.6%, and 4.6% respectively of contracts purchased during 2022 compared with 10.9%, 6.1%, 9.3%, 3.6%, 5.0%, 4.6%, and 5.0% respectively in 2021, 2022. No other state had a concentration in excess of 4.6% 5.0% in 2022, 2023. We specialize in contracts with vehicle purchasers who generally would not be expected to qualify for traditional financing provided by commercial banks or automobile manufacturers' captive finance companies.

We are subject to various regulations and laws as they relate to the extension of credit in consumer credit transactions. Failure to comply with such laws and regulations could have a material adverse effect on the Company.

Principles of Consolidation

The Consolidated Financial Statements include the accounts of Consumer Portfolio Services, Inc. and its wholly-owned subsidiaries, certain of which are special purpose subsidiaries ("SPS"), formed to accommodate the structures under which we purchase and securitize our contracts. The Consolidated Financial Statements also include the accounts of CPS Leasing, Inc., an 80% owned subsidiary. All significant intercompany balances and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

For purposes of the statements of cash flows, we consider all highly liquid debt instruments with original maturities of three months or less to be cash equivalents. Cash equivalents consist of cash on hand and due from banks and money market accounts. Substantially all of our cash is deposited at three financial institutions. We maintain cash due from banks in excess of the banks' banks' insured deposit limits. We do not believe we are exposed to any significant credit risk on these deposits. As part of certain financial covenants related to debt facilities, we are required to maintain a minimum unrestricted cash balance. As of December 31, 2022 December 31, 2023, our unrestricted cash balance was \$13.5 6.2 million, which exceeded the minimum amounts required by our financial covenants.

Finance Receivables

Finance receivables, which we have the intent and ability to hold for the foreseeable future or until maturity or payoff, are presented at cost. All finance receivable contracts are held for investment. Interest income is accrued on the unpaid principal balance. Origination fees, net of certain direct origination costs, are deferred and recognized in interest income using the interest method without anticipating prepayments. Generally, payments received on finance receivables are restricted to certain securitized pools, and the related contracts cannot be resold. Finance receivables are charged off pursuant to the controlling documents of certain securitized pools, generally as described below under Charge Off Policy. Management may authorize an extension of payment terms if collection appears likely during the next calendar month.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Our portfolio of finance receivables consists of small-balance homogeneous contracts that are collectively evaluated for impairment on a portfolio basis. We report delinquency on a contractual basis. Once a Contract becomes greater than 90 days delinquent, we do not recognize additional interest income until the obligor under the Contract makes sufficient payments to be less than 90 days delinquent. Any payments received on a Contract that is greater than 90 days delinquent are first applied to accrued interest and then to principal reduction.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Finance Receivables Measured at Fair Value

Effective January 1, 2018, we adopted the fair value method of accounting for finance receivables acquired on or after that date. For each finance receivable acquired after 2017, we consider the price paid on the purchase date as the fair value for such receivable. We estimate the cash to be received in the future with respect to such receivables, based on our experience with similar receivables acquired in the past. We then compute the internal rate of return that results in the present value of those estimated cash receipts being equal to the purchase date fair value. Thereafter, we recognize interest income on such receivables on a level yield basis using that internal rate of return as the applicable interest rate. Cash received with respect to such receivables is applied first against such interest income, and then to reduce the recorded value of the receivables.

We re-evaluate the fair value of such receivables at the close of each measurement period. If the reevaluation were to yield a value materially different from the recorded value, an adjustment would be required. For the twelve-month period ended **December 31, 2022** December 31, 2023 include a **\$15.3** **12.0** million positive mark to the carrying value of the portion of the receivables portfolio accounted for at fair value. The Company considered the effect of the pandemic on the portfolio of finance receivables carried at fair value and recorded a **\$15.3** positive mark down to that portfolio of **\$4.4** million for the twelve-month period ended **December 31, 2021** December 31, 2022.

Anticipated credit losses are included in our estimation of cash to be received with respect to receivables. Because such **In accordance with the fair value accounting standards**, credit losses are included in our computation of the appropriate level yield, **therefore** we do not thereafter make periodic provision for credit losses, as our best estimate of the lifetime aggregate of credit losses is included in that initial computation. Also because we include anticipated credit losses in our computation of the level yield, the computed level yield is materially lower than the average contractual rate applicable to the receivables. Because our initial recorded value is fixed as the price we pay for the receivable, rather than as the contractual principal balance, we do not record acquisition fees as an amortizing asset related to the receivables, nor do we capitalize costs of acquiring the receivables. Rather we recognize the costs of acquisition as expenses in the period incurred.

Allowance for Finance Credit Losses

In order to estimate an appropriate allowance for losses likely incurred on finance receivables, we use a loss allowance methodology commonly referred to as **"static pooling,"** which stratifies the finance receivable portfolio into separately identified pools based on their period of origination, then uses historical performance of seasoned pools to estimate future losses on current pools. Historical loss experience is adjusted as necessary for current economic conditions. We consider our portfolio of finance receivables to be relatively homogenous and consequently we analyze credit performance primarily in the aggregate rather than stratification by any particular credit quality indicator. Using analytical and formula driven techniques, we estimate an allowance for finance credit losses, which we believe is adequate for current expected credit losses that can be reasonably estimated in our portfolio of finance receivable contracts. Net losses incurred on finance receivables are charged to the allowance. We evaluate the adequacy of the allowance by examining current delinquencies, the characteristics of the portfolio, the value of the underlying collateral and historical loss trends. As conditions change, our level of provisioning and/or allowance may change.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Charge Off Policy

Delinquent contracts for which the related financed vehicle has been repossessed are generally charged off at the earliest of (1) the month in which the proceeds from the sale of the financed vehicle are received, (2) the month in which 90 days have passed from the date of repossession or (3) the month in which the Contract becomes seven scheduled payments past due (see Repossessed and Other Assets below). The amount charged off is the remaining principal balance of the Contract, after the application of the net proceeds from the liquidation of the financed vehicle. With respect to delinquent contracts for which the related financed vehicle has not been repossessed, the remaining principal balance is generally charged off no later than the end of the month that the Contract becomes five scheduled payments past due.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Contract Acquisition Fees and Origination Costs

Upon purchase of a Contract from a Dealer, we generally either charge or advance the Dealer an acquisition fee. Dealer acquisition fees and deferred origination costs are applied to the recorded value of finance receivables and are accreted into earnings as an adjustment to the yield over the estimated life of the Contract using the interest method. However, for receivables measured at fair value, we do not record acquisition fees as an amortizing asset related to the receivables, nor do we capitalize costs of acquiring the receivables. Rather we recognize the costs of acquisition as expenses in the period incurred.

Repossessed and Other Assets

If a Contract obligor fails to make or keep promises for payments, or if the obligor is uncooperative or attempts to evade contact or hide the vehicle, a supervisor will review the collection activity relating to the account to determine if repossession of the vehicle is warranted. Generally, such a decision is made between the 60th and 90th day past the obligor's payment due date, but could occur sooner or later, depending on the specific circumstances. At the time the vehicle is repossessed we stop accruing interest on the Contract, and reclassify the remaining Contract balance to the line item "Other Assets" "Other Assets" on our Consolidated Balance Sheet at its estimated fair value less costs to sell. Included in other assets in the accompanying Consolidated Balance Sheets are repossessed vehicles pending sale of \$571,000 125,000 and \$2.5 million 571,000 at December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

Treatment of Securitizations

Our term securitization structure has generally been as follows:

We sell contracts we acquire to a wholly-owned SPS, which has been established for the limited purpose of buying and reselling our contracts. The SPS then transfers the same contracts to another entity, typically a statutory trust ("Trust"). The Trust issues interest-bearing asset-backed securities ("Notes"), in a principal amount equal to or less than the aggregate principal balance of the contracts. We typically sell these contracts to the Trust at face value and without recourse, except representations and warranties that we make to the Trust that are similar to those provided to us by the Dealer. One or more investors (the "Noteholders") purchase the Notes issued by the Trust; the proceeds from the sale of the Notes are then used to purchase the contracts from us. We may retain or sell subordinated Notes issued by the Trust. In addition, we have provided "Credit Enhancement" for the benefit of the Noteholders in three forms: (1) an initial cash deposit to a bank account (a "Spread Account") held by the Trust, (2) overcollateralization of the Notes, where the principal balance of the Notes issued is less than the principal balance of the contracts, and (3) in the form of subordinated Notes. The agreements governing the securitization transactions (collectively referred to as the "Securitization Agreements") require that the initial level of Credit Enhancement be supplemented by a portion of collections from the contracts until the level of Credit Enhancement reaches specified levels, which are then maintained. The specified levels are generally computed as a percentage of the principal amount remaining unpaid under the related contracts. The specified levels at which the Credit Enhancement is to be maintained will vary depending on the performance of the portfolios of contracts held by the Trusts and on other conditions. Such levels have increased and decreased from time to time based on performance of the various portfolios, and have also varied from one Trust to another.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Our warehouse securitization structures are similar to the above, except that (i) the SPS that purchases the contracts pledges the contracts to secure promissory notes or loans that it issues, and (ii) no increase in the required amount of Credit Enhancement is contemplated. Upon each sale of contracts in a securitization structured as a secured financing, we retain as assets on our Consolidated Balance Sheet the securitized contracts and record as indebtedness the Notes issued in the transaction.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

We have the power to direct the most significant activities of the SPS. In addition, we have the obligation to absorb losses and the rights to receive benefits from the SPS, both of which could be potentially significant to the SPS. These types of securitization structures are treated as secured financings, in which the receivables remain on our Consolidated Balance Sheet, and the debt issued by the SPS is shown as a securitization trust debt on our Consolidated Balance Sheet.

We receive periodic base servicing fees for the servicing and collection of the contracts. In addition, we are entitled to the cash flows from the Trusts that represent collections on the contracts in excess of the amounts required to pay principal and interest on the Notes, the base servicing fees, and certain other fees (such as trustee and custodial fees). Required principal payments on the Notes are generally defined as the payments sufficient to keep the principal balance of the Notes equal to the aggregate principal balance of the related contracts (excluding those contracts that have been charged off), or a pre-determined percentage of such balance. Where that percentage is less than 100%, the related Securitization Agreements require accelerated payment of principal until the principal balance of the Notes is reduced to the specified percentage. Such accelerated principal payment is said to create "overcollateralization" of the Notes.

If the amount of cash required for payment of fees, interest and principal on the senior Notes exceeds the amount collected during the collection period, the shortfall is generally withdrawn from the Spread Account, if any. If the cash collected during the period exceeds the amount necessary for the above allocations plus required principal payments on the subordinated Notes, if any, and there is no shortfall in the related Spread Account or other form of Credit Enhancement, the excess is released to us. If the total Credit Enhancement amount is not at the required level, then the excess cash collected is retained in the Trust until the specified level is achieved. Cash in the Spread Accounts is restricted from our use. Cash held in the various Spread Accounts is invested in high quality, liquid investment securities, as specified in the Securitization Agreements. In all of our term securitizations we have transferred the receivables (through a subsidiary) to the securitization Trust. We report the assets and liabilities of the securitization Trust on our Consolidated Balance Sheet. The Noteholders' and the related securitization Trusts' recourse against us for failure of the contract obligors to make payments on a timely basis is limited, in general, to our Finance Receivables, and Spread Accounts.

Servicing

We consider the contractual servicing fee received on our managed portfolio held by non-consolidated subsidiaries to be equal to adequate compensation. Additionally, we consider that these fees would fairly compensate a substitute servicer, should one be required. As a result, no servicing asset or liability has been recognized. Servicing fees received on the managed portfolio held by non-consolidated subsidiaries are reported as income when earned. Servicing fees received on the managed portfolio held by consolidated subsidiaries are included in interest income when earned. Servicing costs are charged to expense as incurred. Servicing fees receivable, which are included in Other Assets in the accompanying Consolidated Balance Sheets, represent fees earned but not yet remitted to us by the trustee.

Furniture and Equipment

Furniture and equipment are stated at cost net of accumulated depreciation. We calculate depreciation using the straight-line method over the estimated useful lives of the assets, which range from three to five years. Assets held under capital leases and leasehold improvements are amortized over the lesser of the estimated useful lives of the assets or the related lease terms. Amortization expense on assets acquired under capital lease is included with depreciation expense on owned assets.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Impairment of Long-Lived Assets and Long-Lived Assets to Be Disposed Of

Long-lived assets and certain identifiable intangibles are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.

Other Income

The following table presents the primary components of Other Income:

	Year Ended December 31,			Year Ended December 31,		
	2022		2021	2020		2023
	(In thousands)			(In thousands)		
Third-party portfolio	\$ 6,814	\$ —	\$ —	\$ —	\$ 9,350	\$ 6,814
Direct mail revenues	774	3,391	3,312	—	—	774
Convenience fee revenue	218	590	1,490	—	—	3,391
Recoveries on previously charged-off contracts	71	115	111	—	—	—
Sales tax refunds	737	580	748	1,078	737	580
Other	575	1,286	46	367	864	1,991
Other income for the period	<u>\$ 9,189</u>	<u>\$ 5,962</u>	<u>\$ 5,707</u>	<u>\$ 10,795</u>	<u>\$ 9,189</u>	<u>\$ 5,962</u>

Earnings Per Share

Earnings per share were calculated using the weighted average number of shares outstanding for the related period. The following table illustrates the computation of basic and diluted earnings per share:

	Year Ended December 31,			Year Ended December 31,		
	2022		2021	2020		2023
	(In thousands, except per share data)			(In thousands, except per share data)		
Numerator:						
Numerator for basic and diluted earnings per share	\$ 85,983	\$ 47,524	\$ 21,677	\$ 45,343	\$ 85,983	\$ 47,524
Denominator:						
Denominator for basic earnings per share - weighted average number of common shares outstanding during the year	20,958	22,562	22,611	20,896	20,958	22,562
Incremental common shares attributable to exercise of outstanding options and warrants	5,631	3,218	1,392	4,322	5,631	3,218
Denominator for diluted earnings per share	<u>26,589</u>	<u>25,780</u>	<u>24,003</u>	<u>25,218</u>	<u>26,589</u>	<u>25,780</u>
Basic earnings per share	<u>\$ 4.10</u>	<u>\$ 2.11</u>	<u>\$ 0.96</u>	<u>\$ 2.17</u>	<u>\$ 4.10</u>	<u>\$ 2.11</u>
Diluted earnings per share	<u>\$ 3.23</u>	<u>\$ 1.84</u>	<u>\$ 0.90</u>	<u>\$ 1.80</u>	<u>\$ 3.23</u>	<u>\$ 1.84</u>

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Incremental shares of **1.2** **1.7** million, **5.7** **1.2** million and **13.6** **5.7** million related to stock options and warrants have been excluded from the diluted earnings per share calculation for the years ended **December 31, 2022** **December 31, 2023**, **2021** **2022** and **2020**, **2021**, respectively, because the effect is anti-dilutive.

Deferral and Amortization of Debt Issuance Costs

Costs related to the issuance of debt are deferred and amortized using the interest method over the contractual or expected term of the related debt. Unamortized debt issuance costs are presented as a direct deduction to the carrying amount of the related debt on our Consolidated Balance Sheets.

Income Taxes

The Company and its subsidiaries file a consolidated federal income tax return and combined or stand-alone state franchise tax returns for certain states. We utilize the asset and liability method of accounting for income taxes, under which deferred income taxes are recognized for the future tax consequences attributable to the differences between the financial statement values of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. We estimate a valuation allowance against that portion of the deferred tax asset whose utilization in future periods is not more than likely.

Purchases of Company Stock

We record purchases of our own common stock at cost and treat the shares as retired.

Stock Option Plan

The Company accounts for stock-based compensation in accordance with FASB ASC Topic 718, *Compensation—Stock Compensation*, that generally requires entities to recognize the cost of employee services received in exchange for awards of stock options, restricted stock or other equity instruments, based on the grant date fair value of those awards. Compensation cost is recognized for awards issued to employees based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options. This cost is recognized over the period which an employee is required to provide services in exchange for the award, generally the vesting period.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amounts of income and expenses during the reported periods. These are material estimates that could be susceptible to changes in the near term and, accordingly, actual results could differ from those estimates.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Reclassification

Certain amounts for the prior year have been reclassified to conform to the current year's presentation with no effect on previously reported earnings or shareholders' equity.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Financial Covenants **Covenants**

Certain of our securitization transactions, our residual interest financing and our warehouse credit facilities contain various financial covenants requiring certain minimum financial ratios and results. Such covenants include maintaining minimum levels of liquidity and net worth and not exceeding maximum leverage levels. In addition, certain securitization and non-securitization related debt contain cross-default provisions that would allow certain creditors to declare a default if a default occurred under a different facility. As of **December 31, 2022** **December 31, 2023** we were in compliance with all such financial covenants.

Provision for Contingent Liabilities

We are routinely involved in various legal proceedings resulting from our consumer finance activities and practices, both continuing and discontinued. Our legal counsel has advised us on such matters where, based on information available at the time of this report, there is an indication that it is both probable that a liability has been incurred and the amount of the loss can be reasonably determined.

We have recorded a liability as of **December 31, 2022** **December 31, 2023**, which represents our estimate of the immaterial aggregate probable incurred losses for legal contingencies. The amount of losses that may ultimately be incurred, over and above such losses as are probable, cannot be estimated with certainty.

Recent Accounting Pronouncements

In March 2022, FASB issued ASU No. 2022-02, Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures. The amendments in this ASU eliminate the long-standing accounting guidance for Troubled Debt Restructurings (“TDRs”) by creditors in Subtopic 310-40, Receivables – Troubled Debt Restructurings by Creditors, as it is no longer meaningful due to the introduction of Topic 326, which requires an entity to consider lifetime expected credit losses on loans when establishing an allowance for credit losses. Thus, most losses that would have been realized for a TDR under Subtopic 310-40 are now captured by the accounting required under Topic 326. The amendments in this ASU also require that an entity disclose current-period gross write offs by year of origination for financing receivables and net investments in leases within the scope of Subtopic 326-20, Financial Instruments – Credit Losses Measured at Amortized Cost. The Company adopted ASU No. 2022-02 effective January 1, 2023. Aside from the changes to the disclosures required by ASU No. 2022-02, the ASU did not have a material impact on our consolidated financial statements.

In November 2023, the FASB issued ASU No. 2023-07, “Segment Reporting (Topic 280),” which is intended to enhance the disclosures on reportable segments. This new standard will be effective for annual reporting periods beginning after December 15, 2023, with early adoption permitted. The Company is currently evaluating the impact of ASU 2023-07; however, at the current time, the Company does not believe this ASU will have a material impact on its consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, “Income Taxes (Topic 740),” which is intended to provide greater transparency in various income tax components that affect the rate reconciliation based on the applicable taxing jurisdictions, as well as the qualitative and quantitative aspects of those components. This new standard will be effective for annual reporting periods beginning on or after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact of ASU 2023-09; however, at the current time, the Company does not believe this ASU will have a material impact on its consolidated financial statements.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(2) Restricted Cash

Restricted cash consists of cash and cash equivalent accounts relating to our outstanding securitization trusts and credit facilities. The amount of restricted cash on our Consolidated Balance Sheets was \$149.3 million and \$146.6 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

Our securitization transactions and one of our warehouse credit facilities require that we establish cash reserves, or spread accounts, as additional credit enhancement. These cash reserves, which are included in restricted cash, were \$56.8 million and \$49.0 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

(3) Finance Receivables

Our portfolio of finance receivables consists of small-balance homogeneous contracts comprising a single segment and class that is collectively evaluated for impairment on a portfolio basis according to delinquency status. Our contract purchase guidelines are designed to produce a homogenous portfolio. For key terms such as interest rate, length of contract, monthly payment and amount financed, there is relatively little variation from the average for the portfolio. We report delinquency on a contractual basis. Once a contract becomes greater than 90 days delinquent, we do not recognize additional interest income until the obligor under the contract makes sufficient payments to be less than 90 days delinquent. Any payments received on a contract that is greater than 90 days delinquent are first applied to accrued interest and then to principal reduction.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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In January 2018 the Company adopted the fair value method of accounting for finance receivables acquired after 2017. Finance receivables measured at fair value are recorded separately on the Company's Balance Sheet and are excluded from all tables in this footnote.

The following table presents the components of finance receivables, net of unearned interest:

	December 31,		December 31,	
	2022	2021	2023	2022
	(In thousands)		(In thousands)	
Finance receivables				
Automobile finance receivables, net of unearned interest	\$ 92,304	\$ 232,390	\$ 27,553	\$ 92,304
Unearned acquisition fees, discounts and deferred origination costs, net	-	-	-	-
Finance receivables	\$ 92,304	\$ 232,390	\$ 27,553	\$ 92,304

We consider an automobile contract delinquent when an obligor fails to make at least 90% of a contractually due payment by the following due date, which date may have been extended within limits specified in the servicing agreements. The period of delinquency is based on the number of days payments are contractually past due, as extended where applicable. Automobile contracts less than 31 days delinquent are not reported as delinquent. In certain circumstances we will grant obligors one-month payment extensions. The only modification of terms is to advance the obligor's next due date by one month and extend the maturity date of the receivable by one month. In certain limited cases, a two-month extension may be granted. There are no other concessions, such as a reduction in interest rate, forgiveness of principal or of accrued interest. Accordingly, we consider such extensions to be insignificant delays in payments rather than troubled debt restructurings. The following table summarizes the delinquency status of finance receivables as of December 31, 2022 December 31, 2023 and 2021: December 31, 2022:

Delinquency Status	December 31,	
	2022	2021
	(In thousands)	
Current	\$ 65,764	\$ 186,625
31-60 days	16,796	30,980
61-90 days	7,756	12,070
91 + days	1,988	2,715
	\$ 92,304	\$ 232,390

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Delinquency Status	December 31,	
	2023	2022
	(In thousands)	
Current	\$ 17,771	\$ 65,764
31-60 days	5,626	16,796
61-90 days	3,087	7,756
91 + days	1,069	1,988
	<u>\$ 27,553</u>	<u>\$ 92,304</u>

Finance receivables totaling ~~\$2.0~~ 1.1 million and ~~\$2.7~~ 2.0 million at ~~December 31, 2022~~ December 31, 2023 and ~~2021~~, 2022, respectively, have been placed on non-accrual status as a result of their delinquency status.

Allowance for Credit Losses – Finance Receivables

The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of finance receivables to present the net amount expected to be collected. Charge offs are deducted from the allowance when management believes that collectability is unlikely.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Management estimates the allowance using relevant available information, from internal and external sources, relating to past events, current conditions and, reasonable and supportable forecasts. We believe our historical credit loss experience provides the best basis for the estimation of expected credit losses. Consequently, we use historical loss experience for older receivables, aggregated into vintage pools based on their calendar quarter of origination, to forecast expected losses for less seasoned quarterly vintage pools.

We measure the weighted average monthly incremental change in cumulative net losses for the vintage pools in the relevant historical period. For the pools in the relevant historical period, we consider each pool's performance from its inception through the end of the current period. We then apply the results of the historical analysis to less seasoned vintage pools beginning with each vintage pool's most recent actual cumulative net loss experience and extrapolating from that point based on the historical data. We believe the pattern and magnitude of losses on older vintages allows us to establish a reasonable and supportable forecast of less seasoned vintages.

Our contract purchase guidelines are designed to produce a homogenous portfolio. For key credit characteristics of individual contracts such as obligor credit history, job stability, residence stability and ability to pay, there is relatively little variation from the average for the portfolio. Similarly, for key structural characteristics such as loan-to-value, length of contract, monthly payment and amount financed, there is relatively little variation from the average for the portfolio. Consequently, we do not believe there are significant differences in risk characteristics between various segments of our portfolio.

Our methodology incorporates historical pools that are sufficiently seasoned to capture the magnitude and trends of losses within those vintage pools. Furthermore, the historical period encompasses a substantial volume of receivables over periods that include fluctuations in the competitive landscape, the Company's rates of growth, size of our managed portfolio and fluctuations in economic growth and unemployment.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In consideration of the depth and breadth of the historical period, and the homogeneity of our portfolio, we generally do not adjust historical loss information for differences in risk characteristics such as credit or structural composition of segments of the portfolio or for changes in environmental conditions such as changes in unemployment rates, collateral values or other factors. Throughout our history we have observed how events such as extreme weather, political unrest, and other qualitative factors have influenced the performance of our portfolio. Consequently, we have considered how such qualitative factors may affect future credit losses and have incorporated our judgement of the effect of those factors into our estimates.

The following table presents the amortized cost basis of our finance receivables by annual vintage as of December 31, 2022 December 31, 2023 and 2021: 2022:

	December 31,		December 31,	
	2022	2021	2023	2022
	(In thousands)		(In thousands)	
<u>Annual Vintage Pool</u>				
2012 and prior	\$ 33	\$ 131		
2013	231	1,091		
2014	1,601	6,881		
2014 and prior			\$ 370	\$ 1,865
2015	8,627	29,695	1,788	8,627
2016	28,632	76,728	7,673	28,632
2017	53,180	117,864	17,722	53,180
Total amortized cost basis	\$ 92,304	\$ 232,390	\$ 27,553	\$ 92,304

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

At the adoption of CECL in 2020, the Company recorded an addition to its allowance for finance credit losses of \$127.0 million 127.0 million. In accordance with the rules for adopting CECL, the offset to the addition to the allowance for finance credit losses was a tax affected reduction to retained earnings using the modified retrospective method.

The Company recorded a reduction to provision for credit losses on finance receivables in the amount of \$22.3 million, \$28.1 million, and \$14.6 million for the years ended December 31, 2022 December 31, 2023, 2022, and 2021, respectively. The reserve decrease was primarily due to a decrease in lifetime expected credit losses resulting from improved better than expected credit performance an improved macroeconomic outlook and higher used car prices. The Company made additional provisions for credit losses of \$14.1 million for the year ended December 30, 2020. Those reserve increases were made in consideration for the uncertainty associated with the pandemic, these receivables.

The following table presents a summary of the activity for the allowance for finance credit losses, for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020: 2021:

	December 31,			December 31,		
	2022	2021	2020	2023	2022	2021
	(In thousands)			(In thousands)		
Balance at beginning of year	\$ 56,206	\$ 80,790	\$ 11,640	\$ 21,753	\$ 56,206	\$ 80,790
Impact of adoption ASC 326	n/a	n/a	127,000	(22,300)	(28,100)	(14,590)
Balance at beginning of period				(28,100)	(14,590)	14,113
Provision for credit losses on finance receivables		(18,319)	(30,940)	(90,824)	(8,064)	(18,319)
Charge-offs		11,966	20,946	18,861	11,480	20,946
Recoveries		\$ 21,753	\$ 56,206	\$ 80,790	\$ 2,869	\$ 21,753
Balance at end of year					\$ 56,206	\$ 56,206
Balance at end of period						

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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The following table presents the gross charge-offs by year of origination of our finance receivables for the year ended December 31, 2023, 2022, and 2021:

Annual Vintage Pool	December 31,		
	2023	2022	2021
	(In thousands)		
2014 and prior	\$ 325	\$ 963	\$ 3,640
2015	1,031	3,047	9,816
2016	3,266	6,586	13,330
2017	4,294	8,271	14,073
Applied against repos in inventory (net)	(852)	(548)	(9,919)
	<u><u>\$ 8,064</u></u>	<u><u>\$ 18,319</u></u>	<u><u>\$ 30,940</u></u>

Excluded from finance receivables are contracts that were previously classified as finance receivables but were reclassified as other assets because we have repossessed the vehicle securing the Contract. The following table presents a summary of such repossessed inventory together with the allowance for losses on repossessed inventory:

	December 31,		December 31,	
	2022	2021	2023	2022
	(In thousands)		(In thousands)	
Gross balance of repossessions in inventory	\$ 1,894	\$ 4,341	\$ 597	\$ 1,894
Allowance for losses on repossessed inventory	(1,323)	(1,871)	(472)	(1,323)
Net repossessed inventory included in other assets	<u><u>\$ 571</u></u>	<u><u>\$ 2,470</u></u>	<u><u>\$ 125</u></u>	<u><u>\$ 571</u></u>

(4) Furniture and Equipment

The following table presents the components of furniture and equipment:

	December 31,	
	2023	2022
	(In thousands)	
Furniture and fixtures	\$ 1,936	\$ 1,936
Computer and telephone equipment	6,823	6,349
Leasehold improvements	1,570	1,570
	<u><u>10,329</u></u>	<u><u>9,855</u></u>
Less: accumulated depreciation and amortization	(8,957)	(8,195)
	<u><u>\$ 1,372</u></u>	<u><u>\$ 1,660</u></u>

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(4) Furniture and Equipment

The following table presents the components of furniture and equipment:

	December 31,	
	2022	2021
	(In thousands)	
Furniture and fixtures	\$ 1,936	\$ 1,936
Computer and telephone equipment	6,349	5,216
Leasehold improvements	1,570	1,507
	9,855	8,659
Less: accumulated depreciation and amortization	(8,195)	(7,530)
	<u>\$ 1,660</u>	<u>\$ 1,129</u>

Depreciation expense totaled \$1,618,000 \$847,000, \$1,675,000 1,618,000, and \$1,784,000 1,675,000 for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021, respectively.

(5) Securitization Trust Debt

We have completed numerous term securitization transactions that are structured as secured borrowings for financial accounting purposes. The debt issued in these transactions is shown on our Consolidated Balance Sheets as "Securitization trust debt," and the components of such debt are summarized in the following table:

Series	Final Scheduled Payment Date (1)	Receivables Pledged at December 31, 2023 (2)	Initial Principal	Outstanding Principal at December 31, 2023	Outstanding Principal at December 31, 2022	Weighted Average Contractual Debt Interest Rate at December 31, 2023
(Dollars in thousands)						
CPS 2018-A	March 2025	\$ —	\$ 190,000	\$ —	\$ 12,939	—
CPS 2018-B	December 2024	—	201,823	—	17,077	—
CPS 2018-C	September 2025	—	230,275	—	20,222	—
CPS 2018-D	June 2025	—	233,730	—	25,563	—
CPS 2019-A	March 2026	—	254,400	—	32,898	—
CPS 2019-B	June 2026	20,167	228,275	15,742	33,897	6.03%
CPS 2019-C	September 2026	24,448	243,513	19,725	41,515	5.05%
CPS 2019-D	December 2026	32,326	274,313	27,445	53,625	4.37%
CPS 2020-A	March 2027	31,101	260,000	26,382	52,705	4.79%
CPS 2020-B	June 2027	36,924	202,343	24,197	41,736	7.19%
CPS 2020-C	November 2027	51,128	252,200	43,487	72,894	4.00%
CPS 2021-A	March 2028	55,081	230,545	39,039	72,076	1.81%
CPS 2021-B	June 2028	69,614	240,000	55,684	101,206	2.50%
CPS 2021-C	September 2028	104,844	291,000	85,563	147,593	2.03%
CPS 2021-D	December 2028	143,579	349,202	126,059	209,277	2.53%
CPS 2022-A	April 2029	158,852	316,800	137,479	222,613	2.78%
CPS 2022-B	October 2029	243,310	395,600	213,779	325,907	4.83%
CPS 2022-C	April 2030	278,732	391,600	230,273	346,714	5.78%
CPS 2022-D	June 2030	232,868	307,018	205,583	292,461	7.91%
CPS 2023-A	August 2030	273,944	324,768	231,906	—	6.32%
CPS 2023-B	November 2030	303,157	332,885	268,172	—	6.59%
CPS 2023-C	February 2031	281,097	291,732	257,568	—	6.65%
CPS 2023-D	May 2031	293,940	286,149	271,939	—	7.22%
		<u>\$ 2,635,113</u>	<u>\$ 6,328,171</u>	<u>\$ 2,280,021</u>	<u>\$ 2,122,919</u>	

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Series	Final Scheduled Payment Date (1)	Receivables Pledged at December 31, 2022 (2)		Initial Principal	Outstanding Principal at December 31, 2022	Outstanding Principal at December 31, 2021	Weighted Average Contractual Debt Interest Rate at December 31, 2022
		(Dollars in thousands)					
CPS 2017-A	April 2024	\$	—	\$ 206,320	\$ —	\$ 17,644	—
CPS 2017-B	December 2023		—	225,170	—	12,491	—
CPS 2017-C	September 2024		—	224,825	—	25,846	—
CPS 2017-D	June 2024		—	196,300	—	26,744	—
CPS 2018-A	March 2025		16,642	190,000	12,939	29,518	5.17%
CPS 2018-B	December 2024		20,897	201,823	17,077	36,092	5.61%
CPS 2018-C	September 2025		24,589	230,275	20,222	42,765	6.07%
CPS 2018-D	June 2025		30,015	233,730	25,563	49,634	5.82%
CPS 2019-A	March 2026		38,138	254,400	32,898	62,667	5.49%
CPS 2019-B	June 2026		39,755	228,275	33,897	61,730	5.39%
CPS 2019-C	September 2026		46,903	243,513	41,515	75,065	4.35%
CPS 2019-D	December 2026		60,856	274,313	53,625	98,625	3.71%
CPS 2020-A	March 2027		56,226	260,000	52,705	99,485	3.99%
CPS 2020-B	June 2027		63,849	202,343	41,736	87,048	6.16%
CPS 2020-C	November 2027		86,061	252,200	72,894	138,899	3.24%
CPS 2021-A	March 2028		90,801	230,545	72,076	147,516	1.39%
CPS 2021-B	June 2028		113,723	240,000	101,206	179,856	1.86%
CPS 2021-C	September 2028		165,102	291,000	147,593	250,003	1.60%
CPS 2021-D	December 2028		224,055	349,202	209,277	330,325	1.85%
CPS 2022-A	April 2029		243,580	316,800	222,613	—	2.16%
CPS 2022-B	October 2029		355,224	395,600	325,907	—	4.16%
CPS 2022-C	April 2030		394,782	391,600	346,714	—	5.24%
CPS 2022-D	August 2030		322,973	307,018	292,461	—	7.37%
		\$	2,394,171	\$	5,945,252	\$	2,122,919
				\$	1,771,953		

(1) The Final Scheduled Payment Date represents final legal maturity of the securitization trust debt. Securitization trust debt is expected to become due and to be paid prior to those dates, based on amortization of the finance receivables pledged to the Trusts. Expected payments, which will depend on the performance of such receivables, as to which there can be no assurance, are \$804.4 million in 2023, \$578.9 million in 2024, \$391.6 million in 2025, \$202.3 million in 2026, \$128.1 million in 2027, \$55.3 million in 2028, and \$0.6 million in 2029.

(2) Includes reposessed assets that are included in Other Assets on our Consolidated Balance Sheets.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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Debt issuance costs of \$14.2 **14.6** million and \$12.0 **14.2** million as of December 31, 2022 December 31, 2023 and December 31, 2021 December 31, 2022, respectively, have been excluded from the table above. These debt issuance costs are presented as a direct deduction to the carrying amount of the Securitization trust debt on our Consolidated Balance Sheets.

All of the securitization trust debt was issued in private placement transactions to qualified institutional investors. The debt was issued by our wholly-owned, bankruptcy remote subsidiaries and is secured by the assets of such subsidiaries, but not by any of our other assets.

The terms of the various securitization agreements related to the issuance of the securitization trust debt require that certain delinquency and credit loss criteria be met with respect to the collateral pool, and require that we maintain minimum levels of liquidity and net worth and not exceed maximum leverage levels. We were in compliance with all such covenants as of December 31, 2022 December 31, 2023.

We are responsible for the administration and collection of the contracts. The securitization agreements also require certain funds be held in restricted cash accounts to provide additional credit enhancement for the Notes or to be applied to make payments on the securitization trust debt. As of December 31, 2022 December 31, 2023, restricted cash under the various agreements totaled approximately \$149.3 **119.3** million. Interest expense on the securitization trust debt is composed of the stated rate of interest plus amortization of additional costs of borrowing. Additional costs of borrowing include facility fees, insurance premiums, amortization of deferred financing costs, and amortization of discounts required on the notes at the time of issuance. Deferred financing costs related to the securitization trust debt are amortized using the interest method. Accordingly, the effective cost of borrowing of the securitization trust debt is greater than the stated rate of interest.

Our wholly-owned, bankruptcy remote subsidiaries were formed to facilitate the above asset-backed financing transactions. Similar bankruptcy remote subsidiaries issue the debt outstanding under our warehouse line of credit. Bankruptcy remote refers to a legal structure in which it is expected that the applicable entity would not be included in any bankruptcy filing by its parent or affiliates. All of the assets of these subsidiaries have been pledged as collateral for the related debt. All such transactions, treated as secured financings for accounting and tax purposes, are treated as sales for all other purposes, including legal and bankruptcy purposes. None of the assets of these subsidiaries are available to pay any of our other creditors.

(6) Debt

The terms of our debt outstanding at December 31, 2023 and 2022 are summarized below:

Description	Interest Rate	Maturity	Amount Outstanding at	
			December 31, 2023	December 31, 2022
			(In thousands)	
Warehouse lines of credit	3.00% over CP yield rate (Minimum 3.75%) 8.58% and 7.48% at December 31, 2023 and December 31 2022, respectively	July 2024	\$ 165,628	\$ 150,293
	4.15% over a commercial paper rate (Minimum 5.15%) 9.63% and 8.60% at December 31 2023, and December 31 2022, respectively	January 2024	68,997	137,585
Residual interest financing	7.86%	June 2026	50,000	50,000
Subordinated renewable notes	Weighted average rate of 8.45% and 7.82% at December 31, 2023 and December 31, 2022, respectively	Weighted average maturity of February 2026 and October 2024 at December 31, 2023 and December 31, 2022, respectively	17,188	25,263
			\$ 301,813	\$ 363,141

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(6) Debt

The terms of our debt outstanding at December 31, 2022 and 2021 are summarized below:

Description	Interest Rate	Maturity	Amount Outstanding at	
			December 31, 2022	December 31, 2021
			(In thousands)	
Warehouse lines of credit	3.00% over CP yield rate (Minimum 3.75%) 7.48% and 3.75% at December 31, 2022 and December 31 2021, respectively	July 2024	\$ 150,293	\$ 70,590
	4.15% over a commercial paper rate (Minimum 5.15%) 8.60% and 5.15% at December 31 2022, and December 31 2021, respectively	January 2024	137,585	35,420
Residual interest financing	8.60%	January 2026	—	4,311
Residual interest financing	7.86%	June 2026	50,000	50,000
Subordinated renewable notes	Weighted average rate of 7.82% and 8.93% at December 31, 2022 and December 31, 2021, respectively	Weighted average maturity of October 2024 and January 2024 at December 31, 2022 and December 31, 2021, respectively	25,263	26,459
			\$ 363,141	\$ 186,780

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Debt issuance costs of **\$2.6 million** 599,000 and **\$400,000 2.6 million** as of **December 31, 2022** December 31, 2023 and **December 31, 2021** December 31, 2022, respectively, have been excluded from the table above. These debt issuance costs are presented as a direct deduction to the carrying amount of the Warehouse lines of credit and residual interest financing on our Consolidated Balance Sheets.

On May 11, 2012, we entered into a \$100 million one-year warehouse credit line with Citibank, N.A. The facility is structured to allow us to fund a portion of the purchase price of automobile contracts by borrowing from a credit facility to our consolidated subsidiary Page Eight Funding, LLC. The facility provides for effective advances up to 86.0% of eligible finance receivables. The Class A loans under the facility generally accrue interest during the revolving period at a per annum rate equal to one-month SOFR plus 3.00% per annum, with a minimum rate of 3.75% per annum and during the amortization period at a per annum rate equal to one-month SOFR plus 4.00% per annum, with a minimum rate of 4.75% per annum. The Class B loans under the facility generally accrue interest during the revolving period at a per annum rate equal to 8.50% per annum and during the amortization period at a per annum rate equal to 9.50% per annum. In July 2022, we renewed our two-year revolving credit agreement with Citibank, N.A., and doubled the capacity from \$100 million to \$200 million. This facility was amended to extend the revolving period to July 2024 and to include an amortization period through July 2025 for any receivables pledged to the facility at the end of the revolving period. At **December 31, 2022** December 31, 2023 there was **\$150.3 165.6** million outstanding under this facility.

On February 2, 2022, we renewed our two-year revolving credit agreement with Ares Agent Services, L.P. The facility is structured to allow us to fund a portion of the purchase price of automobile contracts by borrowing from a credit facility to our consolidated subsidiary Page Nine Funding, LLC. The facility provides for effective advances up to **88.00% 85.25%** of eligible finance receivables. The loans under the facility accrue interest at a commercial paper rate plus 4.15% per annum, with a minimum rate of 5.15% per annum. In June 2022, we increased the capacity of our credit agreement with Ares Agent Services, L.P. from \$100 million to \$200 million. This facility was amended to extend the revolving period to January 2024 followed by an amortization period through January 2028 for any receivables pledged to the facility at the end of the revolving period. At **December 31, 2022** December 31, 2023 there was **\$137.6 69.0** million outstanding under this facility. Prior to the expiration of the revolving period in January 2024, the revolving period was extended to March 31, 2024.

The total outstanding debt on our two warehouse lines of credit was **\$287.9 234.6** million as of **December 31, 2022** December 31, 2023, compared to **\$106.0 287.9** million outstanding as of **December 31, 2021** December 31, 2022.

On June 30, 2021, we completed a \$50 million securitization of residual interests from previously issued securitizations. In this residual interest financing transaction, qualified institutional buyers purchased **\$50.0 50.0** million of asset-backed notes secured by residual interests in eleven CPS securitizations consecutively issued from January 2018 and September 2020. The sold notes ("2021-1 Notes"), issued by CPS Auto Securitization Trust 2021-1, consist of a single class with a coupon of 7.86%. At **December 31, 2022** December 31, 2023 there was **\$50.0 50.0** million outstanding under this facility.

The agreed valuation of the collateral for the **2018-1** and **2021-1** Notes is the sum of the amounts on deposit in the underlying spread accounts for each related securitization and the over-collateralization of each related securitization, which is the difference between the outstanding principal balances of the related receivables less the principal balance of the outstanding notes issued in the related securitization. On each monthly payment date, the **2018-1** and **2021-1** Notes are entitled to interest at the coupon rate and, if necessary, a principal payment necessary to maintain a specified minimum collateral ratio.

Unamortized debt issuance costs of **\$377,000 125,000** and **\$629,000 377,000** as of **December 31, 2022** December 31, 2023 and **December 31, 2021** December 31, 2022, respectively, have been excluded from the amount reported above for residual interest financing. These debt issuance costs are presented as a direct deduction to the carrying amount of the debt on our Consolidated Balance Sheets.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

We must comply with certain affirmative and negative covenants related to debt facilities, which require, among other things, that we maintain certain financial ratios related to liquidity, net worth and capitalization. Further covenants include matters relating to investments, acquisitions, restricted payments and certain dividend restrictions. See the discussion of financial covenants in Note 1.

The following table summarizes the contractual and expected maturity amounts of our outstanding subordinated renewable notes as of December 31, 2022 December 31, 2023:

Contractual maturity date	Subordinated renewable notes		Subordinated renewable notes (in thousands)
	(in thousands)		
2023	\$ 13,800		
2024	2,798	\$ 5,373	
2025	3,146	3,955	
2026	3,264	4,066	
2027	837	2,337	
2028		235	
Thereafter	1,418	1,222	
Total	\$ 25,263	\$ 17,188	

(7) Shareholders' Equity

Common Stock

Holders of common stock are entitled to such dividends as our board of directors, in its discretion, may declare out of funds available, subject to the terms of any outstanding shares of preferred stock and other restrictions. In the event of liquidation of the Company, holders of common stock are entitled to receive, *pro rata*, all of the assets of the Company available for distribution, after payment of any liquidation preference to the holders of outstanding shares of preferred stock. Holders of the shares of common stock have no conversion or preemptive or other subscription rights and there are no redemption or sinking fund provisions applicable to the common stock.

Stock Purchases

For the year ending December 31, 2022 December 31, 2023, we purchased 4,139,664 1,976,356 shares of our common stock at an average price of \$11.11 10.26. In January, March, and July 2022 our board of directors authorized the repurchase of up to \$50.0 35.0 million of our common stock. There is approximately \$8.3 1.5 million of board authorization remaining under such plans, which have no expiration date. The table below describes the purchase of our common stock for the twelve-month period ended December 31, 2022 December 31, 2023 and 2021: 2022:

	Twelve Months Ended				Twelve Months Ended			
	December 31, 2022		December 31, 2021		December 31, 2023		December 31, 2022	
	Shares	Avg. Price	Shares	Avg. Price	Shares	Avg. Price	Shares	Avg. Price
Open market purchases	3,246,511	\$ 10.44	1,639,138	\$ 6.98	670,968	\$ 10.20	3,246,511	\$ 10.44
Shares redeemed upon net exercise of stock options	893,153	13.56	245,743	6.95	1,305,388	10.29	893,153	13.56
Other	—	—	1,999,995	6.26	—	—	—	—
Total stock purchases	4,139,664	\$ 11.11	3,884,876	\$ 3.97	1,976,356	\$ 10.26	4,139,664	\$ 11.11

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Options and Warrants

In 2006, the Company adopted and its shareholders approved the CPS 2006 Long-Term Equity Incentive Plan (the "2006 Plan") pursuant to which our Board of Directors, or a duly-authorized committee thereof, may grant stock options, restricted stock, restricted stock units and stock appreciation rights to our employees or employees of our subsidiaries, to directors of the Company, and to individuals acting as consultants to the Company or its subsidiaries. In June 2008, May 2012, April 2013, May 2015, July 2018 and again in November 2021, the shareholders of the Company approved an amendment to the 2006 Plan to increase the maximum number of shares that may be subject to awards under the 2006 Plan to 5,000,000, 7,200,000, 12,200,000, 17,200,000, 19,200,000 and 22,200,000, respectively, in each case plus shares authorized under prior plans and not issued. Options that have been granted under the 2006 Plan and a previous plan approved in 1997 have been granted at an exercise price equal to (or greater than) the stock's fair value at the date of the grant, with terms generally of 7-10 years and vesting generally over 4-5 years.

There were no stock options granted during the year ended December 31, 2023. The per share weighted-average fair value of stock options granted during the years ended December 31, 2022, December 31, 2021 and 2020 was \$5.42, \$2.65, and \$1.33 2.65, respectively. That fair value was estimated using a binomial option pricing model using the weighted average assumptions noted in the following table. We use historical data to estimate the expected term of each option. The volatility estimate is based on the historical and implied volatility of our stock over the period that equals the expected life of the option. Volatility assumptions ranged from 75% to 80% for 2022, and 79% to 71% for 2021, and 72% to 80% for 2020, 2021. The risk-free interest rate is based on the yield on a U.S. Treasury bond with a maturity comparable to the expected life of the option. The dividend yield is estimated to be zero based on our intention not to issue dividends for the foreseeable future.

	Year Ended December 31,		
	2022	2021	2020
Expected life (years)	4.00	4.00	4.01
Risk-free interest rate	2.38%	0.49%	0.25%
Volatility	76%	72%	73%
Expected dividend yield	–	–	–

	Year Ended December 31,	
	2022	2021
Expected life (years)	4.00	4.00
Risk-free interest rate	2.38%	0.49%
Volatility	76%	72%
Expected dividend yield	–	–

For the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, we recorded stock-based compensation costs in the amount of \$4.4 3.5 million, \$2.0 4.4 million and \$1.9 2.0 million, respectively. As of December 31, 2022 December 31, 2023, the unrecognized stock-based compensation costs to be recognized over future periods was equal to \$9.5 million 6.0 million. This amount will be recognized as expense over a weighted-average period of 2.5 1.8 years.

At December 31, 2022 December 31, 2023 and 2021, 2022, options outstanding had intrinsic values of \$11.2 8.1 million and \$13.1 11.2 million, respectively. At December 31, 2022 December 31, 2023 and 2021, 2022, options exercisable had intrinsic values of \$7.8 6.1 million and \$9.7 7.8 million, respectively. The total intrinsic value of options exercised was \$23.4 14.5 million and \$9.0 23.4 million for the years ended December 31, 2022 December 31, 2023 and 2021, 2022, respectively. New shares were issued for all options exercised during the year ended December 2022 2023 and cash of \$15.3 16.6 million was received. At December 31, 2022 December 31, 2023, there were a total of 2,661,000 2,684,000 additional shares available for grant under the 2006 Plan.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Stock option activity for the year ended **December 31, 2022** **December 31, 2023** for stock options under the 2006 and 1997 plans is as follows:

	Number of Shares (in thousands)	Weighted Average			Number of Shares (in thousands)	Weighted Average			
		Exercise Price	Remaining Contractual Term	Weighted Average Exercise Price		Remaining Contractual Term			
Options outstanding at the beginning of period	13,075	\$ 4.54	N/A	\$ 5.21	11,167	\$ 5.21	N/A		
Granted	1,710	10.28	N/A	—	—	—	N/A		
Exercised	(3,128)	4.89	N/A	(3,020)	5.49	N/A			
Forfeited/Expired	(490)	7.07	N/A	(22)	4.12	N/A			
Options outstanding at the end of period	11,167	\$ 5.21	3.15 years	8,125	\$ 5.11	3.14 years			
Options exercisable at the end of period	7,770	\$ 4.56	2.12 years	6,062	\$ 4.31	2.59 years			

The following table presents the price distribution of stock options outstanding and exercisable for the years ended **December 31, 2022** **December 31, 2023** and **2021**: **2022**:

	Number of shares as of December 31, 2022		Number of shares as of December 31, 2021		Number of shares as of December 31, 2023		Number of shares as of December 31, 2022	
	Outstanding	Exercisable	Outstanding	Exercisable	Outstanding	Exercisable	Outstanding	Exercisable
	(In thousands)		(In thousands)		(In thousands)		(In thousands)	
Range of exercise prices:								
\$0.95 - \$1.99	—	—	577	577				
\$2.00 - \$2.99	1,445	775	1,517	489	1,410	1,082	1,445	775
\$3.00 - \$3.99	3,785	3,495	4,285	3,382	2,473	2,473	3,785	3,495
\$4.00 - \$4.99	2,739	1,802	2,870	1,410	2,539	1,929	2,739	1,802
\$5.00 - \$5.99	—	—	—	—				
\$6.00 - \$6.99	740	740	2,651	2,652	—	—	740	740
\$7.00 - \$7.99	748	748	1,175	1,175	—	—	748	748
\$10.00 - \$10.99	1,710	210	—	—	1,703	578	1,710	210
Total shares	11,167	7,770	13,075	9,685	8,125	6,062	11,167	7,770

We did not issue any stock options with an exercise price above or below the market price of the stock on the grant date for the years ended **December 31, 2022** **December 31, 2023**, **2021** **2022** and **2020**.

(8) Interest Income and Interest Expense

The following table presents the components of interest income:

	Year Ended December 31,		
	(In thousands)		
	2023	2022	2021
Interest on finance receivables	\$ 15,567	\$ 35,091	\$ 69,783
Interest on finance receivables at fair value	307,543	268,621	196,461
Other interest income	6,109	1,525	22
Interest income	\$ 329,219	\$ 305,237	\$ 266,266

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(8) Interest Income and Interest Expense

The following table presents the components of interest income:

	Year Ended December 31,		
	2022	2021	2020
	(In thousands)		
Interest on finance receivables	\$ 35,091	\$ 69,783	\$ 126,043
Interest on finance receivables at fair value	268,621	196,461	168,266
Mark to finance receivables measured at fair value	15,283	(4,417)	(29,528)
Other interest income	1,525	22	673
Interest income	<u>\$ 320,520</u>	<u>\$ 261,849</u>	<u>\$ 265,454</u>

The following table presents the components of interest expense:

	Year Ended December 31,		
	2022	2021	2020
	(In thousands)		
Securitization trust debt	\$ 70,627	\$ 64,387	\$ 88,031
Warehouse lines of credit	10,310	4,448	7,678
Residual interest financing	4,243	3,763	3,454
Subordinated renewable notes	2,344	2,641	2,175
Interest expense	<u>\$ 87,524</u>	<u>\$ 75,239</u>	<u>\$ 101,338</u>
	Year Ended December 31,		
	2023	2022	2021
	(In thousands)		
Securitization trust debt	\$ 121,409	\$ 70,627	\$ 64,387
Warehouse lines of credit	19,192	10,310	4,448
Residual interest financing	4,199	4,243	3,763
Subordinated renewable notes	1,831	2,344	2,641
Interest expense	<u>\$ 146,631</u>	<u>\$ 87,524</u>	<u>\$ 75,239</u>

(9) Income Taxes

Income taxes consist of the following:

	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
	(In thousands)			(In thousands)		
Current federal tax expense	\$ 16,946	\$ 8,992	\$ (23,576)	\$ 7,122	\$ 16,946	\$ 8,992
Current state tax expense	3,352	2,845	472	2,613	3,352	2,845
Deferred federal tax expense	5,573	3,012	18,937	4,307	5,573	3,012
Deferred state tax expense	4,339	3,373	2,610	1,712	4,339	3,373
Income tax expense	<u>\$ 30,210</u>	<u>\$ 18,222</u>	<u>\$ (1,557)</u>	<u>\$ 15,754</u>	<u>\$ 30,210</u>	<u>\$ 18,222</u>

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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Income tax expense for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021 differs from the amount determined by applying the statutory federal rate to income before income taxes as follows:

	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
	(In thousands)			(In thousands)		
Expense at federal tax rate	\$ 24,401	\$ 13,807	\$ 4,225	\$ 12,830	\$ 24,401	\$ 13,807
State taxes, net of federal income tax effect	6,462	3,974	1,505	3,716	6,462	3,974
Stock-based compensation	(2,611)	(947)	35	(1,184)	(2,611)	(947)
Non-deductible expenses	1,056	1,129	974	1,629	1,056	1,129
Net operating loss carryback	–	(1,694)	(9,435)	–	–	(1,694)
Effect of change in tax rate	–	–	–	–	–	–
Accounting method change	–	–	–	–	–	–
Other	902	1,953	1,139	(1,237)	902	1,953
	\$ 30,210	\$ 18,222	\$ (1,557)	\$ 15,754	\$ 30,210	\$ 18,222

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The tax effected cumulative temporary differences that give rise to deferred tax assets and liabilities as of December 31, 2022 December 31, 2023 and 2021 2022 are as follows:

	December 31,		December 31,	
	2022	2021	2023	2022
	(In thousands)	(In thousands)	(In thousands)	(In thousands)
Deferred Tax Assets:				
Finance receivables	\$ 4,870	\$ 10,644	\$ 895	\$ 4,870
Accrued liabilities	1,708	1,694	1,423	1,708
NOL carryforwards	450	2,070	400	450
Built in losses	2,024	2,679	1,383	2,024
Pension accrual	—	—	—	—
Stock compensation	2,172	3,584	1,131	2,172
Lease liability	1,711	2,737	883	1,711
Other	—	—	—	—
Total deferred tax assets	\$ 12,935	\$ 23,408	\$ 6,115	\$ 12,935
Deferred Tax Liabilities:				
Finance receivables	\$ —	\$ —	\$ —	\$ —
Deferred loan costs	—	—	—	—
Pension accrual	(752)	(1,026)	(1,217)	(752)
Lease right-of-use assets	(1,572)	(2,487)	(803)	(1,572)
Furniture and equipment and other	(434)	(320)	(359)	(434)
Total deferred tax liabilities	(2,758)	(3,833)	(2,379)	(2,758)
Net deferred tax asset	\$ 10,177	\$ 19,575	\$ 3,736	\$ 10,177

**CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

We acquired certain net operating losses and built-in loss assets as part of our acquisitions of MFN Financial Corp. ("MFN") in 2002 and TFC Enterprises, Inc. ("TFC") in 2003. Moreover, both MFN and TFC have undergone an ownership change for purposes of Internal Revenue Code ("IRC") Section 382. In general, IRC Section 382 imposes an annual limitation on the ability of a loss corporation (that is, a corporation with a net operating loss ("NOL") carryforward, credit carryforward, or certain built-in losses ("BILs")) to utilize its pre-change NOL carryforwards or BILs to offset taxable income arising after an ownership change.

In determining the possible future realization of deferred tax assets, we have considered future taxable income from the following sources: (a) reversal of taxable temporary differences; and (b) tax planning strategies that, if necessary, would be implemented to accelerate taxable income into years in which net operating losses might otherwise expire.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Deferred tax assets are recognized subject to management's judgment that realization is more likely than not. A valuation allowance is recognized for a deferred tax asset if, based on the weight of the available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized. In making such judgements, significant weight is given to evidence that can be objectively verified. Although realization is not assured, we believe that the realization of the recognized net deferred tax asset of **\$10.2** **3.7** million as of **December 31, 2022** **December 31, 2023** is more likely than not based on forecasted future net earnings. Our net deferred tax asset of **\$10.2** **3.7** million consists of approximately **\$7.0** **2.3** million of net U.S. federal deferred tax assets and **\$3.2** **1.4** million of net state deferred tax assets.

As of **December 31, 2022** **December 31, 2023**, we had net operating loss carryforwards for state income tax purposes of **\$42.4** **6.6** million. These state net operating losses begin to expire in **2023**, **2024**.

We recognize a tax position as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. We recognize potential interest and penalties related to unrecognized tax benefits as income tax expense. At **December 31, 2022** **December 31, 2023**, we had no unrecognized tax benefits for uncertain tax positions.

We are subject to taxation in the US and various state jurisdictions. With few exceptions, we are no longer subject to U.S. federal, state, or local examinations by tax authorities for years before **2018**, **2019**.

(10) Commitments and Contingencies

Leases

The Company has operating leases for corporate offices, equipment, software and hardware. The Company has entered into operating leases for the majority of its real estate locations, primarily office space. These leases are generally for periods of three to seven years with various renewal options. The depreciable life of leased assets is limited by the expected lease term. Leases with an initial term of 12 months or less are not recorded on the balance sheet and the related lease expense is recognized on a straight-line basis over the lease term.

We determine if a contract contains a lease at contract inception. Right-of-use assets and liabilities are recognized based on the present value of lease payments over the lease term. In determining the present value of lease payments, we use the Company's incremental borrowing rate. Right-of-use assets are included in other assets and lease liabilities are included in accounts payable and accrued expenses in our Condensed Consolidated Balance Sheet.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents the supplemental balance sheet information related to leases:

	December 31, 2022	December 31, 2021	December 31, 2023	December 31, 2022
	(In thousands)		(In thousands)	
	2022	2021	2023	2022
Operating Leases				
Operating lease right-of-use assets	\$ 28,397	\$ 25,819	\$ 29,575	\$ 28,397
Less: Accumulated amortization right-of-use assets	(22,613)	(17,624)	(26,651)	(22,613)
Operating lease right-of-use assets, net	<u><u>\$ 5,784</u></u>	<u><u>\$ 8,195</u></u>	<u><u>\$ 2,924</u></u>	<u><u>\$ 5,784</u></u>
Operating lease liabilities	\$ (6,234)	\$ (9,058)	\$ (3,220)	\$ (6,234)
Finance Leases				
Property and equipment, at cost	\$ 3,407	\$ 3,407	\$ 3,474	\$ 3,407
Less: Accumulated depreciation	(3,301)	(2,348)	(3,385)	(3,301)
Property and equipment, net	<u><u>\$ 106</u></u>	<u><u>\$ 1,059</u></u>	<u><u>\$ 89</u></u>	<u><u>\$ 106</u></u>
Finance lease liabilities	\$ (177)	\$ (1,124)	\$ (93)	\$ (177)
Weighted Average Discount Rate				
Operating lease	5.0%		5.0%	5.0%
Finance lease	6.5%		6.5%	6.5%

Maturities of lease liabilities were as follows:

(In thousands)	Operating Lease	Finance Lease
Year Ending December 31,		
2023	\$ 4,378	\$ 147
2024	1,544	26
2025	794	9
2026	501	–
2027	509	–
Thereafter	<u>650</u>	<u>–</u>
Total undiscounted lease payments	<u>8,376</u>	<u>182</u>
Less amounts representing interest	<u>(2,142)</u>	<u>(5)</u>
Lease Liability	<u><u>\$ 6,234</u></u>	<u><u>\$ 177</u></u>

Maturities of lease liabilities were as follows:

(In thousands)	Operating Lease	Finance Lease
Year Ending December 31,		
2024	\$ 1,787	\$ 41
2025	737	25
2026	455	15
2027	452	15
2028	452	4
Thereafter	<u>113</u>	<u>–</u>
Total undiscounted lease payments	<u>3,996</u>	<u>100</u>
Less amounts representing interest	<u>(776)</u>	<u>(7)</u>
Lease Liability	<u><u>\$ 3,220</u></u>	<u><u>\$ 93</u></u>

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents the leases expense included in Occupancy, General and administrative on our Condensed Consolidated Statement of Operations:

	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
	(In thousands)			(In thousands)		
Operating lease cost	\$ 6,650	\$ 7,184	\$ 7,523	\$ 5,547	\$ 6,650	\$ 7,184
Finance lease cost	987	1,229	1,179	158	987	1,229
Total lease cost	\$ 7,637	\$ 8,413	\$ 8,702	\$ 5,705	\$ 7,637	\$ 8,413

The following table presents the supplemental cash flow information related to leases:

	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
	(In thousands)			(In thousands)		
Cash paid for amounts included in the measurement of lease liabilities:						
Operating cash flows from operating leases	\$ 7,056	\$ 7,474	\$ 7,762	\$ 5,547	\$ 7,056	\$ 7,474
Operating cash flows from finance leases	948	1,118	1,007	152	948	1,118
Financing cash flows from finance leases	40	111	172	6	40	111

Legal Proceedings

Consumer Litigation. We are routinely involved in various legal proceedings resulting from our consumer finance activities and practices, both continuing and discontinued. Consumers can and do initiate lawsuits against us alleging violations of law applicable to collection of receivables, and such lawsuits sometimes allege that resolution as a class action is appropriate. For the most part, we have legal and factual defenses to consumer claims, which we routinely contest or settle (for immaterial amounts) depending on the particular circumstances of each case.

Following our filing of a complaint for a deficiency judgment in the Superior Court at Waterbury, Connecticut, the defendant filed a cross-claim on October 16, 2019 alleging that our deficiency notices were not compliant with Connecticut law, and seeking relief on behalf of a class of Connecticut obligors whose vehicles we had repossessed. The complaint seeks primarily damages, injunctive relief, waiver of contract deficiencies, and attorney fees and interest. The defendant's contract provided for resolution of disputes exclusively by arbitration, and exclusively on an individual basis, not a class basis. Nevertheless, in August 2021, the court denied our motion to compel arbitration, without opinion. In April 2022, a motion for certification of a class was filed but has not been ruled upon. It is reasonable to expect that resolution of these claims will be on a class basis.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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Wage and Hour Claim. On September 24, 2018, a former employee filed a lawsuit against us in the Superior Court of Orange County, California, alleging that we incorrectly classified our sales representatives as outside salespersons exempt from overtime wages, mandatory break periods and certain other employee protective provisions of California and federal law. The complaint seeks injunctive relief, an award of unpaid wages, liquidated damages, and attorney fees and interest. The plaintiff purports to act on behalf of a class of similarly situated employees and ex-employees. As of the date of this report, no motion for class certification has been filed or granted. We believe that our compensation practices with respect to our sales representatives are compliant with applicable law. Accordingly, we have defended In August 2023, the parties settled by agreement the claims of the plaintiff and intend a California settlement class for \$1.1 million and the settlement remains subject to continue to defend this lawsuit. final court approval.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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Massachusetts Civil Investigative Demand. In September 2021, we received a civil investigative demand from the Office of the Attorney General of the Commonwealth of Massachusetts relating to the Company's communications with and repossession notices sent to Massachusetts customers. We are cooperating On December 28, 2023 and without admitting any wrongdoing, the Company entered into an assurance of discontinuance with the inquiry Office of the Attorney General of the Commonwealth of Massachusetts, reflecting the parties' agreements to settle and fully resolve allegations of the Company's noncompliance with Massachusetts law. The Company agreed to make a payment in the total amount of \$1.24 million to an independent trust for the purposes of making payments to eligible consumers, paying costs of implementation, and paying the Attorney General's costs of investigation. In addition, the Company agreed to pay \$75,000 for the fees and costs of a trustee to oversee the trust.

In General. There can be no assurance as to the outcomes of the matters described or referenced above. We record at each measurement date, most recently as of December 31, 2022 December 31, 2023, our best estimate of probable incurred losses for legal contingencies, including the matters identified above. The amount of losses that may ultimately be incurred cannot be estimated with certainty. However, based on such information as is available to us, we believe that the total of probable incurred losses for legal contingencies as of December 31, 2022 December 31, 2023 is \$4.9 3.6 million, and that the range of reasonably possible losses for the legal proceedings and contingencies we face, including those described or identified above, as of December 31, 2022 December 31, 2023 does not exceed \$11.2 5.6 million.

Accordingly, we believe that the ultimate resolution of such legal proceedings and contingencies should not have a material adverse effect on our consolidated financial condition. We note, however, that in light of the uncertainties inherent in contested proceedings there can be no assurance that the ultimate resolution of these matters will not be material to our operating results for a particular period, depending on, among other factors, the size of the loss or liability imposed and the level of our income for that period.

(11) Employee Benefits

We sponsor a pretax savings and profit sharing plan (the "401(k) Plan") qualified under Section 401(k) of the Internal Revenue Code. Under the 401(k) Plan, eligible employees are able to contribute up to the maximum allowed under the law. We may, at our discretion, match 100% of employees' contributions up to \$2,000 per employee per calendar year. Our matching contributions to the 401(k) Plan were \$1.3 1.4 million, \$1.3 million, and \$1.4 1.3 million respectively, for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021.

We also sponsor a defined benefit plan, the MFN Financial Corporation Pension Plan (the "Plan"). The Plan benefits were frozen on June 30, 2001.

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The following tables represents a reconciliation of the change in the plan's benefit obligations, fair value of plan assets, and funded status at December 31, 2022 December 31, 2023 and 2021: 2022:

	December 31,		December 31,	
	2022	2021	2023	2022
	(In thousands)		(In thousands)	
Change in Projected Benefit Obligation				
Projected benefit obligation, beginning of year	\$ 22,280	\$ 24,678	\$ 15,952	\$ 22,280
Interest cost	579	553	753	579
Assumption changes	(5,450)	(1,074)	(3)	(5,450)
Actuarial (gain) loss	85	(222)	(271)	85
Settlements	(716)	(865)	–	(716)
Benefits paid	(826)	(790)	(954)	(826)
Projected benefit obligation, end of year	<u>\$ 15,952</u>	<u>\$ 22,280</u>	<u>\$ 15,477</u>	<u>\$ 15,952</u>
Change in Plan Assets				
Fair value of plan assets, beginning of year	\$ 26,098	\$ 18,165	\$ 18,768	\$ 26,098
Return on assets	(5,702)	8,703	2,347	(5,702)
Employer contribution	–	1,124	–	–
Expenses	(86)	(239)	(113)	(86)
Settlements	(716)	(865)	–	(716)
Benefits paid	(826)	(790)	(954)	(826)
Fair value of plan assets, end of year	<u>\$ 18,768</u>	<u>\$ 26,098</u>	<u>\$ 20,048</u>	<u>\$ 18,768</u>
Funded Status at end of year				
	<u><u>\$ 2,816</u></u>	<u><u>\$ 3,818</u></u>	<u><u>\$ 4,571</u></u>	<u><u>\$ 2,816</u></u>

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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Additional Information

Weighted average assumptions used to determine benefit obligations and cost at **December 31, 2022** **December 31, 2023** and **2021** **2022** were as follows:

	December, 31		December, 31	
	2022	2021	2023	2022
Weighted average assumptions used to determine benefit obligations				
Discount rate	4.87%	2.65%	4.68%	4.87%
Weighted average assumptions used to determine net periodic benefit cost				
Discount rate	2.65%	2.28%	4.87%	2.65%
Expected return on plan assets	7.25%	7.25%	7.00%	7.25%

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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Our overall expected long-term rate of return on assets is 7.25% per annum as of December 31, 2022. The expected long-term rate of return is based on the weighted average of historical returns on individual asset categories, which are described in more detail below.

	December 31,		
	2022	2021	2020
	(In thousands)		
Amounts recognized on Consolidated Balance Sheet			
Other assets	\$ 2,816	\$ 3,818	\$ -
Other liabilities	- <u> </u>	- <u> </u>	(6,513) <u> </u>
Net amount recognized	<u>2,816</u>	<u>3,818</u>	<u>(6,513)</u>
Amounts recognized in accumulated other comprehensive loss consists of:			
Net loss	\$ 5,716	\$ 3,794	\$ 13,297
Unrecognized transition asset	- <u> </u>	- <u> </u>	- <u> </u>
Net amount recognized	<u>5,716</u>	<u>3,794</u>	<u>13,297</u>
Components of net periodic benefit cost			
Interest cost	\$ 579	\$ 553	\$ 693
Expected return on assets	(1,860)	(1,301)	(1,150)
Amortization of transition asset	- <u> </u>	- <u> </u>	- <u> </u>
Amortization of net loss	105 <u> </u>	896 <u> </u>	839 <u> </u>
Net periodic benefit cost	<u>(1,176)</u>	<u>148</u>	<u>382</u>
Settlement (gain)/loss	256 <u> </u>	(865) <u> </u>	- <u> </u>
Total	<u><u>(920)</u></u>	<u><u>(717)</u></u>	<u><u>382</u></u>
Benefit Obligation Recognized in Other Comprehensive Loss (Income)			
Net loss (gain)	\$ 1,003	\$ (9,503)	\$ 205
Prior service cost (credit)	- <u> </u>	- <u> </u>	- <u> </u>
Amortization of prior service cost	- <u> </u>	- <u> </u>	- <u> </u>
Net amount recognized in other comprehensive loss (income)	<u>1,003</u>	<u>(9,503)</u>	<u>205</u>

	December 31,		
	2023	2022	2021
	(In thousands)		
Amounts recognized on Consolidated Balance Sheet			
Other assets	\$ 4,571	\$ 2,816	\$ 3,818
Other liabilities	—	—	—
Net amount recognized	<u><u>\$ 4,571</u></u>	<u><u>\$ 2,816</u></u>	<u><u>\$ 3,818</u></u>
Amounts recognized in accumulated other comprehensive loss consists of:			
Net loss	\$ 4,130	\$ 5,716	\$ 3,794
Unrecognized transition asset	—	—	—
Net amount recognized	<u><u>\$ 4,130</u></u>	<u><u>\$ 5,716</u></u>	<u><u>\$ 3,794</u></u>
Components of net periodic benefit cost			
Interest cost	\$ 753	\$ 579	\$ 553
Expected return on assets	(1,280)	(1,860)	(1,301)
Amortization of transition asset	—	—	—
Amortization of net loss	358	105	896
Net periodic benefit cost	<u><u>(169)</u></u>	<u><u>(1,176)</u></u>	<u><u>148</u></u>
Settlement (gain)/loss	—	256	(865)
Total	<u><u>\$ (169)</u></u>	<u><u>\$ (920)</u></u>	<u><u>\$ (717)</u></u>
Benefit Obligation Recognized in Other Comprehensive Loss (Income)			
Net loss (gain)	\$ (1,755)	\$ 1,003	\$ (9,503)
Prior service cost (credit)	—	—	—
Amortization of prior service cost	—	—	—
Net amount recognized in other comprehensive loss (income)	<u><u>\$ (1,755)</u></u>	<u><u>\$ 1,003</u></u>	<u><u>\$ (9,503)</u></u>

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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The estimated net gain that will be amortized from accumulated other comprehensive income into net periodic benefit cost in 2023 2024 is \$169,000 400,000.

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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The weighted average asset allocation of our pension benefits at **December 31, 2022** **December 31, 2023** and **2021** **2022** were as follows:

Weighted Average Asset Allocation at Year-End

Asset Category

	December 31,		December 31,	
	2022	2021	2023	2022
Equity securities	87%	78%	87%	87%
Debt securities	13%	22%	13%	13%
Cash and cash equivalents	0%	0%	0%	0%
Total	100%	100%	100%	100%

Our investment policies and strategies for the pension benefits plan utilize a target allocation of 75% equity securities and 25% fixed income securities (excluding Company stock). Our investment goals are to maximize returns subject to specific risk management policies. We address risk management and diversification by the use of a professional investment advisor and several sub-advisors which invest in domestic and international equity securities and domestic fixed income securities. Each sub-advisor focuses its investments within a specific sector of the equity or fixed income market. For the sub-advisors focused on the equity markets, the sectors are differentiated by the market capitalization, the relative valuation and the location of the underlying issuer. For the sub-advisors focused on the fixed income markets, the sectors are differentiated by the credit quality and the maturity of the underlying fixed income investment. The investments made by the sub-advisors are readily marketable and can be sold to fund benefit payment obligations as they become payable.

Cash Flows

Estimated Future Benefit Payments (In thousands)

2023	\$ 990	
2024	1,329	\$ 1,268
2025	1,315	1,185
2026	1,392	1,280
2027	1,265	1,201
Years 2028 - 2032	5,954	
2028	1,119	
Years 2029 - 2033	5,917	
Anticipated Contributions in 2023	\$ —	
Anticipated Contributions in 2024	\$ —	

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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The fair value of plan assets at December 31, 2022 December 31, 2023 and 2021, 2022, by asset category, is as follows:

Investment Name:	December 31, 2022				December 31, 2023			
	Level 1 (1)	Level 2 (2)	Level 3 (3)	Total	Level 1 (1)	Level 2 (2)	Level 3 (3)	Total
	(in thousands)				(in thousands)			
Company Common Stock	\$ 7,848	\$ —	\$ —	\$ 7,848	\$ 8,308	\$ —	\$ —	\$ 8,308
Large Cap Value	—	2,037	—	2,037	—	2,121	—	2,121
Mid Cap Index	—	594	—	594	—	606	—	606
Small Cap Growth	—	546	—	546	—	604	—	604
Small Cap Value	—	588	—	588	—	596	—	596
Large Cap Blend	—	560	—	560	—	638	—	638
Growth	—	1,843	—	1,843	—	2,278	—	2,278
International Growth	—	2,251	—	2,251	—	2,330	—	2,330
Core Bond	—	1,658	—	1,658	—	1,763	—	1,763
High Yield	—	347	—	347	—	351	—	351
Inflation Protected Bond	—	433	—	433	—	437	—	437
Money Market	—	63	—	63	—	16	—	16
Total	\$ 7,848	\$ 10,920	\$ —	\$ 18,768	\$ 8,308	\$ 11,740	\$ —	\$ 20,048

Investment Name:	December 31, 2021				December 31, 2022			
	Level 1 (1)	Level 2 (2)	Level 3 (3)	Total	Level 1 (1)	Level 2 (2)	Level 3 (3)	Total
	(in thousands)				(in thousands)			
Company Common Stock	\$ 10,472	\$ —	\$ —	\$ 10,472	\$ 7,848	\$ —	\$ —	\$ 7,848
Large Cap Value	—	2,933	—	2,933	—	2,037	—	2,037
Mid Cap Index	—	836	—	836	—	594	—	594
Small Cap Growth	—	714	—	714	—	546	—	546
Small Cap Value	—	868	—	868	—	588	—	588
Large Cap Blend	—	859	—	859	—	560	—	560
Growth	—	2,915	—	2,915	—	1,843	—	1,843
International Growth	—	3,036	—	3,036	—	2,251	—	2,251
Core Bond	—	2,316	—	2,316	—	1,658	—	1,658
High Yield	—	473	—	473	—	347	—	347
Inflation Protected Bond	—	641	—	641	—	433	—	433
Money Market	—	35	—	35	—	63	—	63
Total	\$ 10,472	\$ 15,626	\$ —	\$ 26,098	\$ 7,848	\$ 10,920	\$ —	\$ 18,768

(1) Company common stock is classified as level 1 and valued using quoted prices in active markets for identical assets.

(2) All other plan assets in stock, bond and money market funds are classified as level 2 and valued using significant observable inputs.

(3) There are no plan assets classified as level 3 in the fair value hierarchy as a result of having significant unobservable inputs.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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(12) Fair Value Measurements

ASC 820, "Fair Value Measurements" clarifies the principle that fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. Under the standard, fair value measurements are separately disclosed by level within the fair value hierarchy.

ASC 820 defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The three levels are defined as follows: level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets; level 2 - inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument; and level 3 - inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Effective January 2018 we have elected to use the fair value method to value our portfolio of finance receivables acquired in January 2018 and thereafter.

Our valuation policies and procedures have been developed by our Accounting department in conjunction with our Risk department and with consultation with outside valuation experts. Our policies and procedures have been approved by our Chief Executive and our Board of Directors and include methodologies for valuation, internal reporting, calibration and back testing. Our periodic review of valuations includes an analysis of changes in fair value measurements and documentation of the reasons for such changes. There is little available third-party information such as broker quotes or pricing services available to assist us in our valuation process.

Our level 3, unobservable inputs reflect our own assumptions about the factors that market participants use in pricing similar receivables and are based on the best information available in the circumstances. They include such inputs as estimates for the magnitude and timing of net charge-offs and the rate of amortization of the portfolio of finance receivable. Significant changes in any of those inputs in isolation would have a significant impact on our fair value measurement.

The table below presents a reconciliation of the finance receivables measured at fair value on a recurring basis using significant unobservable inputs:

	Twelve Months Ended December 31,		Twelve Months Ended December 31,	
	2022	2021	2023	2022
	(In thousands)		(In thousands)	
Balance at beginning of period	\$ 1,749,098	\$ 1,523,726	\$ 2,476,617	\$ 1,749,098
Finance receivables at fair value acquired during period	1,673,166	1,107,537	1,251,020	1,673,166
Payments received on finance receivables at fair value	(825,783)	(743,728)	(823,434)	(825,783)
Net interest income accretion on fair value receivables	(135,147)	(134,020)	(193,541)	(135,147)
Mark to fair value	15,283	(4,417)	12,000	15,283
Balance at end of period	<u>\$ 2,476,617</u>	<u>\$ 1,749,098</u>	<u>\$ 2,722,662</u>	<u>\$ 2,476,617</u>

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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The table below compares the fair values of these finance receivables to their contractual balances for the periods shown:

	December 31, 2022		December 31, 2021		December 31, 2023		December 31, 2022	
	Contractual Balance	Fair Value	Contractual Balance	Fair Value	Contractual Balance	Fair Value	Contractual Balance	Fair Value
	(In thousands)				(In thousands)			
Finance receivables measured at fair value	\$ 2,701,184	\$ 2,476,617	\$ 1,972,699	\$ 1,749,098	\$ 2,941,915	\$ 2,722,662	\$ 2,701,184	\$ 2,476,617

The following table provides certain qualitative information about our level 3 fair value measurements:

Financial Instrument	Fair Values as of				Inputs as of				Fair Values as of				Inputs as of			
	December 31,		Inputs as of		December 31,		Inputs as of		December 31,		Inputs as of		December 31,		Inputs as of	
	2022	2021	Unobservable Inputs	2022	2021	2023	2022	Unobservable Inputs	2023	2022	2023	2022	2023	2022	2023	2022
(In thousands)																
Assets:																
Finance receivables measured at fair value	\$ 2,476,617	\$ 1,749,098	Discount rate	11.0%-11.3%	10.6% - 11.3%	\$ 2,722,662	\$ 2,476,617	Discount rate	11.0%-11.7%	11.0%-11.3%	Cumulative net losses	10.0%-21.7%	13.4%-19.4%			

The following table summarizes the delinquency status using the contractual balance of these finance receivables measured at fair value as of December 31, 2022 December 31, 2023 and December 31, 2021 December 31, 2022:

Delinquency Status	December 31,		December 31,	
	2022	2021	2023	2022
	(In thousands)			
Delinquency Status				
Current	\$ 2,375,271	\$ 1,787,641	\$ 2,520,158	\$ 2,375,271
31 - 60 days	184,968	115,924	204,574	184,968
61 - 90 days	72,390	38,999	101,057	72,390
91 + days	29,048	11,564	49,541	29,048
Repo	39,507	18,571	66,585	39,507
	\$ 2,701,184	\$ 1,972,699	\$ 2,941,915	\$ 2,701,184
(In thousands)				
Delinquency Status				
Current	\$ 2,375,271	\$ 1,787,641	\$ 2,520,158	\$ 2,375,271
31 - 60 days	184,968	115,924	204,574	184,968
61 - 90 days	38,999	72,390	101,057	72,390
91 + days	11,564	29,048	49,541	29,048
Repo	18,571	39,507	66,585	39,507

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
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Repossessed vehicle inventory, which is included in Other assets on our consolidated balance sheet, is measured at fair value using level 2 assumptions based on our actual loss experience on sale of repossessed vehicles. At **December 31, 2022** December 31, 2023, the finance receivables related to the repossessed vehicles in inventory totaled **\$1.9 million** **597,000**. We have applied a valuation adjustment, or loss allowance, of **\$1.3 million** **472,000**, which is based on a recovery rate of approximately **30** **20%**, resulting in an estimated fair value and carrying amount of **\$571,000** **125,000**. The fair value and carrying amount of the repossessed inventory at **December 31, 2021** December 31, 2022 was **\$2.5** **1.9 million** after applying a valuation adjustment of **\$1.9** **1.3 million**.

There were no transfers in or out of level 1 or level 2 assets and liabilities for **2022** **2023** and **2021** **2022**. We have no level 3 assets or liabilities that are measured at fair value on a non-recurring basis.

The estimated fair values of financial assets and liabilities at **December 31, 2022** December 31, 2023 and **2021**, **2022**, were as follows:

<u>Financial Instrument</u>	As of December 31, 2022							
	(In thousands)							
	Carrying Value	Fair Value Measurements Using:			Total			
Assets:								
Cash and cash equivalents	\$ 13,490	\$ 13,490	\$ —	\$ —	\$ 13,490	\$ —	\$ 13,490	
Restricted cash and equivalents	149,299	149,299	—	—	—	—	149,299	
Finance receivables, net	70,551	—	—	—	60,063	—	60,063	
Accrued interest receivable	649	—	—	—	649	—	649	
Liabilities:								
Warehouse lines of credit	\$ 285,328	\$ —	\$ —	\$ 285,328	\$ 285,328	\$ —	\$ 285,328	
Accrued interest payable	6,190	—	—	—	6,190	—	6,190	
Securitization trust debt	2,108,744	—	—	—	1,957,995	—	1,957,995	
Subordinated renewable notes	25,263	—	—	—	25,263	—	25,263	
As of December 31, 2021								
(In thousands)								
<u>Financial Instrument</u>	Carrying	Fair Value Measurements Using:			Carrying	Fair Value Measurements Using:		
	Value	Level 1	Level 2	Level 3	Total	Value	Level 1	Level 2
Assets:								
Cash and cash equivalents	\$ 29,928	\$ 29,928	\$ —	\$ —	\$ 29,928	\$ 6,174	\$ 6,174	\$ —
Restricted cash and equivalents	146,620	146,620	—	—	146,620	119,257	119,257	—
Finance receivables, net	176,184	—	—	178,795	178,795	24,684	—	—
Accrued interest receivable	2,269	—	—	2,269	2,269	292	—	—
Liabilities:								
Warehouse lines of credit	\$ 105,610	\$ —	\$ —	\$ 105,610	\$ 105,610	\$ 234,025	\$ —	\$ 234,025
Accrued interest payable	3,568	—	—	3,568	3,568	7,928	—	7,928
Securitization trust debt	1,759,972	—	—	1,740,901	1,740,901	2,265,446	—	2,183,331
Subordinated renewable notes	26,459	—	—	26,459	26,459	17,188	—	17,188

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CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Financial Instrument	As of December 31, 2022					
	(In thousands)					
	Carrying Value	Fair Value Measurements Using:			Total	
Assets:						
Cash and cash equivalents	\$ 13,490	\$ 13,490	\$ —	\$ —	\$ 13,490	\$ 13,490
Restricted cash and equivalents	149,299	149,299	—	—	—	149,299
Finance receivables, net	70,551	—	—	60,063	60,063	60,063
Accrued interest receivable	649	—	—	649	649	649
Liabilities:						
Warehouse lines of credit	\$ 285,328	\$ —	\$ —	\$ 285,328	\$ 285,328	\$ 285,328
Accrued interest payable	6,190	—	—	6,190	6,190	6,190
Securitization trust debt	2,108,744	—	—	1,957,995	1,957,995	1,957,995
Subordinated renewable notes	25,263	—	—	25,263	25,263	25,263

13) Subsequent Events

On January 25, 2023 January 24, 2024 we executed our first securitization of 2023, 2024. In the transaction, qualified institutional buyers purchased \$324.8 million \$280.9 million of asset-backed notes secured by \$362.9 million \$300.6 million in automobile receivables originated by CPS. The sold notes, issued by CPS Auto Receivables Trust 2023-A, 2024-A, consist of five classes. Ratings of the notes were provided by Standard & Poor's and DBRS Morningstar, and were based on the structure of the transaction, the historical performance of similar receivables and CPS's experience as a servicer. The weighted average yield on the notes is approximately 6.82% 6.51%.

The 2023-A 2024-A transaction has initial credit enhancement consisting of a cash deposit equal to 1.00% of the original receivable pool balance and overcollateralization of 10.50% 6.55%. The transaction agreements require accelerated payment of principal on the notes to reach overcollateralization of the lesser of 14.00% 9.55% of the original receivable pool balance, or 38.00% 26.55% of the then outstanding pool balance. The transaction was a private offering of securities, not registered under the Securities Act of 1933, or any state securities law.

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Exhibit 21

EXHIBIT 23.1

Registrant Consumer Portfolio Services, Inc.
 Subsidiaries of the Registrant

Name	Jurisdiction of Organization
CPS Receivables Five LLC	Delaware
Page Eight Funding LLC	Delaware
Page Nine Funding LLC	Delaware
Folio Residual Holdings LLC	Delaware
Folio Residual Holdings III LLC	Delaware

Other subsidiaries, which would not constitute a significant subsidiary if considered collectively as a single subsidiary, are omitted.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-168976 and 333-190766 on Form S-1, Nos. 333-152969 and 333-204492 on Form S-3, and Nos. 333-58199, 333-35758, 333-75594, 333-115622, 333-135907, 333-161448, 333-166892 and 333-193926 on form S-8 of Consumer Portfolio Services, Inc. and Subsidiaries of our report dated March 15, 2023 March 15, 2024 relating to the financial statements and effectiveness of internal control over financial reporting appearing in this Annual Report on Form 10-K.

Crowe LLP

Dallas, Texas

March 15, 2023 2024

EXHIBIT 31.1

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934
 AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Charles E. Bradley, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2023 of Consumer Portfolio Services, Inc.;
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(s) 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; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 15, 2024

/s/ Charles E. Bradley, Jr.

Charles E. Bradley, Jr.

Director and Chief Executive Officer

(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934 AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Denesh Bharwani, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2023 of Consumer Portfolio Services, Inc.;
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(s) 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; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 15, 2024

/s/ Denesh Bharwani

Denesh Bharwani

Executive Vice President and Chief Financial Officer

(Principal Accounting Officer)

EXHIBIT 32

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

In connection with the Annual Report of Consumer Portfolio Services, Inc. ("Registrant") on Form 10-K for the fiscal year ended December 31, 2023, as filed with the Securities and Exchange Commission (the "Report"), Charles E. Bradley, Jr., Chairman and Chief Executive Officer, and Denesh Bharwani, Chief Financial Officer and Executive Vice President, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations as of December 31, 2023.

March 15, 2024

/s/ Charles E. Bradley, Jr.

Charles E. Bradley, Jr.

Chairman and Chief Executive Officer

/s/ Denesh Bharwani

Denesh Bharwani

Chief Financial Officer and Executive Vice President

March 15, 2024

EXHIBIT 97

Consumer Portfolio Services, Inc.
Incentive Compensation Recovery Policy (the "Policy")
(as adopted by the Board of Directors on December 1, 2023)

1. Recovery. If Consumer Portfolio Services, Inc. (the "Company") is required to prepare a Restatement, the Company's board of directors (the "Board") shall, unless the Board determines it to be Impracticable, take reasonably prompt action to recover all Recoverable Compensation from any Covered Person. Subject to applicable law, the Board may seek to recover Recoverable Compensation by requiring a Covered Person to repay such amount to the Company; by adding "holdback" or deferral policies to incentive compensation; by adding post-vesting "holding" or "no transfer" policies to equity awards; by set-off of a Covered Person's other compensation; by reducing future compensation; or by such other means or combination of means as the Board, in its sole discretion, determines to be appropriate. This Policy is in addition to (and not in lieu of) any right of repayment, forfeiture or off-set against any Covered Person that may be available under applicable law or otherwise (whether implemented prior to or after adoption of this Policy).

2. Administration of Policy. The Board shall have full authority to administer, amend or terminate this Policy. The Board shall, subject to the provisions of this Policy, make such determinations and interpretations and take such actions in connection with this Policy as it deems necessary, appropriate or advisable. All determinations and interpretations made by the Board shall be final, binding and conclusive. The Board may delegate any of its powers under this Policy to the Compensation Committee of the Board or any subcommittee or delegate thereof.

3. No Indemnification. Notwithstanding the terms of any of the Company's organizational documents, any corporate policy or any contract, no Covered Person shall be indemnified against the loss of any Recoverable Compensation.

4. Disclosures. The Company shall make all disclosures and filings with respect to this Policy and maintain all documents and records that are required by the applicable rules and forms of the U.S. Securities and Exchange Commission (the "SEC") (including, without limitation, Rule 10D-1 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) and any applicable exchange listing standard.

5. Definitions. In addition to terms otherwise defined in this Policy, the following terms, when used in this Policy, shall have the following meanings:

"Applicable Period" means the three completed fiscal years immediately preceding the earlier of: (i) the date that the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare a Restatement; or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare a Restatement.

"Covered Person" means any person who receives Recoverable Compensation.

"Executive Officer" includes the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person (including any executive officer of the Company's affiliates) who performs similar policy-making functions for the Company. Executive Officer also includes executive officers of the Company identified pursuant to Item 401(b) of Regulation S-K.

"Financial Reporting Measure" means a measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived wholly or in part from such measure. Stock price and total shareholder return ("TSR") are also Financial Reporting Measures. A Financial Reporting Measure need not be presented within the financial statements or included in a filing with the U.S. Securities and Exchange Commission.

"Impracticable" means, after exercising a normal due process review of all the relevant facts and circumstances and taking all steps required by Exchange Act Rule 10D-1 and any applicable exchange listing standard, the Compensation Committee determines that recovery of the Incentive-Based Compensation is impracticable because: (i) it has determined that the direct expense that the Company would pay to a third party to assist in recovering the Incentive-Based Compensation would exceed the amount to be recovered; (ii) it has concluded that the recovery of the Incentive-Based Compensation would violate home country law adopted prior to November 28, 2022; or (iii) it has determined that the recovery of Incentive-Based Compensation would cause a tax-qualified retirement plan, under which benefits are broadly available to the Company's employees, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

"Incentive-Based Compensation" includes any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

"Received" – Incentive-Based Compensation is deemed "Received" in any Company fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

"Recoverable Compensation" means all Incentive-Based Compensation (calculated on a pre-tax basis) Received after October 2, 2023 by a person: (i) after beginning service as an Executive Officer; (ii) who served as an Executive Officer at any time during the performance period for that Incentive-Based Compensation; (iii) while the Company had a class of securities listed on a national securities exchange or national securities association; and (iv) during the Applicable Period, that exceeded the amount of Incentive-Based Compensation that otherwise would have been Received had the amount been determined based on the Financial Performing Measures, as reflected in the Restatement. With respect to Incentive-Based Compensation based on stock price or TSR, when the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in an accounting restatement, the amount must be based on a reasonable estimate of the effect of the Restatement on the stock price or TSR upon which the Incentive-Based Compensation was received (the Company must maintain documentation of the determination of that reasonable estimate and provide such documents to the applicable national securities exchange).

"Restatement" means an accounting restatement of any of the Company's financial statements due to the Company's material noncompliance with any financial reporting requirement under U.S. securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (often referred to as a "Big R" restatement), or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (often referred to as a "little r" restatement).

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