

REFINITIV

DELTA REPORT

10-Q

GHLD - GUILD HOLDINGS CO

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

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TOTAL DELTAS 2603

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-Q**

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

For the quarterly period ended **September 30, 2023** **March 31, 2024**
OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission File Number: 001-39645

GUILD HOLDINGS COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

5887 Copley Drive
San Diego, California

(Address of principal executive offices)

85-2453154

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

92111

(Zip Code)

Registrant's telephone number, including area code: (858) 560-6330

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.01 par value per share	GHLD	The New York Stock Exchange

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of **November 3, 2023** **May 2, 2024**, the registrant had **20,763,818** **21,011,358** shares of Class A common stock outstanding and 40,333,019 shares of Class B common stock outstanding.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Guild Holdings Company, a Delaware corporation, together with its subsidiaries, is referred to in this Quarterly Report on Form 10-Q (this "Quarterly Report") as "Guild," "we," "us," "our," and the "Company." This Quarterly Report contains forward-looking statements. These forward-looking statements that reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as "may," "should," "could," "predict," "potential," "believe," "will likely result," "expect," "continue," "will," "anticipate," "seek," "estimate," "intend," "plan," "projection," "would" and "outlook," or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts and are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

Important factors that could cause our actual results to differ materially from those indicated in these forward-looking statements include, but are not limited to, [those factors described below under "Summary of Risk Factors" and in Part II, Item 1A. "Risk Factors" in this Quarterly Report.](#)

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Quarterly Report primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors described elsewhere in this Quarterly Report. Moreover, we operate in a very competitive environment. New risks and uncertainties emerge from time to time and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report. We cannot assure you that the results, events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this Quarterly Report relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Quarterly Report to reflect events or circumstances after the date of this Quarterly Report or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, or investments we may make.

As used herein, "Guild," "the Company," "we," "us," "our," and similar terms include Guild Holdings Company and its subsidiaries, unless the context indicates otherwise.

SUMMARY OF RISK FACTORS

Below is a summary of the principal factors that make an investment in our Class A common stock speculative or risky. This summary does not address all of the risks that we face. Additional discussion of the risks summarized in this risk factor summary, and other risks that we face, can be found below under Part II, Item 1A. "Risk Factors" and should be carefully considered, together with other information in this Quarterly Report and our other filings with the Securities and Exchange Commission ("SEC"), before making an investment decision regarding our Class A common stock following:

- A disruption in the secondary home loan market or our ability to sell the loans that we originate may continue to could have a detrimental effect on our business.
- Macroeconomic and U.S. residential real estate market conditions have and could further may continue to materially and adversely affect our clients, origination volume, revenue and results of operations.
- [We](#) Because we are highly dependent on certain U.S. government-sponsored entities and government agencies, and we may be adversely impacted by any organizational or pricing changes or changes in our relationship with these entities their guidelines or their current roles could materially and adversely affect us, agencies.

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- Changes in prevailing interest rates or U.S. monetary policies have had and may continue to have a detrimental effect on our business. Our hedging strategies may not be successful in mitigating interest rate risk.
- Our servicing rights are subject to termination with or without cause.
- If a significant number of our warehouse lines of credit, on which we are highly dependent, are terminated or reduced, we may be unable to find replacement financing on favorable terms, or at all, which would have a material adverse effect on us.
- Our existing and any future indebtedness could adversely affect our liquidity and our ability to operate our business, business, our financial condition or the results of our operations.
- [We depend on our ability to](#) If we do not maintain and improve the technology infrastructure that supports our platforms, origination and servicing platform or if we suffer any significant disruption in service on our platforms could harm us, platform, our ability to serve our clients may be materially and adversely impacted.

- Acquisitions and investments have in the past, and may in the future, cause our financial results to differ from our expectations or the expectations of the investment community and we may not be able to achieve anticipated benefits from such acquisitions or investments.
- Pressure from existing and new competitors may adversely affect us, our business, operating results, financial condition and prospects.
- Our failure to maintain or grow our historical referral relationships with our referral partners may materially and adversely affect us.
- Servicing** We are required to make servicing advances that can be subject to delays in recovery or may not be recoverable at all, in certain circumstances.
- A substantial portion of our assets are measured at fair value. From time to time our estimates of the fair value of certain assets prove to be inaccurate and we are required to write them down.
- The success and growth of our business will depend upon our ability to adapt to and implement technological changes and to develop and market attractive products and services.
- Failure or perceived failure** Adverse events to comply with existing or future laws, regulations, contracts, self-regulatory schemes, standards, and other obligations related to data privacy and security (including security incidents) our clients could harm occur, which can result in substantial losses that could adversely affect our business, financial condition.
- Our business may could be materially and adversely affected by a cybersecurity breach or other vulnerability involving our computer systems or those of certain of our third-party service providers.
- Operating and growing our business may require additional capital, that and if capital is not available to us, our business, operating results, financial condition, and prospects may not be available, suffer.
- We are subject to certain operational risks, including, but not limited to, employee or customer fraud, the obligation to repurchase sold loans in the event of a documentation error, and data processing system failures and errors.
- We are periodically required to repurchase mortgage loans that we have sold or indemnify purchasers of our mortgage loans, including if these loans fail to meet certain criteria or characteristics, loans.
- Seasonality may cause fluctuations in our financial results.
- If we fail to protect our brand and reputation, our ability to grow our business and increase the volume of mortgages we originate and service may be adversely affected.
- We are subject to certain risks associated with investing in real estate and real estate related assets, including risks of loss from adverse weather conditions, man-made or natural disasters, pandemics, terrorist attacks and the effects of climate change.

- If we are unable to attract, integrate and retain qualified personnel, our ability to develop and successfully grow our business could be harmed.
- Our risk management strategies may fail not be fully effective in mitigating our risk exposures in all market environments or against all types of risk.
- Changes in, or our failure to comply with, the highly complex legal and regulatory framework (including state licensing requirements) governing applicable to our mortgage loan origination and servicing activities, activities could harm our business, operating results, financial condition, and prospects.
- Our failure to comply with fair lending laws and regulations could lead to a wide variety of negative consequences.
- Our failure to obtain and maintain the appropriate state licenses would prohibit us from originating or servicing mortgages in those states and adversely affect our operations.
- Changes in the guidelines of the GSEs, FHA, VA, USDA, and Ginnie Mae could adversely affect our business.
- Material changes to the laws, regulations or practices applicable to reverse mortgage programs operated by FHA and HUD could adversely affect our reverse mortgage business.
- Our actual or perceived failure to comply with stringent and evolving legal obligations related to data privacy and security may materially and adversely affect us.
- We may from time to time be subject to litigation, which may be extremely costly to defend, could result in substantial judgment or settlement costs and could subject us to other remedies.
- We are controlled by McCarthy Capital Mortgage Investors, LLC ("MCMI"), and MCMI's interests may conflict with our interests and the interests of our other stockholders.
- We are Our directors and executive officers have significant control over our business.
- As a "controlled company" and may company, we rely on exemptions from certain corporate governance requirements that provide protection to stockholders of other companies.
- Our directors and executive officers have significant control over our business.
 - We are a holding company and depend upon distributions from Guild Mortgage Company LLC ("GMC") GMC to meet our obligations.
- Sales of a substantial number of shares of our Class A common stock by our existing stockholders in the public market could cause the price of our Class A common stock to fall.
- Our issuance of capital stock in connection with financings, acquisitions, investments, our equity incentive plans or otherwise would dilute all other stockholders.
- There is no assurance that we will pay dividends in the future.
- Certain provisions in our certificate of incorporation and bylaws and of Delaware law may prevent or delay an acquisition of Guild, which could decrease the trading price of our stock.
- The dual class structure of our common stock may adversely affect the trading market of for our Class A common stock.
- We have previously identified material weaknesses in Our quarterly and annual operating results or other operating metrics may fluctuate significantly and may not meet expectations of research analysts, which could cause the trading price of our Class A common stock to decline.
- If we fail to maintain effective internal control over financial reporting and ineffective or disclosure controls and procedures, we may be unable to report our financial results accurately on a timely basis, which would result in the loss of investor confidence, delisting, claims or investigations, and cause the market price of our Class A common stock to decline.

Additional We are also subject to other risks and uncertainties not presently known described in our Form 10-K for the year ended December 31, 2023 and our subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the Securities and Exchange Commission.

We disclaim any obligation to us update any forward-looking statements made in this Quarterly Report to reflect events or that we currently deem immaterial also may impair our business, financial condition, results circumstances after the date of operations and cash flows, this Quarterly Report or to reflect new information or the occurrence of unanticipated events, except as required by law.

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ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

GUILD HOLDINGS COMPANY
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
 (In thousands, except share and per share amounts)

	March 31, 2024	December 31, 2023
Assets		
Cash and cash equivalents	\$ 95,148	\$ 120,260
Restricted cash	6,654	7,121
Mortgage loans held for sale, at fair value	1,126,159	901,227
Reverse mortgage loans held for investment, at fair value	348,076	315,912
Ginnie Mae loans subject to repurchase right	653,978	699,622
Mortgage servicing rights, at fair value	1,216,483	1,161,357
Advances, net	56,226	64,748
Property and equipment, net	14,495	13,913
Right-of-use assets	75,979	65,273
Goodwill and intangible assets, net	232,881	211,306
Other assets	129,973	115,981
Total assets	\$ 3,956,052	\$ 3,676,720
Liabilities and stockholders' equity		
Warehouse lines of credit, net	\$ 1,057,957	\$ 833,781
Home Equity Conversion Mortgage-Backed Securities ("HMBS") related borrowings	326,804	302,183
Ginnie Mae loans subject to repurchase right	658,018	700,120
Notes payable	185,000	148,766
Accounts payable and accrued expenses	74,817	63,432
Operating lease liabilities	86,311	75,832
Deferred tax liabilities	234,146	225,021
Other liabilities	118,849	144,092
Total liabilities	2,741,902	2,493,227
Commitments and contingencies (Note 15)		
Stockholders' equity		
Preferred stock, \$0.01 par value; 50,000,000 shares authorized; no shares issued and outstanding	—	—
Class A common stock, \$0.01 par value; 250,000,000 shares authorized; 20,769,067 and 20,786,814 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively	208	208
Class B common stock, \$0.01 par value; 100,000,000 shares authorized; 40,333,019 shares issued and outstanding at March 31, 2024 and December 31, 2023	403	403
Additional paid-in capital	49,024	47,158
Retained earnings	1,163,905	1,135,387
Non-controlling interests	610	337
Total stockholders' equity	1,214,150	1,183,493
Total liabilities and stockholders' equity	\$ 3,956,052	\$ 3,676,720

See accompanying notes to condensed consolidated financial statements

GUILD HOLDINGS COMPANY
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS (unaudited) STATEMENTS OF OPERATIONS
 (In thousands, except per share amounts)

	Three Months Ended	
	March 31,	
	2024	2023

Revenue			
Loan origination fees and gain on sale of loans, net	\$ 134,060	\$ 92,651	
Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net	3,230	—	
Loan servicing and other fees	65,788	60,087	
Valuation adjustment of mortgage servicing rights	20,778	(54,871)	
Interest income	24,728	18,245	
Interest expense	(16,541)	(12,262)	
Other (expense) income, net	(261)	35	
Net revenue	231,782	103,885	
Expenses			
Salaries, incentive compensation and benefits	140,067	111,120	
General and administrative	29,211	20,883	
Occupancy, equipment and communication	19,815	17,430	
Depreciation and amortization	3,754	3,738	
Provision for foreclosure losses	392	1,514	
Total expenses	193,239	154,685	
Income (loss) before income tax expense (benefit)	38,543	(50,800)	
Income tax expense (benefit)	10,143	(13,605)	
Net income (loss)	28,400	(37,195)	
Net loss attributable to non-controlling interests	(98)	(5)	
Net income (loss) attributable to Guild	\$ 28,498	\$ (37,190)	
Earnings (loss) per share attributable to Class A and Class B Common Stock:			
Basic	\$ 0.47	\$ (0.61)	
Diluted	\$ 0.46	\$ (0.61)	
Weighted average shares outstanding of Class A and Class B Common Stock:			
Basic	61,109	60,900	
Diluted	62,157	60,900	

See accompanying notes to condensed consolidated financial statements

	September 30,		
	2023	December 31, 2022	
(In thousands, except share and per share amounts)			
Assets			
Cash and cash equivalents	\$ 114,352	\$ 137,891	
Restricted cash	3,532	8,863	
Mortgage loans held for sale	932,771	845,775	
Reverse mortgage loans held for investment	81,457	—	
Ginnie Mae loans subject to repurchase right	639,023	650,179	
Accounts, notes and interest receivable	63,649	58,304	
Derivative assets	24,401	3,120	
Mortgage servicing rights, net	1,258,313	1,139,539	
Intangible assets, net	27,113	33,075	
Goodwill	186,183	176,769	
Other assets	165,839	186,076	
Total assets	\$ 3,496,633	\$ 3,239,591	
Liabilities and stockholders' equity			
Warehouse lines of credit	\$ 839,122	\$ 713,151	
HMBS-related borrowings	71,278	—	
Notes payable	148,766	126,250	
Ginnie Mae loans subject to repurchase right	639,370	650,179	
Accounts payable and accrued expenses	33,194	34,095	

Accrued compensation and benefits	33,600	29,597
Investor reserves	20,022	16,094
Contingent liabilities due to acquisitions	7,239	526
Derivative liabilities	—	5,173
Operating lease liabilities	80,287	85,977
Note due to related party	—	530
Deferred compensation plan	95,394	95,769
Deferred tax liabilities	251,384	232,963
Total liabilities	2,219,656	1,990,304
Commitments and contingencies (Note 16)		
Stockholders' equity		
Preferred stock, \$0.01 par value; 50,000,000 shares authorized; no shares issued and outstanding	—	—
Class A common stock, \$0.01 par value; 250,000,000 shares authorized; 20,558,055 and 20,583,130 shares issued and outstanding as of September 30, 2023 and December 31, 2022, respectively	205	206
Class B common stock, \$0.01 par value; 100,000,000 shares authorized; 40,333,019 shares issued and outstanding as of September 30, 2023 and December 31, 2022	403	403
Additional paid-in capital	47,529	42,727
Retained earnings	1,228,361	1,205,885
Non-controlling interests	479	66
Total stockholders' equity	1,276,977	1,249,287
Total liabilities and stockholders' equity	\$ 3,496,633	\$ 3,239,591

GUILD HOLDINGS COMPANY
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(In thousands, except share amounts)

	Class A		Class B		Additional		Non-controlling		Total
	Class A Shares	Amount	Class B Shares	Amount	Paid-In Capital	Retained Earnings	Interests		
Balance at December 31, 2022	20,583,130	\$ 206	40,333,019	\$ 403	\$ 42,727	\$ 1,205,885	\$ 66	\$	1,249,287
Net loss	—	—	—	—	—	(37,190)	(5)		(37,195)
Repurchase and retirement of Class A common stock	(50,166)	(1)	—	—	(567)	—	—		(568)
Stock-based compensation	—	—	—	—	1,756	—	—		1,756
Vesting of restricted stock units	333	—	—	—	—	—	—		—
Shares of Class A common stock withheld related to net share settlement	(137)	—	—	—	(1)	—	—		(1)
Balance at March 31, 2023	20,533,160	\$ 205	40,333,019	\$ 403	\$ 43,915	\$ 1,168,695	\$ 61	\$	1,213,279
	Class A		Class B		Additional		Non-controlling		Total
	Class A Shares	Amount	Class B Shares	Amount	Paid-In Capital	Retained Earnings	Interests		
Balance at December 31, 2023	20,786,814	\$ 208	40,333,019	\$ 403	\$ 47,158	\$ 1,135,387	\$ 337	\$	1,183,493
Net income (loss)	—	—	—	—	—	28,498	(98)		28,400
Repurchase and retirement of Class A common stock	(17,747)	—	—	—	(251)	—	—		(251)
Stock-based compensation	—	—	—	—	2,137	—	—		2,137
Dividend equivalents on unvested restricted stock units forfeited	—	—	—	—	(20)	20	—		—
Acquisition of non-controlling interests	—	—	—	—	—	—	371		371
Balance at March 31, 2024	20,769,067	\$ 208	40,333,019	\$ 403	\$ 49,024	\$ 1,163,905	\$ 610	\$	1,214,150

See accompanying notes to condensed consolidated financial statements

GUILD HOLDINGS COMPANY
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Three Months Ended March 31,	
	2024	2023
Cash flows from operating activities		
Net income (loss)	\$ 28,400	\$ (37,195)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization	3,754	3,738
Valuation adjustment of mortgage servicing rights	(20,778)	54,871
Valuation adjustment of mortgage loans held for sale	6,408	(7,382)
Valuation adjustment of reverse mortgage loans held for investment and HMBS-related borrowings	(3,230)	—
Unrealized gain on derivatives	(25,072)	(6,052)
Amortization of right-of-use assets	5,410	5,471
Provision for investor reserves	520	1,902
Provision for foreclosure losses	392	1,514
Valuation adjustment of contingent liabilities due to acquisitions, net	1,364	(10)
Gain on sale of mortgage loans excluding fair value of other financial instruments, net	(81,092)	(50,882)
Deferred income taxes	9,125	(13,199)
Stock-based compensation	2,137	1,756
Origination of mortgage servicing rights	(34,234)	(27,493)
Origination and purchase of mortgage loans held for sale	(3,605,155)	(2,700,053)
Proceeds on sale of and payments from mortgage loans held for sale	3,454,907	2,745,778
Other	1,982	759
Changes in operating assets and liabilities:		
Advances and other assets	11,654	13,047
Accounts payable and accrued expenses	11,370	(3,590)
Operating lease liabilities	(5,622)	(5,822)
Other liabilities	(23,683)	(6,712)
Net cash used in operating activities	<u>(261,443)</u>	<u>(29,554)</u>
Cash flows from investing activities		
Acquisition of businesses, net of cash acquired	(17,710)	(2,920)
Origination and purchase of reverse mortgage loans held for investment	(30,543)	—
Principal payments received on reverse mortgage loans held for investment	9,192	—
Issuance of notes receivable	—	(11,250)
Purchases of property and equipment, net	(592)	(1,071)
Other	(1,289)	—
Net cash used in investing activities	<u>(40,942)</u>	<u>(15,241)</u>
Cash flows from financing activities		
Borrowings on warehouse lines of credit	3,844,707	2,631,998
Repayments on warehouse lines of credit	(3,620,230)	(2,582,588)
Proceeds from issuance of reverse mortgage loans and tails accounted for as HMBS-related obligations	26,524	—
Repayments on HMBS-related obligations	(9,486)	—
Borrowings on notes payable	36,234	30,000
Repayments on notes payable	—	(26,250)
Net change in related party notes payable	—	(530)
Taxes paid related to net share settlement of equity awards	—	(1)
Repurchases of Class A common stock	(251)	(568)
Other	(692)	—
Net cash provided by financing activities	<u>276,806</u>	<u>52,061</u>
(Decrease) increase in cash, cash equivalents and restricted cash	(25,579)	7,266
Cash, cash equivalents and restricted cash, beginning of period	127,381	146,754
Cash, cash equivalents and restricted cash, end of period	<u>\$ 101,802</u>	<u>\$ 154,020</u>

See accompanying notes to condensed consolidated financial statements

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GUILD HOLDINGS COMPANY
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME (unaudited) CASH FLOWS (Continued)

(In thousands)

(In thousands, except per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenue				
Loan origination fees and gain on sale of loans, net	\$ 158,126	\$ 154,618	\$ 387,702	\$ 605,229
Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net	2,755	—	5,061	—
Loan servicing and other fees	61,941	57,647	182,239	165,419
Valuation adjustment of mortgage servicing rights	22,077	41,764	(4,904)	247,439
Interest income	31,348	17,575	76,177	47,661
Interest expense	(19,394)	(11,324)	(48,985)	(36,411)
Other income, net	404	940	663	1,182
Net revenue	257,257	261,220	597,953	1,030,519
Expenses				
Salaries, incentive compensation and benefits	142,637	137,372	398,660	502,893
General and administrative	18,809	19,412	60,140	20,153
Occupancy, equipment and communication	18,536	17,302	54,368	54,587
Depreciation and amortization	3,664	3,895	11,063	11,616
Provision for (reversal of) foreclosure losses	84	(3,449)	554	(1,974)
Total expenses	183,730	174,532	524,785	587,275
Income before income tax expense	73,527	86,688	73,168	443,244
Income tax expense	19,284	9,321	19,184	99,615
Net income	54,243	77,367	53,984	343,629
Net (loss) income attributable to non-controlling interests	(6)	(7)	(11)	25
Net income attributable to Guild	\$ 54,249	\$ 77,374	\$ 53,995	\$ 343,604
Net income per share attributable to Class A and Class B Common Stock:				
Basic	\$ 0.89	\$ 1.27	\$ 0.89	\$ 5.63
Diluted	\$ 0.88	\$ 1.26	\$ 0.87	\$ 5.56
Weighted average shares outstanding of Class A and Class B Common Stock:				
Basic	60,956	60,893	60,940	61,004
Diluted	61,913	61,563	61,976	61,806
 Supplemental information				
Cash paid for interest, net	\$ 3,529	\$ 3,002		
Income tax refunds, net of cash paid	\$ (358)	\$ (2,233)		
Supplemental disclosure of non-cash investing activities:				
Measurement period adjustment to goodwill	\$ —	\$ 760		
Cash, cash equivalents and restricted cash at end of period are comprised of the following:				
Three Months Ended March 31,	2024	2023		

Cash and cash equivalents		\$ 95,148	\$ 147,783
Restricted cash		6,654	6,237
Total cash, cash equivalents and restricted cash		\$ 101,802	\$ 154,020

See accompanying notes to condensed consolidated financial statements

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GUILD HOLDINGS COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (unaudited)
(In thousands, except share and per share amounts)

	Class A Shares	Class A Amount	Class B Shares	Class B Amount	Paid-In Capital	Retained Earnings	Non-Controlling Interests	Total
Balance at December 31, 2021	20,723,912	\$ 207	40,333,019	\$ 403	\$ 42,175	\$ 877,194	\$ 34	\$ 920,013
Stock-based compensation	—	—	—	—	1,272	—	—	1,272
Dividend equivalents on unvested restricted stock units								
forfeited	—	—	—	—	(40)	40	—	—
Net income	—	—	—	—	—	207,958	15	207,973
Balance at March 31, 2022	20,723,912	\$ 207	40,333,019	\$ 403	\$ 43,407	\$ 1,085,192	\$ 49	\$ 1,129,258
Stock-based compensation	—	—	—	—	1,728	—	—	1,728
Dividend equivalents on unvested restricted stock units								
forfeited	—	—	—	—	(25)	25	—	—
Vesting of restricted stock units	34,055	—	—	—	—	—	—	—
Repurchase and retirement of Class A common stock	(141,952)	(1)	—	—	(1,444)	—	—	(1,445)
Net income	—	—	—	—	—	58,272	17	58,289
Balance at June 30, 2022	20,616,015	\$ 206	40,333,019	\$ 403	\$ 43,666	\$ 1,143,489	\$ 66	\$ 1,187,830
Stock-based compensation	—	—	—	—	1,917	—	—	1,917
Repurchase and retirement of Class A common stock	(138,962)	(1)	—	—	(1,522)	—	—	(1,523)
Net income (loss)	—	—	—	—	—	77,374	(7)	77,367
Balance at September 30, 2022	20,477,053	\$ 205	40,333,019	\$ 403	\$ 44,061	\$ 1,220,863	\$ 59	\$ 1,265,591
	Class A Shares	Class A Amount	Class B Shares	Class B Amount	Paid-In Capital	Retained Earnings	Non-Controlling Interests	Total
Balance at December 31, 2022	20,583,130	\$ 206	40,333,019	\$ 403	\$ 42,727	\$ 1,205,885	\$ 66	\$ 1,249,287
Stock-based compensation	—	—	—	—	1,756	—	—	1,756
Vesting of restricted stock units	333	—	—	—	—	—	—	—
Shares of Class A common stock withheld related to net share settlement	(137)	—	—	—	(1)	—	—	(1)
Repurchase and retirement of Class A common stock	(50,166)	(1)	—	—	(567)	—	—	(568)
Net loss	—	—	—	—	—	(37,190)	(5)	(37,195)
Balance at March 31, 2023	20,533,160	\$ 205	40,333,019	\$ 403	\$ 43,915	\$ 1,168,695	\$ 61	\$ 1,213,279
Stock-based compensation	—	—	—	—	2,323	—	—	2,323
Dividend equivalents on unvested restricted stock units								
forfeited	—	—	—	—	(23)	23	—	—
Vesting of restricted stock units	211,733	2	—	—	(2)	—	—	—
Shares of Class A common stock withheld related to net share settlement	(48,163)	—	—	—	(523)	—	—	(523)
Repurchase and retirement of Class A common stock	(51,588)	(1)	—	—	(549)	—	—	(550)
Net income	—	—	—	—	—	36,936	—	36,936
Balance at June 30, 2023	20,645,142	\$ 206	40,333,019	\$ 403	\$ 45,141	\$ 1,205,654	\$ 61	\$ 1,251,465
Stock-based compensation	—	—	—	—	2,338	—	—	2,338

Dividends paid on Class A and Class B common stock (\$0.50 per share)	—	—	—	—	—	(30,479)	—	—	(30,479)
Dividend equivalents on unvested restricted stock units, net of forfeitures	—	—	—	—	1,063	(1,063)	—	—	—
Repurchase and retirement of Class A common stock	(87,087)	(1)	—	—	(1,013)	—	—	—	(1,014)
Non-controlling interest related to consolidated joint venture	—	—	—	—	—	—	424	424	424
Net income (loss)	—	—	—	—	—	54,249	(6)	54,243	54,243
Balance at September 30, 2023	20,558,055	\$ 205	40,333,019	\$ 403	\$ 47,529	\$ 1,228,361	\$ 479	\$ 1,276,977	

See accompanying notes to condensed consolidated financial statements

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GUILD HOLDINGS COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

(In thousands)	Nine Months Ended September 30,	
	2023	2022
Cash flows from operating activities		
Net income	\$ 53,984	\$ 343,629
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization	11,063	11,616
Valuation adjustment of mortgage servicing rights	4,904	(247,439)
Valuation adjustment of mortgage loans held for sale	3,611	65,297
Valuation adjustment of reverse mortgage loans held for investment and HMBS-related borrowings	(5,061)	—
Unrealized gain on derivatives	(26,454)	(22,366)
Amortization of right-of-use assets	16,219	12,408
Provision for investor reserves	8,047	679
Provision for (reversal of) foreclosure losses	554	(1,974)
Valuation adjustment of contingent liabilities, net due to acquisitions	865	(45,075)
Gain on sale of mortgage loans excluding fair value of other financial instruments, net	(247,547)	(440,974)
Earnings from unconsolidated joint ventures, net of distributions received	(165)	—
Paid-in-kind interest income	(156)	—
Deferred income taxes	18,420	98,373
Other	1,637	(8,277)
Benefit from investor reserves	(4,119)	(3,101)
Foreclosure loss reserve	(3,058)	(1,436)
Stock-based compensation	6,417	4,917
Changes in operating assets and liabilities:		
Origination of mortgage loans held for sale	(10,910,122)	(16,265,741)
Proceeds on sale of and payments from mortgage loans held for sale	11,067,062	17,916,073
Accounts, notes and interest receivable	17,212	39,674
Other assets	3,497	(2,945)
Mortgage servicing rights	(123,678)	(206,772)
Accounts payable and accrued expenses	(2,827)	(15,932)
Accrued compensation and benefits	3,602	(39,622)
Income taxes	18,210	4,938
Contingent liability payments	—	(7,125)
Operating lease liabilities	(16,810)	(12,075)
Deferred compensation plan liability	(4,663)	4,530
Real estate owned, net	(1,315)	(199)
Net cash (used in) provided by operating activities	<u>(110,671)</u>	<u>1,181,081</u>

Cash flows from investing activities		
Acquisition of businesses	(8,030)	—
Origination and purchase of reverse mortgage loans held for investment	(77,297)	—
Principal payments received on reverse mortgage loans held for investment	734	—
Investments in unconsolidated joint ventures	(913)	—
Distributions received from unconsolidated joint ventures in excess of cumulative earnings	236	—
Excess cash received over cash paid for investment in consolidated joint venture	320	—
Issuance of notes receivable	(16,250)	—
Proceeds from the sale of property and equipment	3	177
Purchases of property and equipment	(4,647)	(3,158)
Net cash used in investing activities	(105,844)	(2,981)
Cash flows from financing activities		
Borrowings on warehouse lines of credit	11,078,901	16,006,430
Repayments on warehouse lines of credit	(10,951,552)	(17,113,148)
Proceeds from sale of reverse mortgage loans (HECMs) accounted for as HMBS-related obligations	71,445	—
Borrowings on MSR notes payable	148,766	—

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Repayments on MSR notes payable	(126,250)	(137,500)
Contingent liability payments	—	(7,300)
Net change in notes payable	(530)	(1,784)
Taxes paid related to net share settlement of equity awards	(524)	—
Repurchases of Class A common stock	(2,132)	(2,968)
Dividends paid	(30,479)	—
Net cash provided by (used in) financing activities	187,645	(1,256,270)
Decrease in cash, cash equivalents and restricted cash	(28,870)	(78,170)
Cash, cash equivalents and restricted cash, beginning of period	146,754	248,120
Cash, cash equivalents and restricted cash, end of period	\$ 117,884	\$ 169,950
Cash, cash equivalents and restricted cash at end of period are comprised of the following:		
Cash and cash equivalents	\$ 114,352	\$ 162,198
Restricted cash	3,532	7,752
Total cash, cash equivalents and restricted cash	\$ 117,884	\$ 169,950
Supplemental information		
Cash paid for interest, net	\$ 12,091	\$ 26,291
Cash paid for income taxes, net of refunds	\$ (17,438)	\$ (3,745)
Supplemental disclosure of non-cash investing activities:		
Measurement period adjustments to goodwill	\$ 760	\$ (1,710)

See accompanying notes to condensed consolidated financial statements

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GUILD HOLDINGS COMPANY
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except as otherwise indicated)

(Unaudited)

NOTE 1 - 1—BUSINESS, BASIS OF PRESENTATION, AND SIGNIFICANT ACCOUNTING POLICIES

Business

Guild Holdings Company, including its consolidated subsidiaries (collectively, "Guild" or the "Company") originates, sells, and services residential mortgage loans within in the United States. The Company operates in two reportable segments, origination and servicing. The Company operates approximately 500 branches with licenses in 49 states and the District of Columbia. The Company originates residential mortgages through retail and correspondent channels.

The Company is certified with the United States Department of Housing and Urban Development ("HUD") and the Department of Veterans Affairs ("VA") and operates as a Federal Housing Administration ("FHA") non-supervised lender. In addition, the Company is an approved issuer with the Government National Mortgage Association ("GNMA" or "Ginnie Mae"), as well as an approved seller and servicer with the Federal National Mortgage Association ("FNMA" or "Fannie Mae"), the Federal Home Loan Mortgage Corporation ("FHLMC" or "Freddie Mac") and the United States Department of Agriculture Rural Development ("USDA").

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC") and in accordance with U.S. generally accepted accounting principles ("GAAP") applicable to interim financial statements. These unaudited condensed consolidated financial statements reflect all normal recurring adjustments that are, in the opinion of management, necessary for a fair presentation of the results of the interim period. The unaudited condensed consolidated financial statements include the accounts of the Company and all other entities in which it has a controlling financial interest or consolidates as a variable interest entity or joint venture. All significant intercompany accounts and transactions have been eliminated in consolidation. The condensed consolidated balance sheet data as of December 31, 2022 December 31, 2023 was derived from audited financial statements, but does not include all disclosures required by GAAP. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023. The Company follows the same accounting policies for preparing quarterly and annual reports.

Principles of Consolidation Reclassifications

The Company's Certain reclassifications have been made to the condensed consolidated financial statements include the accounts of the Company, Guild Mortgage Company LLC ("GMC") and their consolidated subsidiaries, variable interest entities ("VIE") of which the Company is the primary beneficiary, and joint ventures in which the Company has a majority voting interest and control.

The Company evaluates its relationships and investments to determine if it is the primary beneficiary of a VIE. Generally, a VIE is a legal entity in which the equity investors do not have the characteristics of a controlling financial interest or lack sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. In determining whether the Company is the primary beneficiary of a VIE, the Company considers qualitative and quantitative factors, including, but not limited to: which activities most significantly impact the VIE's economic performance and which party controls such activities; the amount and characteristics of the Company's investment; the obligation or likelihood for the Company or other investors to provide financial support; and the similarity with and significance conform to the Company's business activities and the business activities of the other investors.

The carrying amount of the consolidated VIEs' and consolidated joint ventures' assets and liabilities were immaterial as of September 30, 2023.

All intercompany accounts and transactions have been eliminated in consolidation.

Investments in Unconsolidated Joint Ventures

The Company has investments in unconsolidated joint ventures involved in the mortgage lending business, which are included in other assets in the Condensed Consolidated Balance Sheets. The Company's investments in these unconsolidated joint ventures are accounted for under the equity method of accounting as the Company does not have a majority voting interest, operational control or financial control. As a result, the Company does not recognize the assets and liabilities of these unconsolidated joint ventures in its financial statements. The Company's share of the net earnings or losses of the investee are included in other income, net in the Condensed Consolidated Statements of Income.

The Company classifies distributions received from its unconsolidated joint ventures using the cumulative earnings approach. Distributions received are considered returns on the investment and classified as cash inflows from operating activities. If, however, the investor's cumulative distributions received, less distributions received in prior periods determined to be returns of investment, exceeds

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cumulative equity in earnings recognized, the excess is considered a return of investment and is classified as cash inflows from investing activities.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although management is not currently aware of any factors that would significantly change its estimates and assumptions, actual results could materially differ from those estimates.

Escrow and Fiduciary Funds

As a loan servicer, the Company maintains segregated bank accounts in trust for investors and escrow balances for mortgagors, which are excluded from the Company's Condensed Consolidated Balance Sheets. These accounts totaled \$1.0 billion \$795.1 million and \$0.6 billion \$646.5 million at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

Common Stock Cash Dividend

The Company declared and paid dividends of \$0.50 per share on its Class A and Class B common stock during the third quarter of 2023 totaling \$30.5 million.

Non-vested restricted stock units ("RSUs") under the 2020 Omnibus Incentive Plan have rights to dividends, which entitle holders to the same dividend value per share as holders of common shares in the form of dividend equivalent units ("DEUs"). DEUs will be credited as additional RSUs on the dividend payment date and will vest on the same date as the underlying RSUs and are forfeited if the underlying RSUs forfeit prior to vesting. The number of additional RSUs credited will equal (1) the per share cash dividend amount, multiplied by (2) the number of RSUs, divided by (3) the fair market value of a share of Class A common stock on the last trading day before the date of the dividend payment, rounded up to the nearest whole number of RSUs.

In conjunction with the payment of Guild's dividend, Guild issued 95,413 DEUs to holders of RSUs. Since the DEUs are forfeitable, the value of the DEUs was recorded as a reduction to retained earnings and a credit to additional paid-in capital.

Reverse Mortgage Loans Held for Investment and HMBS-Related Borrowings, Net

In April 2023, the Company acquired certain assets of Cherry Creek Mortgage, LLC ("CCM") (see Note 3 - Acquisitions), which expanded its range of services by offering reverse mortgages to its customers. Reverse mortgage loans are residential mortgage loans for which neither principal nor interest is due until the borrower dies, the home is sold, or other trigger events occur. Reverse mortgage loans can have either fixed interest rates or adjustable interest rates. In the case of most fixed-rate reverse mortgage loans, the borrower must draw the loan proceeds up front in one lump sum, while many adjustable-rate mortgage loans provide the borrower with a line of credit that can be drawn over time.

The Company has elected to measure these loans at fair value, on a recurring basis, with changes in fair value recorded as a charge or credit to gain on reverse mortgage loans held for investment and HMBS-related borrowings, net in the Condensed Consolidated Statements of Income.

The Company securitizes home equity conversion mortgages ("HECM") into Home Equity Conversion Mortgage-Backed Securities ("HMBS"), which Ginnie Mae guarantees, and sells them in the secondary market while retaining the rights to service. The Company has determined that HECM loans transferred under the current Ginnie Mae HMBS securitization program do not meet the requirements for sale accounting under Accounting Standards Codification ("ASC 860"), *Transfers and Servicing*, and are therefore not derecognized upon date of transfer. The Ginnie Mae HMBS securitization program includes certain terms that do not meet the participating interest requirements and require or provide an option for the Company to reacquire the loans prior to maturity. Due to these terms, the transfer of the loans does not meet the requirements of sale accounting. As a result, the Company accounts for HECM loans transferred into HMBS securitizations as secured borrowings and continues to recognize the loans as held for investment, along with the corresponding liability for the HMBS related obligations.

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As an issuer of HMBS, we are required to repurchase reverse loans out of the Ginnie Mae securitization pools once the outstanding principal balance of the related HECM is equal to or greater than 98% of the maximum claim amount ("MCA") (referred to as unpoolable loans). Performing repurchased loans are conveyed to the United States Department of Housing and Urban Development ("HUD") and payment is received from HUD typically within 75 days of repurchase. Nonperforming repurchased loans are generally liquidated through foreclosure, subsequent sale of the real estate owned, and claim submissions to HUD.

Gain on Reverse Mortgage Loans Held for Investment and HMBS-Related Borrowings, Net

The Company has elected to measure the HECM loans held for investment and HMBS-related borrowings at fair value on a recurring basis. The fair value gains and losses of the HECM loans and HMBS-related borrowings and the gains and losses on tail securitization are included in gain on reverse mortgage loans held for investment and HMBS-related borrowings, net in the Condensed Consolidated Statements of Income. Tail securitizations are participations in previously securitized HECMs and are created by additions to principal for borrower draws on lines-of-credit (scheduled and unscheduled), interest, servicing fees, and mortgage insurance premiums. In addition, gain on reverse mortgage loans held for investment and HMBS-related borrowings, net includes interest income on the securitized HECM loans, interest expense on the HMBS-related borrowings, together with the realized cash gains or losses on tail securitization and the fair value changes related to new reverse mortgage loans through the securitization date. The reverse mortgage loan activity is included in the Company's origination segment.

Recent Accounting Standards

In August December 2023, the Financial Accounting Standards Board ("FASB") ("FASB") issued Accounting Standards Standard Update ("ASU") ("ASU") 2023-05—2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which expands disclosures in an entity's income tax rate reconciliation table and regarding cash taxes paid both in the U.S. and foreign jurisdictions. For public business entities the update will be effective for annual periods beginning after December 15, 2024. The Company is currently evaluating the disclosure requirements related to the new standard.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280)* ("ASU 2023-07"). ASU 2023-07 requires disclosure, on an annual and interim basis, of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM"), as well as the aggregate amount of other segment items included in the reported measure of segment profit or loss. ASU 2023-07 requires that a public

entity disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss. Public entities will be required to provide all annual disclosures currently required by Topic 280 in interim periods, and entities with a single reportable segment are required to provide all the disclosures required by the amendments in the update and existing segment disclosures in Topic 280. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and requires retrospective adoption. Early adoption is permitted. The Company is currently evaluating the disclosure requirements related to the new standard.

In August 2023, the FASB issued ASU 2023-05, *Business Combinations—Joint Venture Formations (Subtopic 805-60): Recognition and Initial Measurement* ("ASU 2023-05"). ASU 2023-05 applies to the formation of a "joint venture" or a "corporate joint venture" and requires a joint venture to initially measure all contributions received upon its formation at fair value. The guidance does not impact accounting by the venturers. The new guidance is applicable to joint venture entities with a formation date on or after January 1, 2025 on a prospective basis and early adoption is permitted. The Company is currently in the process of evaluating the impact of adoption of the new guidance on its financial statements.

In March 2020, the FASB issued ASU No. 2020-4, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting* ("ASU 2020-04"), which provides temporary optional expedients and exceptions to the US GAAP guidance on contract modifications and hedge accounting to ease the financial reporting burdens of the expected market transition from the London Interbank Offered Rate ("LIBOR") and other interbank offered rates to alternative reference rates. ASU 2020-04 generally considers contract modifications related to reference rate reform to be an event that does not require contract remeasurement at the modification date nor a reassessment of a previous accounting determination. In January 2021, the FASB issued ASU 2021-01, *Reference Rate Reform (Topic 848): Scope*, which clarifies that the practical expedients in ASU 2020-04 apply to derivatives impacted by changes in the interest rate used for margining, discounting, or contract price alignment. The guidance in ASU 2020-04 is optional and may be elected over time, through December 31, 2022, as reference rate reform activities occur. In December 2022, the FASB issued ASU 2022-06, *Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 848*, to extend the temporary accounting rules from December 31, 2022 to December 31, 2024. Once ASU 2020-04 is elected, the guidance must be applied prospectively for all eligible contract modifications. For contracts to which ASC Topic 470, *Debt* applies, the Company has applied the optional expedients available from ASU 2020-04 and accounted for the contract modifications related to reference rate reform prospectively. The Company transitioned its funding facilities and financing

facilities that utilized LIBOR as the reference rate to alternative reference rates prior to the LIBOR cessation date of June 30, 2023 and there was no material impact on the Company's consolidated financial statements.

NOTE 2 - FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Inputs used to

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measure fair value are prioritized within a three-level fair value hierarchy. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The categorization of assets and liabilities measured at fair value within the valuation hierarchy is based on the lowest level of input that is significant to the fair value measurement. The three levels of inputs used to measure fair value are as follows:

- **Level One** - Level One inputs are unadjusted, quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- **Level Two** - Level Two inputs are observable for that asset or liability, either directly or indirectly, and include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, observable inputs for the asset or liability other than quoted prices and inputs derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified contractual term, the inputs must be observable for substantially the full term of the asset or liability.
- **Level Three** - Level Three inputs are unobservable inputs for the asset or liability that reflect the Company's assessment of the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, and are developed based on the best information available.

The Company updates the valuation of each instrument recorded at fair value on a monthly or quarterly basis, evaluating all available observable information, which may include current market prices or bids, recent trade activity, changes in the levels of market activity and benchmarking of industry data. The assessment also includes consideration of identifying the valuation approach that would be used currently by market participants. If it is determined that a change in valuation technique or its application is appropriate, or if there are other changes in availability of observable data or market activity, the current methodology will be analyzed to determine if a transfer between levels of the valuation hierarchy is appropriate. Such reclassifications are reported as transfers into or out of a level as of the beginning of the quarter that the change occurs.

Fair value is based on quoted market prices, when available. If quoted prices are not available, fair value is estimated based upon other observable inputs. Unobservable inputs are used when observable inputs are not available and are based upon judgments and assumptions, which are the Company's assessment of the assumptions market participants would use in pricing the asset or liability. These inputs may include assumptions about risk, counterparty credit quality, the Company's creditworthiness and liquidity and are developed based on the best information available. When a determination is made to classify an asset or liability within Level Three of the valuation hierarchy, the determination is based upon the significance of the unobservable factors to the overall fair value measurement of the asset or liability. The fair value of assets and liabilities classified within Level Three of the valuation hierarchy also typically includes observable factors and the realized or unrealized gain or loss recorded from the valuation of these instruments would also include amounts determined by observable factors.

Recurring Fair Value Measurements

The Company's fair value measurements are evaluated within the fair value hierarchy, based on the nature of the inputs used to determine the fair value at the measurement date. At **September 30, 2023** **March 31, 2024** and **December 31, 2022**,

December 31, 2023, the Company had the following assets and liabilities that are measured at fair value on a recurring basis:

Trading Securities — Trading securities are classified within Level One of the valuation hierarchy. Valuation is based upon quoted prices for identical instruments traded in active markets. Level One trading securities include securities traded on active exchange markets, such as the New York Stock Exchange. Trading securities are included within other assets in the Condensed Consolidated Balance Sheets.

Notes Receivable — Notes receivable are classified within Level Three of the valuation hierarchy as the Company's valuation includes significant unobservable inputs, including consideration of estimates of future earn-out payments, discount rates and expectations about settlement.

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Derivative Instruments — Derivative instruments are classified within Level Two and Level Three of the valuation hierarchy, and include the following:

Interest Rate Lock Commitments — "IRLCs" are classified within Level Three of the valuation hierarchy. IRLCs represent an agreement to extend credit to a mortgage loan applicant, or an agreement to purchase a loan from a third-party originator, whereby the interest rate on the loan is set (or "locked") prior to funding. The fair value of IRLCs recorded at lock inception is based upon the estimated fair value of the underlying mortgage loan, including the expected net future cash flows related to servicing the mortgage loan, net of estimated incentive compensation expenses, and adjusted for: (i) estimated costs to complete and originate the loan and (ii) an adjustment to reflect the estimated percentage of IRLCs that will result in a closed mortgage loan under the original terms of the agreement (pull-through rate). The pull-through rate is considered a significant unobservable input and is estimated based on changes in pricing and actual borrower behavior using a historical analysis of loan closing and fallout data. The average pull-through rate used to calculate the fair value of IRLCs as of September 30, 2023 and December 31, 2022, was 84.3% and 93.4%, respectively. On a quarterly basis, actual loan pull-through rates are compared to the modeled estimates to confirm the assumptions are reflective of current trends. Generally, a change in interest rates is accompanied by a directionally opposite change in the assumption used for the pull-through percentage, and the impact to fair value of a change in pull-through would be partially offset by the related change in price. We regularly review our critical estimates and assumptions used in the valuation of our IRLCs.

Forward Delivery Commitments— Forward delivery commitments are classified within Level Two of the valuation hierarchy. Forward delivery commitments fix the forward sales price that will be realized upon the sale of mortgage loans into the secondary market. The fair value of forward delivery commitments is primarily based upon the current agency mortgage-backed security market to-be-announced pricing specific to the loan program, delivery coupon and delivery date of the trade. Best efforts sales commitments are also entered into for certain loans at the time the borrower commitment is made. These best-effort sales commitments are valued using the committed price to the counterparty against the current market price of the IRLC or mortgage loan held for sale.

Option contracts are a type of forward commitment that represents the rights to buy or sell mortgage-backed securities at specified prices in the future. Their value is based upon the underlying current to-be-announced pricing of the agency mortgage-backed security market, and market-based volatility. See Note 6 for additional information on the derivative instruments.

Mortgage Loans Held for Sale ("MLHS")— "MLHS" MLHS are carried at fair value. The fair value of MLHS is based on secondary market pricing for loans with similar characteristics, and as such, is classified as a Level Two measurement. Fair value is estimated through a market approach by using either: (i) the fair value of securities backed by similar mortgage loans, adjusted for certain factors to approximate the fair value of a whole mortgage loan, including the value attributable to servicing rights and credit risk, (ii) current commitments to purchase loans or (iii) recent observable market trades for similar loans, adjusted for credit risk and other individual loan characteristics. The agency mortgage-backed security market is a highly liquid and active secondary market for conforming conventional loans whereby quoted prices exist for securities at the pass-through level and are published on a regular basis. The Company has the ability to access this market and it is the market into which conforming mortgage loans are typically sold. We regularly review our critical estimates and assumptions used in the valuation of our MLHS.

Reverse Mortgage Loans Held for Investment— Reverse mortgage loans held for investment are carried at fair value and classified within Level Three of the valuation hierarchy. Fair value is estimated using a present value methodology that discounts estimated projected cash flows over the life of the loan using unobservable inputs which include conditional prepayment rates and discount rates. The conditional prepayment rate assumption is inclusive of voluntary (repayment or payoff) and involuntary (inactive/delinquent status and default) prepayments. The discount rate assumption used is primarily based on an assessment of current market yields on reverse mortgage loan and tail securitizations, expected duration of the asset and current market interest rates. The Company engages a third-party valuation

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expert to assist in estimating the fair value. See Note 9 "Note 8—Reverse Mortgage Loans Held for Investment and HMBS-related Borrowings" for additional information on the Company's reverse mortgage loans held for investment.

Mortgage Servicing Rights ("MSRs")— "MSRs" MSRs are classified within Level Three of the valuation hierarchy due to the use of significant unobservable inputs and the lack of an active market for such assets. The fair value of MSRs is estimated based upon projections of expected future cash flows considering prepayment estimates, the Company's historical prepayment rates, portfolio characteristics, interest rates based on interest rate yield curves, implied volatility, costs to service and other economic factors. The Company obtains valuations from an independent third party on a monthly basis, and records an adjustment based on this third-party valuation. See Note 7 "Note 6—Mortgage Servicing Rights" for additional information on the Company's MSRs.

Investment in Warrants Derivative Instruments— The Company was a party Derivative instruments are classified within Level Two and Level Three of the valuation hierarchy, and include the following:

Interest Rate Lock Commitments ("IRLCs")— IRLCs are classified within Level Three of the valuation hierarchy. IRLCs represent an agreement to extend credit to a joint marketing mortgage loan applicant, or an agreement with to purchase a private independent insurance carrier loan from a third-party originator, whereby the Company marketed their products and submitted leads for borrowers needing insurance. In connection with satisfying interest rate on the conditions loan is set forth under such agreement, (or "locked") prior to funding. The fair value of IRLCs recorded at lock inception is based upon the Company received warrants that may be exercised to purchase shares of common stock of the private company. The Company's equity investment in the warrants is carried at its estimated fair value which was determined of the underlying mortgage loan, including the expected net future cash flows related to servicing the mortgage loan, net of estimated incentive compensation expenses, and adjusted for: (i) estimated costs to complete and originate the loan and (ii) an adjustment to reflect the estimated percentage of IRLCs that will result in a closed mortgage loan under the original terms of the agreement (pull-through rate). The pull-through rate is considered a significant unobservable input and is estimated based on changes in pricing and actual borrower behavior using a historical analysis of loan closing and fallout data. On a quarterly basis, actual loan pull-through rates are compared to the modeled estimates to confirm the assumptions are reflective of current trends. Generally, a change in interest rates is accompanied by a directionally opposite change in the assumption used for the pull-through percentage, and the impact to fair value of a change in pull-through would be partially offset by the related change in price.

Forward Delivery Commitments— Forward delivery commitments are classified within Level Two of the valuation hierarchy. Forward delivery commitments fix the forward sales price that will be realized upon the sale of mortgage loans into the secondary market. The fair value of forward delivery commitments is primarily based upon the current agency mortgage-backed security market to-be-announced pricing specific to the loan program, delivery coupon and delivery date of the trade. Best efforts sales commitments are also entered into for certain loans at the time the borrower commitment is made. These best-effort sales commitments are valued using the committed price per share paid by an investor to the counterparty against the current market price of the IRLC or mortgage loan held for sale.

Option contracts are a type of forward commitment that represents the rights to buy or sell mortgage-backed securities at specified prices in an equity sale transaction completed by the private company, resulting future. Their value is based upon the underlying current to-be-announced pricing of the agency mortgage-backed security market, and market-based volatility.

The Company regularly reviews its critical estimates and assumptions used in the valuation of our IRLCs and forward delivery commitments. See "Note 5—Derivative Financial Instruments" for additional information on derivative instruments.

Notes Receivable— Notes receivable are classified within Level Three classification. The warrants of the valuation hierarchy as the Company's valuation includes significant unobservable inputs, including consideration of estimates of future earn-out payments, discount rates and expectations about settlement.

HMBS-Related Borrowings — HMBS-related borrowings are exercisable until June 2025. The warrants are initially and subsequently measured carried at fair value until they and classified within Level Three of the valuation hierarchy. These borrowings are exercised or expire, with material changes not actively traded; therefore, quoted market prices are not available. The Company determines fair value using a discounted cash flow model, by discounting the projected payment of principal and interest over the estimated life of the borrowing at a market rate, due to significant unobservable inputs, including conditional prepayment rates and discount rates. The discount rate assumption used is primarily based on an assessment of current market yields for newly issued HMBS, expected duration and current market interest rates. The Company engages a third-party valuation expert to assist in estimating the fair value reported in other income, net in value. See "Note 8—Reverse Mortgage Loans Held for Investment and HMBS-related Borrowings" for additional information on the Condensed Consolidated Statements of Income each reporting period. The Company's investment in warrants is included within other assets in the Condensed Consolidated Balance Sheets. HMBS-related borrowings.

Contingent Liabilities Due to Acquisitions — Contingent liabilities represent future obligations of the Company to make payments to the former owners of its acquired companies. The Company determines the fair value of its contingent liabilities using a discounted cash flow approach whereby the Company forecasts the cash outflows related to the future payments, which are based on a percentage of net income specified in the purchase agreements. The Company then discounts these expected payment amounts to calculate the present value, or fair value, as of the valuation date. The Company's management evaluates the underlying projections used in determining fair value each period and makes updates to these underlying projections.

The Company uses a risk-adjusted discount rate to value the contingent liabilities which is considered a significant unobservable input, and as such, the liabilities are classified as a Level Three measurement. Management's underlying projections adjust for market penetration and other economic expectations, and the discount rate is risk-adjusted for key factors such as uncertainty in the mortgage banking industry due to its reliance on external influences (interest rates, regulatory changes, etc.), upfront payments, and credit risk. An increase in the discount rate will result in a decrease in the fair value of the contingent liabilities. Conversely, a decrease in the discount rate will result in an increase in the fair value of the contingent liabilities. At September 30, 2023 the risk adjusted discount rate was 25.0% and at December 31, 2022 March 31, 2024 the range of the risk adjusted discount rate was 14.5% 20.8% - 25.0%, with a median weighted average of 15.0% 22.9% and at December 31, 2023 the risk adjusted discount rate was 25.0%. Adjustments to the fair value of the contingent liabilities (other than payments) are recorded as a gain or loss and are included within general and administrative expenses in the Condensed Consolidated Statements of Income.

HMBS-Related Borrowings — HMBS-related borrowings are carried at fair value and classified within Level Three of the valuation hierarchy. These borrowings are not actively traded; therefore, quoted market prices are not available. The Company determines fair value using a discounted cash flow model, by discounting the projected payment of principal and interest over the estimated life of the borrowing at a market rate, due to significant unobservable inputs, including conditional prepayment rates and discount rates. The discount rate assumption used is primarily based on an assessment of current market yields for newly issued HMBS, expected duration and current market interest rates. The Company engages a third-party valuation expert to assist in estimating the fair value. See Note 9 for additional information on the Company's HMBS-related borrowings.

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Operations.

The following table summarizes the Company's assets and liabilities measured at fair value on a recurring basis at September 30, 2023 March 31, 2024:

Description	Level 1	Level 2	Level 3	Total
Assets:				
Trading securities	\$ 89	\$ —	\$ —	\$ 89
Notes receivable	—	—	14,809	14,809
Derivative				
Forward delivery commitments and best efforts sales commitments	—	12,182	—	12,182
Interest rate lock commitments	—	—	12,219	12,219
Mortgage loans held for sale	—	932,771	—	932,771
Reverse mortgage loans held for investment	—	—	81,457	81,457
Mortgage servicing rights	—	—	1,258,313	1,258,313
Investment in warrants	—	—	961	961
Total assets at fair value	\$ 89	\$ 944,953	\$ 1,367,759	\$ 2,312,801
Liabilities:				
HMBS-related borrowings	\$ —	\$ —	\$ 71,278	\$ 71,278
Contingent liabilities due to acquisitions	—	—	7,239	7,239
Total liabilities at fair value	\$ —	\$ —	\$ 78,517	\$ 78,517

(in thousands)	Level 1	Level 2	Level 3	Total
Assets:				
Mortgage loans held for sale	\$ —	\$ 1,126,159	\$ —	\$ 1,126,159
Reverse mortgage loans held for investment	—	—	348,076	348,076
Mortgage servicing rights	—	—	1,216,483	1,216,483
Derivative assets				
Interest rate lock commitments	—	—	23,588	23,588
Forward delivery commitments	—	142	—	142
Notes receivable	—	—	11,006	11,006
Total assets at fair value	\$ —	\$ 1,126,301	\$ 1,599,153	\$ 2,725,454

Liabilities:						
HMBS-related borrowings	\$	—	\$	—	\$	326,804
Derivative liabilities						\$ 326,804
Forward delivery commitments and best efforts sales commitments		—		3,918		—
Contingent liabilities due to acquisitions		—		—		20,101
Total liabilities at fair value	\$	—	\$	3,918	\$	346,905
						\$ 350,823

The following table summarizes the Company's assets and liabilities measured at fair value on a recurring basis at December 31, 2022 December 31, 2023:

Description	Level 1	Level 2	Level 3	Total
Assets:				
Trading securities	\$ 96	\$ 96	\$ 96	\$ 96
Derivative				
Forward delivery commitments	—	1,602	—	1,602
Interest rate lock commitments	—	—	1,518	1,518
Mortgage loans held for sale	—	845,775	—	845,775
Mortgage servicing rights	—	—	1,139,539	1,139,539
Investment in warrants	—	—	961	961
Total assets at fair value	\$ 96	\$ 847,377	\$ 1,142,018	\$ 1,989,491
Liabilities:				
Derivative				
Forward delivery commitments and best efforts sales commitments	\$ —	\$ 5,173	\$ —	\$ 5,173
Contingent liabilities due to acquisitions	—	—	526	526
Total liabilities at fair value	\$ —	\$ 5,173	\$ 526	\$ 5,699

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(in thousands)	Level 1	Level 2	Level 3	Total
Assets:				
Mortgage loans held for sale	\$ —	\$ 901,227	\$ —	\$ 901,227
Reverse mortgage loans held for investment	—	—	315,912	315,912
Mortgage servicing rights	—	—	1,161,357	1,161,357
Derivative assets				
Interest rate lock commitments	—	—	14,902	14,902
Forward delivery commitments	—	693	—	693
Notes receivable	—	—	10,627	10,627
Total assets at fair value	\$ —	\$ 901,920	\$ 1,502,798	\$ 2,404,718
Liabilities:				
HMBS-related borrowings	\$ —	\$ —	\$ 302,183	\$ 302,183
Derivative liabilities				
Forward delivery commitments and best efforts sales commitments	—	16,245	—	16,245
Contingent liabilities due to acquisitions	—	—	8,720	8,720
Total liabilities at fair value	\$ —	\$ 16,245	\$ 310,903	\$ 327,148

The table below presents a reconciliation of certain Level Three assets and liabilities measured at fair value on a recurring basis for the three and nine months ended September 30, 2023 March 31, 2024:

(in thousands)	Interest Rate Lock Commitments	Notes Receivable	Contingent Liabilities
Balance at December 31, 2023	\$ 14,902	\$ 10,627	\$ 8,720
Net transfers and revaluation losses	8,686	—	—
Additions	—	149	10,017

Valuation adjustments	—	230	1,364
Balance at March 31, 2024	\$ 23,588	\$ 11,006	\$ 20,101

The table below presents a reconciliation of certain Level Three assets and 2022:

	IRLCs	Contingent Liabilities	Notes Receivable
Balance at June 30, 2023	\$ 5,613	\$ 7,793	\$ 9,824
Net transfers and revaluation gains	6,606	—	—
Additions	—	—	5,156
Valuation adjustments	—	(554)	(171)
Balance at September 30, 2023	\$ 12,219	\$ 7,239	\$ 14,809
Balance at December 31, 2022	\$ 1,518	\$ 526	\$ —
Net transfers and revaluation gains	10,701	—	—
Additions	—	6,103	16,406
Valuation adjustments	—	610	(1,597)
Balance at September 30, 2023	\$ 12,219	\$ 7,239	\$ 14,809
Balance at June 30, 2022	\$ 14,600	\$ 1,557	\$ —
Net transfers and revaluation losses	(38,177)	—	—
Payments	—	(1,884)	—
Valuation adjustments	—	327	—
Balance at September 30, 2022	\$ (23,577)	\$ —	\$ —
Balance at December 31, 2021	\$ 22,119	\$ 59,500	\$ —
Net transfers and revaluation losses	(45,696)	—	—
Payments	—	(14,425)	—
Valuation adjustments	—	(45,075)	—
Balance at September 30, 2022	\$ (23,577)	\$ —	\$ —

[Table of Contents](#) [1](#)liabilities measured at fair value on a recurring basis for the three months ended March 31, 2023:

(in thousands)	Interest Rate Lock Commitments	Notes Receivable	Contingent Liabilities
Balance at December 31, 2022	\$ 1,518	\$ —	\$ 526
Net transfers and revaluation gains	10,688	—	—
Additions	—	11,250	1,702
Valuation adjustments	—	—	(10)
Balance at March 31, 2023	\$ 12,206	\$ 11,250	\$ 2,218

Changes in the availability of observable inputs may result in reclassifications of certain assets or liabilities. Such reclassifications are reported as transfers in or out of Level Three as of the beginning of the period that the change occurs. There were no transfers between fair value levels during for the three and nine months ended [September 30, 2023](#) [March 31, 2024](#) and [December 31, 2022](#) [December 31, 2023](#).

Non-Recurring Fair Value Measurements

Certain assets and liabilities that are not typically measured at fair value on a recurring basis may be subject to fair value measurement requirements under certain circumstances. These adjustments to fair value usually result from write-downs of individual assets. At [September 30, 2023](#) [March 31, 2024](#) and [December 31, 2022](#) [December 31, 2023](#), the Company had the following financial assets measured at fair value on a non-recurring basis:

Ginnie Mae Loans Subject to Repurchase Right — Government National Mortgage Association ("GNMA" or "Ginnie Mae") GNMA securitization programs allow servicers to buy back individual delinquent mortgage loans from the securitized loan pool once certain conditions are met. If a borrower makes no payment for three consecutive months, the servicer has the option to repurchase the delinquent loan for an amount equal to 100% of the loan's remaining principal balance. Under ASC 860, *Transfers and Servicing*, this buy-back option is considered a conditional option until the delinquency criteria are met, at which time the option becomes unconditional. The Company records these assets and liabilities at their fair value, which is determined to be the remaining unpaid principal balance ("UPB") ("UPB"). The Company's future expected realizable cash flows are the cash payments of the remaining UPB whether paid by

the borrower or reimbursed through a claim filed with HUD. The Company considers the fair value of these assets and liabilities to fall into the Level Two bucket in the valuation hierarchy due to the assets and liabilities having specified contractual terms and the inputs are observable for substantially the full term of the assets' and liabilities' lives.

The following table summarizes the Company's financial assets and liabilities measured at fair value on a non-recurring basis at **September 30, 2023** **March 31, 2024**:

Description	Level				(in thousands)	(in thousands)	Level 1	Level 2	Level 3	Total
	1	Level 2	3	Total						
(in thousands)										
Assets:	Assets:									
Ginnie Mae loans subject to repurchase right										
Ginnie Mae loans subject to repurchase right										
Ginnie Mae loans subject to repurchase right	Ginnie Mae loans subject to repurchase right									
Total assets at fair value	Total assets at fair value				\$ — \$639,023	\$ — \$639,023				
Liabilities:	Liabilities:									
Ginnie Mae loans subject to repurchase right	Ginnie Mae loans subject to repurchase right									
Ginnie Mae loans subject to repurchase right	Ginnie Mae loans subject to repurchase right									
Total liabilities at fair value	Total liabilities at fair value				\$ — \$639,370	\$ — \$639,370				

The following table summarizes the Company's financial assets and liabilities measured at fair value on a non-recurring basis at December 31, 2022 December 31, 2023:

Description	Level 1	Level 2	Level 3	Total
Assets:				
Ginnie Mae loans subject to repurchase right	\$ —	\$ 650,179	\$ —	\$ 650,179
Total assets at fair value	<u>\$ —</u>	<u>\$ 650,179</u>	<u>\$ —</u>	<u>\$ 650,179</u>
Liabilities:				
Ginnie Mae loans subject to repurchase right	\$ —	\$ 650,179	\$ —	\$ 650,179
Total liabilities at fair value	<u>\$ —</u>	<u>\$ 650,179</u>	<u>\$ —</u>	<u>\$ 650,179</u>

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(in thousands)	Level 1	Level 2	Level 3	Total
Assets:				
Ginnie Mae loans subject to repurchase right	\$ —	\$ 699,622	\$ —	\$ 699,622
Total assets at fair value	\$ —	\$ 699,622	\$ —	\$ 699,622
Liabilities:				
Ginnie Mae loans subject to repurchase right	\$ —	\$ 700,120	\$ —	\$ 700,120
Total liabilities at fair value	\$ —	\$ 700,120	\$ —	\$ 700,120

Fair Value Option

The Company has elected to measure its MLHS, reverse mortgage loans held for investment, notes receivable and HMBS-related borrowings at fair value. The following is the estimated fair value and UPB of **MLHS assets and liabilities** that have contractual principal amounts and for which the Company has elected the fair value option. The fair value option was elected for **MLHS** as the Company believes fair value best reflects their expected future economic **performance**: performance and to align with the Company's business and risk management strategies.

(in thousands)	Fair Value	Principal Amount Due Upon Maturity	Difference
March 31, 2024			
Assets:			
Mortgage loans held for sale ⁽¹⁾	\$ 1,126,159	\$ 1,125,664	\$ 495
Reverse mortgage loans held for investment ⁽²⁾	348,076	312,481	35,595
Notes receivable	11,006	11,705	(699)
Liabilities:			
HMBS-related borrowings	\$ 326,804	\$ 315,555	\$ 11,249

	Fair Value	Principal Amount Due Upon Maturity	Difference ⁽³⁾
Balance at September 30, 2023	\$ 932,771	\$ 959,523	\$ (26,752)
Balance at December 31, 2022	\$ 845,775	\$ 868,833	\$ (23,058)

(1) Represents the amount of losses included in loan origination fees and gain on sale of loans, net MLHS that were 90 days or more past due to changes in had a fair value of items accounted \$7.8 million and UPB of \$10.7 million.

(2) Reverse mortgage loans held for using the investment that were 90 days or more past due had a fair value option. of \$6.4 million and UPB of \$5.9 million.

(in thousands)	Fair Value	Principal Amount Due Upon Maturity	Difference
December 31, 2023			
Assets:			
Mortgage loans held for sale ⁽¹⁾	\$ 901,227	\$ 892,816	\$ 8,411
Reverse mortgage loans held for investment ⁽²⁾	315,912	290,907	25,005
Notes receivable	10,627	11,556	(929)
Liabilities:			
HMBS-related borrowings	\$ 302,183	\$ 293,542	\$ 8,641

(1) MLHS that were 90 days or more past due had a fair value of \$7.3 million and UPB of \$9.9 million.

(2) Reverse mortgage loans held for investment that were 90 days or more past due had a fair value of \$3.4 million and UPB of \$3.3 million.

NOTE 3 - 3-ACQUISITIONS

First Centennial Mortgage Corporation 2024 Acquisitions

On September 11, 2023 February 12, 2024, the Company entered into an asset purchase agreement to acquire certain retail lending assets of privately held Utah-based lender Academy Mortgage Corporation ("Academy Mortgage") for a purchase price of \$27.0 million including the estimated fair value of contingent consideration that Academy Mortgage could receive based on the performance of the Academy Mortgage branches. The transaction closed on February 26, 2024. The addition of Academy Mortgage will extend Guild's market share across its national footprint and will increase the Company's branches and origination staff. The purchase was financed with a combination of cash and existing borrowings.

In March 2024, the Company, through its subsidiary, acquired a controlling interest in Waterton Insurance Group, LLC, a provider of home insurance solutions.

2023 Acquisitions

In 2023, the Company acquired certain assets of First Centennial Mortgage Corporation ("FCM") under the terms , Cherry Creek Mortgage LLC ("CCM") and Legacy Mortgage, LLC ("Legacy") for a total fair value consideration of an asset purchase agreement to expand the Company's operations \$15.4 million, which consisted of \$8.0 million in the Midwest region. The cash, total fair value of consideration transferred was \$2.1 million, which was paid in cash.

Cherry Creek Mortgage, LLC.

On April 3, 2023, the Company acquired substantially all the assets of Cherry Creek Mortgage, LLC. ("CCM") under the terms of an asset purchase agreement to expand the Company's operations throughout the United States. The total fair value of consideration transferred was \$8.3 million, which consisted of \$2.6 million of cash, contingent consideration of \$4.4 million \$6.1 million and an original issuance discount on note receivable of \$1.3 million. The note receivable issued to CCM in March 2023 represents advances made to CCM (see Note 4 for additional information on the note receivable) \$1.3 million.

Legacy Mortgage, LLC

On February 13, 2023, the Company acquired certain assets of Legacy Mortgage, LLC ("Legacy") under the terms of an asset purchase agreement to expand the Company's operations in the Southwest region. The total fair value of consideration transferred was \$5.0 million, which consisted of \$3.3 million of cash and contingent consideration of \$1.7 million.

The Company does not consider these the 2024 or 2023 acquisitions to be material, individually or in the aggregate. The acquisitions were accounted for as business combinations, under which the total purchase price was allocated to the net tangible and intangible assets acquired and liabilities assumed based on their preliminary fair values and the excess was recorded as goodwill. The preliminary fair values are subject to subsequent adjustments during the measurement period, not to exceed one year from the date of acquisition. The goodwill resulting from the purchase price allocation reflects the expected synergistic benefits of expanding the Company's geographic locations and the existing workforce. The acquired goodwill was allocated to the Origination origination segment and is deductible for tax purposes.

The results of FCM, CCM and Legacy the acquisitions have been included in the Company's condensed consolidated financial statements since the date of the acquisitions and did not have a material impact on the Company's condensed consolidated financial statements and related disclosures. Transaction costs associated with these transactions were not material and were expensed as incurred within general and administrative expenses in the Condensed Consolidated Statements of Income, Operations.

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NOTE 4 - ACCOUNTS, NOTES AND INTEREST RECEIVABLE

Accounts, notes and interest receivable consisted of the following:

	September 30, 2023	December 31, 2022
Trust advances	\$ 20,814	\$ 44,164
Foreclosure advances, net	18,669	12,320
Receivables related to loan sales	2,316	562
Notes receivable and advances	16,604	—
Accrued interest - notes receivable	512	—
Other	4,734	1,258
Total accounts, notes and interest receivable	\$ 63,649	\$ 58,304

Management has established a foreclosure reserve for estimated uncollectible balances of the foreclosure and trust advances. Management believes that substantially all other accounts, notes and interest receivable amounts are collectible and, accordingly, no allowance for doubtful accounts is necessary.

The activity of the foreclosure loss reserve was as follows:

	Nine Months Ended			
	Three Months Ended September 30,		September 30,	
	2023	2022	2023	2022
Balance — beginning of period	\$ 6,659	\$ 10,997	\$ 8,698	\$ 10,355
Utilization of foreclosure reserve	(549)	(603)	(3,058)	(1,436)
Provision for (reversal of) foreclosure losses	84	(3,449)	554	(1,974)
Balance — end of period	\$ 6,194	\$ 6,945	\$ 6,194	\$ 6,945

CCM Note Receivable

In March 2023, the Company issued a note receivable to CCM in the amount of \$11.3 million \$11.3 million in connection with the acquisition of CCM, which closed in April 2023. The Company recognized a discount on the note receivable of approximately \$1.3 million \$1.3 million on the date the acquisition closed. The note bears interest at a variable rate tied to the Secured Overnight Financing Rate ("SOFR") ("SOFR") plus an applicable margin. Also, pursuant to the acquisition, CCM will be entitled to earn-out payments for four years based on certain performance criteria. The earn-out payments will be first allocated to repay the interest and principal due on the note receivable. The note receivable matures in April 2027. If an earn-out payment is not due to CCM, 50% of the interest payment may be "paid-in-kind," "paid-in-kind," and thereby added to the principal balance. The Company elected to apply the fair value option to this note receivable to align with the accounting treatment for the contingent consideration liability.

NOTE 5 - OTHER ASSETS 4—ADVANCES, NET

Other assets consisted of the following:

	September 30, 2023	December 31, 2022
Prepaid expenses	\$ 27,913	\$ 31,499
Company owned life insurance	39,731	37,871
Property and equipment, net	14,568	12,118

Right-of-use assets	69,560	74,660
Income tax receivable	8,320	26,531
Real estate owned	1,968	306
Land	1,973	2,034
Trading securities	89	96
Investments in unconsolidated joint ventures, net	756	—
Investment in warrants	961	961
Total other assets	\$ 165,839	\$ 186,076

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Property and equipment, Advances, net consisted of the following:

	September 30, 2023	December 31, 2022
Computer equipment	\$ 30,813	\$ 29,447
Furniture and equipment	25,768	25,072
Leasehold improvements	20,296	18,713
Internal-use software in production	3,523	772
Internal-use software	11,448	10,357
Property and equipment, gross	91,848	84,361
Accumulated depreciation	(77,280)	(72,243)
Property and equipment, net	\$ 14,568	\$ 12,118

(in thousands)	March 31,	December 31,
	2024	2023
Trust advances	\$ 39,808	\$ 44,487
Foreclosure advances	22,244	25,955
Foreclosure loss reserve	(5,826)	(5,694)
Total advances, net	\$ 56,226	\$ 64,748

Depreciation Management has established a foreclosure reserve for estimated uncollectible balances of the foreclosure and **amortization expense for property and equipment trust advances**. The activity of the foreclosure loss reserve was **\$1.7 million and \$2.0 million for the three months ended September 30, 2023 and 2022, respectively, and \$5.1 million and \$5.7 million for the nine months ended September 30, 2023 and 2022, respectively**, as follows:

(in thousands)	Three Months Ended	
	March 31,	2023
Balance — beginning of period	\$ 5,694	\$ 8,698
Provision for foreclosure losses	392	1,514
Utilization of foreclosure reserve	(260)	(1,547)
Balance — end of period	\$ 5,826	\$ 8,655

NOTE 6 - 5—DERIVATIVE FINANCIAL INSTRUMENTS

The Company uses forward commitments in hedging the interest rate risk exposure on its fixed and adjustable rate commitments. The Company's derivative instruments are not designated as hedging instruments for accounting purposes; therefore, changes in fair value are recognized in current period earnings. Realized and unrealized gains and losses from the Company's non-designated derivative instruments are included in loan origination fees and gain on sale of loans, net in the Condensed Consolidated Statements of **Income, Operations**.

Changes in the fair value of the Company's derivative financial instruments are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Unrealized hedging gains	\$ 10,699	\$ 29,290	\$ 26,454	\$ 22,366

Three Months Ended
March 31,

(in thousands)	2024	2023
Unrealized hedging gains	\$ 25,072	\$ 6,052

Notional and Fair Value

The notional and fair value of derivative financial instruments not designated as hedging instruments were as follows at September 30, 2023 as of March 31, 2024 and December 31, 2022 December 31, 2023:

(in thousands)	Fair Value		
	Notional Value	Derivative Asset	Derivative Liability
Balance at March 31, 2024			
IRLCs	\$ 1,703,364	\$ 23,588	\$ —
Forward delivery commitments and best efforts sales commitments	\$ 1,780,686	\$ 142	\$ 3,918
Balance at December 31, 2023			
IRLCs	\$ 821,865	\$ 14,902	\$ —
Forward delivery commitments and best efforts sales commitments	\$ 933,850	\$ 693	\$ 16,245
Balance at September 30, 2023			
IRLCs	\$ 1,212,847	\$ 12,219	\$ —
Forward delivery commitments and best efforts sales commitments	\$ 1,387,849	\$ 12,182	\$ —
Balance at December 31, 2022			
IRLCs	\$ 810,514	\$ 1,518	\$ —
Forward delivery commitments and best efforts sales commitments	\$ 1,127,154	\$ 1,602	\$ 5,173

The Company had an additional \$233.0 million \$158.7 million and \$256.3 million \$163.8 million of outstanding forward contracts and mandatory sell commitments, comprised of closed loans with equal and offsetting UPB amounts allocated to them, at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. The Company also had \$375.0 million \$285.0 million and \$470.8 million \$343.0 million in closed hedge instruments not yet settled at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. See "Note 2—Fair Value Measurements" for fair value disclosure of the derivative instruments.

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The following table presents the quantitative information about IRLCs and unobservable input assumption used to determine the fair value measurements of IRLCs as of March 31, 2024 and December 31, 2023:

Unobservable Input	September 30, 2023		March 31, 2024		December 31, 2022	
	2024	2023	2024	2023	2024	2023
Loan funding probability ("pull-through")	0% - 100% (84.3%)	0% - 100% (93.4%)	0% - 100% (88.0%)	0% - 100% (86.5%)	0% - 100%	0% - 100%

Counterparty agreements for forward commitments contain master netting agreements. The master netting agreements contain a legal right to offset amounts due to and from the same counterparty, including the right to obtain cash collateral. The Company incurred no credit losses due to nonperformance of any of its counterparties during the three and nine months ended September 30, 2023 March 31, 2024 and December 31, 2023.

The table below represents financial assets and liabilities that are subject to master netting arrangements categorized by financial instrument as of March 31, 2024 and December 31, 2023:

September 30, 2023	Net		
	Gross		Amounts of Recognized Assets
	Amounts of Recognized Assets (Liabilities)	Offset in the Balance Sheet	(Liabilities) in the Balance Sheet
Forward delivery commitments and best efforts sales commitments	\$ 12,609	\$ (427)	\$ 12,182

		Total assets	\$ 12,609	\$ (427)	\$ 12,182		
		December 31, 2022					Net
							Amounts of Recognized Assets (Liabilities)
		(in thousands)					
		March					
		31, 2024					
Forward delivery commitments							
Forward delivery commitments							
Forward delivery commitments	Forward delivery commitments		\$ 1,887	\$ (285)	\$ 1,602		
Total assets	Total assets		\$ 1,887	\$ (285)	\$ 1,602		
Forward delivery commitments and best efforts sales commitments	Forward delivery commitments and best efforts sales commitments						
Forward delivery commitments and best efforts sales commitments	Forward delivery commitments and best efforts sales commitments						
Margin calls			1,267	—	1,267		
Forward delivery commitments and best efforts sales commitments							
Forward delivery commitments and best efforts sales commitments							
Total liabilities	Total liabilities		\$ (10,132)	\$ 4,959	\$ (5,173)		
December 31, 2023							
December 31, 2023							
December 31, 2023							
Forward delivery commitments							
Forward delivery commitments							
Forward delivery commitments							
Total assets							
Forward delivery commitments and best efforts sales commitments							
Forward delivery commitments and best efforts sales commitments							
Forward delivery commitments and best efforts sales commitments							
Total liabilities							

NOTE 7 - 6—MORTGAGE SERVICING RIGHTS

The activity of mortgage servicing rights was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022

Balance — beginning of period	\$ 1,184,503	\$ 1,030,310	\$ 1,139,539	\$ 675,340
MSRs originated	51,733	57,477	123,678	206,772
Changes in fair value:				
Due to collection/realization of cash flows	(16,127)	(19,659)	(43,187)	(70,380)
Due to changes in valuation model inputs or assumptions	38,204	61,423	38,283	317,819
Balance — end of period	<u>\$ 1,258,313</u>	<u>\$ 1,129,551</u>	<u>\$ 1,258,313</u>	<u>\$ 1,129,551</u>

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The following table presents the weighted average discount rate, prepayment speed activity of MSRs for the three months ended March 31, 2024 and cost to service 2023:

(in thousands)	Three Months Ended March 31,	
	2024	2023
Balance — beginning of period	\$ 1,161,357	\$ 1,139,539
MSRs originated	34,234	27,493
MSRs purchased	114	—
Changes in fair value:		
Due to collection/realization of cash flows	(12,119)	(11,170)
Due to changes in valuation model inputs or assumptions	32,897	(43,701)
Balance — end of period	<u>\$ 1,216,483</u>	<u>\$ 1,112,161</u>

The following table presents the unobservable input assumptions used to determine the fair value of MSRs:

Unobservable Input	September 30, 2023	March 31, 2024	December 31, 2022
	2024	2023	2022
Discount rate	9.6% - 15.5% (10.8% (10.9%)	9.6% - 15.7% (10.6% 15.5% (10.9%)	9.6% - 15.7% (10.6% 15.5% (10.9%)
Prepayment rate	6.3% 6.1% - 28.0% (7.4% 36.0% (8.0%)	6.6% 6.4% - 28.6% (7.5% 32.0% (8.5%)	6.6% 6.4% - 28.6% (7.5% 32.0% (8.5%)
Cost to service (per loan)	\$71.9 - \$657.7 (\$96.2)	\$71.8 72.1 - \$305.2 \$366.3 (\$94.4)	\$66.7 - \$330.4 (\$92.0) 96.4)

At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the MSRs had a weighted average life of approximately 8.5 years, 8.2 years and 8.0 years, respectively. See Note "Note 2 —Fair Value Measurements" for additional information regarding the valuation of MSRs.

Actual revenue generated from servicing activities included contractually specified servicing fees, as well as late fees and other ancillary servicing revenue, which were recorded within loan servicing and other fees as follows for the three and nine months ended September 30, 2023 March 31, 2024 and 2022, 2023:

Three Months Ended September 30, 2023	Nine Months Ended September 30, 2023	
	2023	2022
	2023	2022
Three Months Ended March 31, 2024		
Three Months Ended March 31, 2023		
Three Months Ended March 31, 2022		
March 31,		

(in thousands)	(in thousands)				2024	2023
Servicing fees from servicing portfolio	Servicing fees from servicing portfolio	\$60,992	\$56,410	\$179,382	\$161,342	
Late fees	Late fees	1,729	1,486	5,016	4,369	
Other ancillary servicing revenue and fees	Other ancillary servicing revenue and fees	(780)	(249)	(2,159)	(292)	
Total loan servicing and other fees	Total loan servicing and other fees	\$61,941	\$57,647	\$182,239	\$165,419	

At **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the UPB of mortgage loans serviced totaled **\$83.7 billion** **\$86.3 billion** and **\$78.9 billion** **\$85.0 billion**, respectively. Conforming conventional loans serviced by the Company are sold to the **Federal National Mortgage Association ("FNMA")** or **"Fannie Mae"** or the **Federal Home Loan Mortgage Corporation ("FHLMC" or "Freddie Mac")** **FHLMC** programs on a nonrecourse basis, whereby foreclosure losses are generally the responsibility of FNMA and FHLMC and not the Company. Similarly, certain loans serviced by the Company are secured through **GNMA** programs, whereby the Company is insured against loss by the **Federal Housing Association ("FHA")** **FHA** or partially guaranteed against loss by the **Department of Veterans Affairs ("VA")**, **VA**.

The key assumptions used to estimate the fair value of MSRs are prepayment speeds, the discount rate and costs to service. Increases in prepayment speeds generally have an adverse effect on the value of MSRs as the underlying loans prepay faster. In a declining interest rate environment, the fair value of MSRs generally decreases as prepayments increase and therefore, the estimated life of the MSRs and related cash flows decrease. Decreases in prepayment speeds generally have a positive effect on the value of MSRs as the underlying loans prepay less frequently. In a rising interest rate environment, the fair value of MSRs generally increases as prepayments decrease and therefore, the estimated life of the MSRs and related cash flows increase. Increases in the discount rate generally have an adverse effect on the value of the MSRs. The discount rate is risk adjusted for key factors such as uncertainty in the mortgage banking industry due to its reliance on external influences (interest rates, regulatory changes, etc.), premium for market liquidity, and credit risk. A higher discount rate would indicate higher uncertainty of the future cash flows. Conversely, decreases in the discount rate generally have a positive effect on the value of the MSRs. Increases in the costs to service generally have an adverse effect on the value of the MSRs as an increase in costs to service would reduce the Company's future net cash inflows from servicing a loan. Conversely, decreases in the costs to service generally have a positive effect on the value of the MSRs. MSR uncertainties are hypothetical and do not always have a direct correlation with each assumption. Changes in one assumption may result in changes to another assumption, which might magnify or counteract the uncertainties.

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The following table illustrates the impact of adverse changes on the prepayment speeds, discount rate and cost to service at two different data points at **September 30, 2023**, **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively:

September 30, 2023	Prepayment Speeds		Discount Rate		Cost to Service (per loan)		Prepayment Speeds	Discount Rate	Cost to Service (per loan)
	10% Adverse	20% Adverse	10% Adverse	20% Adverse	10% Adverse	20% Adverse			
	Change	Change	Change	Change	Change	Change			
September 30, 2023									
Prepayment Speeds									
(in thousands)									
March 31, 2024									
Mortgage servicing rights	Mortgage servicing rights	\$ (38,165)	\$ (74,836)	\$ (53,571)	\$ (103,720)	\$ (11,965)	\$ (24,189)		
December 31, 2022									
Mortgage servicing rights	Mortgage servicing rights	\$ (36,298)	\$ (70,878)	\$ (50,392)	\$ (96,848)	\$ (11,880)	\$ (24,162)		
Mortgage servicing rights	Mortgage servicing rights	\$ (36,298)	\$ (70,878)	\$ (50,392)	\$ (96,848)	\$ (11,880)	\$ (24,162)		

December
31, 2023

Mortgage servicing rights
Mortgage servicing rights
Mortgage servicing rights

NOTE 8 - 7—MORTGAGE LOANS HELD FOR SALE

The Company sells substantially all of its originated mortgage loans into the secondary market. The Company may retain the right to service these loans upon sale through ownership of servicing rights. A reconciliation of the changes in **mortgage loans held for sale** MLHS to the amounts presented in the Condensed Consolidated Statements of Cash Flows for the three months ended **March 31, 2024 and 2023** is set forth below:

	Nine Months Ended	
	September 30,	
	2023	2022
Balance — beginning of period	\$ 845,775	\$ 2,204,216
Origination of mortgage loans held for sale	10,910,122	16,265,741
Proceeds on sale of and payments from mortgage loans held for sale	(11,067,062)	(17,916,073)
Gain on sale of mortgage loans excluding fair value of other financial instruments, net	247,547	440,974
Valuation adjustment of mortgage loans held for sale	(3,611)	(65,297)
Balance — end of period	\$ 932,771	\$ 929,561

At September 30, 2023, mortgage loans held for sale included UPB of the underlying loans of \$959.5 million and had a fair value of \$932.8 million. At December 31, 2022, mortgage loans held for sale included UPB of the underlying loans of \$868.8 million and had a fair value of \$845.8 million.

(in thousands)	Three Months Ended	
	March 31,	
	2024	2023
Balance — beginning of period	\$ 901,227	\$ 845,775
Origination of mortgage loans held for sale	3,605,155	2,700,053
Proceeds on sale of and payments from mortgage loans held for sale	(3,454,907)	(2,745,778)
Gain on sale of mortgage loans excluding fair value of other financial instruments, net	81,092	50,882
Valuation adjustment of mortgage loans held for sale	(6,408)	7,382
Balance — end of period	\$ 1,126,159	\$ 858,314

NOTE 9 - 8—REVERSE MORTGAGE LOANS HELD FOR INVESTMENT AND HMBS-RELATED BORROWINGS

	Three Months Ended September 30, 2023		Nine Months Ended September 30, 2023	
	Reverse Mortgage Loans Held for Investment	HMBS-Related Borrowings⁽¹⁾	Reverse Mortgage Loans Held for Investment	HMBS-Related Borrowings⁽¹⁾
	\$	\$	\$	\$
Balance — beginning of period	\$ 36,709	\$ —	\$ —	\$ —
Originations and purchases	42,894		77,297	
Securitization of HECM loans accounted for as a financing (including realized fair value changes)	—	(71,445)	—	(71,445)
Repayments (principal payments received)	(734)	—	(734)	—
Change in fair value recognized in earnings	2,588	167	4,894	167
Balance — end of period	\$ 81,457	\$ (71,278)	\$ 81,457	\$ (71,278)
Securitized loans (pledged to HMBS-related borrowings)	\$ 73,443	\$ (71,278)	\$ 73,443	\$ (71,278)
Unsecuritized loans	8,014		8,014	
Total	\$ 81,457		\$ 81,457	

[Table A reconciliation of Contents](#) the changes in reverse mortgage loans held for investment and HMBS-related borrowings for the period presented is below:

Three Months Ended
March 31, 2024

(in thousands)	Reverse Mortgage Loans Held for Investment	HMBS-Related Borrowings ⁽¹⁾
Balance — beginning of period	\$ 315,912	\$ (302,183)
Originations and purchases	30,543	—
Securitization of home equity conversion mortgages ("HECM") loans and tails accounted for as a financing (including realized fair value changes)	—	(26,524)
Repayments (principal payments received)	(9,192)	9,486
Change in fair value recognized in earnings ⁽²⁾	10,813	(7,583)
Balance — end of period	\$ 348,076	\$ (326,804)
Securitized loans (pledged to HMBS-related borrowings)	\$ 333,518	\$ (326,804)
Unsecuritized loans and tail advances	14,558	—
Total	\$ 348,076	\$ (326,804)

(1) HMBS-related borrowings represent the issuance of pools of HMBS, which are guaranteed by GNMA, to third-party security holders. The Company accounts for the transfers of these advances in the related HECM loans as secured borrowings, retaining the initial HECM loans in the Condensed Consolidated Balance Sheet as reverse mortgage loans held for investment and recording the pooled HMBS as HMBS-related borrowings.

Below are⁽²⁾ See further breakdown in the significant unobservable inputs used to value the table below.

Gain on Reverse Mortgage Loans Held for Investment and HMBS-related Borrowings

The following table presents gains (losses) on reverse mortgage loans held for investment and HMBS-related borrowings for the period presented:

(in thousands)	Three Months Ended March 31,	
	2024	2023
Gain on new originations ⁽¹⁾	\$ 1,284	\$ —
Gain on tail securitizations ⁽²⁾	322	—
Net interest income	23	—
Change in fair value of reverse mortgage loans held for investment	1,601	—
Fair value gain recognized in earnings ⁽³⁾	\$ 3,230	\$ —

(1) Includes the changes in fair value of newly originated loans held for investment in the period from origination through securitization date.

(2) Includes the cash realized gains upon securitization of tails.

(3) See breakdown between loans held for investment and HMBS-related borrowings in the table above.

The following table presents the unobservable input assumptions used to determine the fair value of reverse mortgage loans held for investment and HMBS-related borrowings as of March 31, 2024 and December 31, 2023:

	March 31, 2024	December 31, 2023
Unobservable Input		September 30, 2023 Range (Weighted Average)
Life in years	0.1 - 9.0 (7.1)	
Range	0.4 to 9.4	
Weighted average	7.8	%0.1 - 8.9
Weighted average interest rate	7.7 (7.2)	
Discount rate	12.0% - 12.0% (12.0%)	12.0
Range	6.5% - 16.4% (8.1%)	%12.0% - 12.0% (12.0%)
Weighted average	2.0% to 44.5%	%6.9% - 11.3%
Weighted average	12.6 (8.1%)	

NOTE 10 - INVESTOR RESERVES

The Company's estimate of the investor reserves considers the current macro-economic environment and recent repurchase trends; however, if the Company experiences a prolonged period of higher repurchase and indemnification activity, then the realized losses from loan repurchases and indemnifications may ultimately be in excess of the liability. The maximum exposure under the Company's representations and warranties would be the outstanding principal balance and any premium received on all loans ever sold by the Company, less any loans that have already been paid in full by the mortgagee, that have defaulted without a breach of representations and warranties, that have been indemnified via settlement or make-whole, or that have been repurchased. Additionally, the Company may receive relief of certain representations and warranty obligations on loans sold to FNMA or FHLMC on or after January 1, 2013 if FNMA or FHLMC satisfactorily concludes a quality control loan file review or if the borrower meets certain acceptable payment history requirements within 12 or 36 months after the loan is sold to FNMA or FHLMC. The activity of the investor reserves was as follows:

	Nine Months Ended			
	Three Months Ended September 30,		September 30,	
	2023	2022	2023	2022
Balance — beginning of period	\$ 18,364	\$ 16,919	\$ 16,094	\$ 18,437
Benefit from investor reserves	(1,371)	(2,479)	(4,119)	(3,101)
Provision for investor reserves	3,029	1,575	8,047	679
Balance — end of period	<u>\$ 20,022</u>	<u>\$ 16,015</u>	<u>\$ 20,022</u>	<u>\$ 16,015</u>

NOTE 11 - 9—GOODWILL AND INTANGIBLE ASSETS, NET

The following table presents the Company's goodwill and intangible assets, net as of March 31, 2024 and December 31, 2023:

(in thousands)	March 31,		December 31,	
	2024	2023	2024	2023
Goodwill	\$ 198,724	\$ 186,181		
Intangible assets, net	34,157	25,125		
Goodwill and intangible assets, net	<u>\$ 232,881</u>	<u>\$ 211,306</u>		

Goodwill

The changes in the carrying amount of goodwill allocated to the origination segment are presented in the following table:

(in thousands)	March 31, 2024	December 31, 2023
Balance at December 31, 2022	\$ 176,769	
Measurement period adjustments for Inlanta ⁽¹⁾		
Acquisitions	760,8,654	
Goodwill acquired from Legacy	4,621 Purchase accounting adjustments	
Goodwill acquired from CCM	2,744 758	
Goodwill acquired from FCM	1,289	
Balance at September 30, 2023 December 31, 2023	186,181	
Acquisitions	12,543	
Balance at March 31, 2024	<u>\$ 186,183</u> <u>198,724</u>	

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⁽¹⁾ During the three months ended March 31, 2023, the Company recorded measurement period adjustments which increased goodwill by \$1.5 million for certain retention bonuses and decreased goodwill by \$0.8 million for the partial return of the purchase price required within 90 days of the acquisition based on a provision in the asset purchase agreement related to the Company's acquisition of Inlanta Mortgage, Inc. during December 2022. These adjustments did not impact the Company's statements of income.

Intangible Assets, Net

The following table presents our the Company's intangible assets, net as of September 30, 2023 March 31, 2024 and December 31, 2023:

	Weighted Average Amortization				December 31, 2023
	Gross	Accumulated	Net	Period	
	Intangibles	Amortization	Intangibles	(Years)	
March 31, 2024					March 31, 2024
March 31, 2024					March 31, 2024

(in thousands)				(in thousands)	Gross Intangibles	Accumulated Amortization	Net Intangibles	Gross Intangibles	Accumulated Amortization	Net Intangibles
Referral network	Referral network	\$ 42,300	\$ 15,862	\$ 26,438	3.5					
Non- compete agreements	Non- compete agreements	2,700	2,025	675	0.1					
		<u>\$ 45,000</u>	<u>\$ 17,887</u>	<u>\$ 27,113</u>	<u>3.6</u>					

Amortization expense related to intangible assets was \$2.2 million and \$2.0 million for each of the three months ended September 30, 2023 March 31, 2024 and 2022, and \$6.0 million for each of the nine months ended September 30, 2023 and 2022, 2023, respectively.

NOTE 12 - 10—WAREHOUSE LINES OF CREDIT, NET

Warehouse lines of credit consisted of the following at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023. Changes subsequent to September 30, 2023 March 31, 2024 have been described in the notes referenced with the below table.

	Maturity as of September 30, 2023	(in thousands)			(in thousands)
		September 30, 2023	December 31, 2022	March 31, 2024	
		2023	30, 2023	31, 2022	
\$345 million master repurchase facility agreement ⁽¹⁾	January 2024	\$ 107,912	\$ 47,565		
\$165 million master repurchase facility agreement ⁽¹⁾					
\$150 million master repurchase facility agreement ⁽²⁾	\$150 million master repurchase facility agreement ⁽²⁾	August 2024	113,126	10,848	
\$300 million master repurchase facility agreement ⁽³⁾	\$300 million master repurchase facility agreement ⁽³⁾	June 2024	173,377	189,512	
\$200 million master repurchase facility agreement ⁽⁴⁾	\$200 million master repurchase facility agreement ⁽⁴⁾	May 2024	84,020	110,605	
\$200 million master repurchase facility agreement ⁽⁵⁾	\$200 million master repurchase facility agreement ⁽⁵⁾	November 2023	82,721	16,131	
\$300 million master repurchase facility agreement ⁽⁶⁾	\$300 million master repurchase facility agreement ⁽⁶⁾	September 2024	128,197	81,353	
\$100 million master repurchase facility agreement ⁽⁷⁾	N/A	—	56,237		

\$50 million master repurchase facility agreement ⁽⁸⁾	N/A	30,851	—
\$75 million master repurchase facility agreement ⁽⁹⁾	March 2025	35,041	40,096
\$200 million master repurchase facility agreement ⁽¹⁰⁾	N/A	86,906	162,454
		842,151	714,801
\$50 million master repurchase facility agreement ⁽⁷⁾			
\$75 million master repurchase facility agreement ⁽⁸⁾			
\$200 million master repurchase facility agreement ⁽⁹⁾			
			1,060,812
Prepaid commitment fees		(3,029)	(1,650)
Net warehouse lines of credit		\$ 839,122	\$ 713,151
Warehouse lines of credit, net			

(1) The variable interest rate is calculated using a base rate tied to SOFR.

(2) The variable interest rate is calculated using a base rate tied to SOFR, plus the applicable interest rate margin. This line of credit requires a minimum deposit of \$750,000, included in restricted cash.

(3) The variable interest rate is calculated using a base rate tied to SOFR, plus the applicable interest rate margin. This facility requires a minimum deposit of \$1.5 million, included in restricted cash.

(4) The variable interest rate is calculated using a base rate plus SOFR, with a floor of 0.375% plus the applicable interest rate margin. This facility requires a minimum deposit of \$300,000, included in restricted cash.

(5) The variable interest rate is calculated using a base rate tied to SOFR with a floor of 0.40%, plus the applicable interest rate margin.

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(6) The variable interest rate is calculated using a base rate tied to SOFR with a floor of 0.50%, plus the applicable interest rate margin.

(7) This facility matured in July 2023 and was not renewed.

(8) The variable interest rate is calculated using a base rate tied to SOFR, plus the applicable interest rate margin. This facility's maturity date is 30 days from written notice by either the financial institution or the Company. Subsequent to March 31, 2024, this line was increased to \$200.0 million.

(9) The interest rate on this facility is 3.375%. This facility is used for GNMA delinquent buyouts. Each buyout represents a separate transaction that can remain on the facility for up to four five years.

(10) This facility agreement is due on demand and the variable interest rate is calculated using a base rate tied to SOFR with a floor of 0.75%.

The weighted average interest rate for warehouse lines of credit was 6.98% 7.6% and 3.31% 7.0% at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. All warehouse lines of credit are collateralized by underlying mortgages and related documents. Existing balances on warehouse lines are repaid through the sale proceeds from the collateralized loans held for sale. The Company had cash balances of \$9.2 million \$5.3 million and \$50.7 million \$8.7 million in its warehouse buy down accounts as offsets to certain lines of credit at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

The agreements governing the Company's warehouse lines of credit contain covenants that include certain financial requirements, including maintenance of maximum adjusted leverage ratio, minimum net worth, minimum tangible net worth, minimum liquidity, positive quarterly adjusted pre-tax net income and limitations on additional indebtedness, dividends, sale of assets, and decline in the mortgage loan servicing portfolio's fair value. At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company believes it was in compliance with all debt covenants.

The Company has an optional short-term financing agreement between FNMA and the lender described as "As Soon As Pooled" ("ASAP"). The Company can elect to assign FNMA **Mortgage Backed Mortgage-Backed Security ("MBS")** ("MBS") trades to FNMA in advance of settlement and enter into a financing transaction and revenue related to the assignment is deferred until the final pool settlement date. The Company determines utilization based on warehouse availability and cash needs. There **was** **were** no outstanding **balance** **balances** as of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**.

NOTE 13 - 11—NOTES PAYABLE

Revolving Notes: Notes

The Company has an agreement for a revolving note from one of its warehouse banks, which it can draw upon as needed. The agreement currently expires in August 2027. Borrowings on the revolving note are collateralized by the Company's GNMA MSRs. Monthly interest on the outstanding balance is calculated using a base rate tied to the SOFR rate plus the applicable margin, with a SOFR floor of 0.5%. The revolving note also has an unused facility fee on the average unused balance, which is also paid quarterly. The unused facility fee is waived if the average outstanding balance exceeds 50% of the available facility. The revolving note has a committed amount of \$135.0 million and the agreement allows for the Company to increase the committed amount up to a maximum of \$200.0 million. The Company has the option to convert the outstanding balance of the revolving note into a term note at its discretion. At **September 30, 2023** **March 31, 2024** and **December 31, 2022** December 31, 2023, the Company had **\$31.0 million** **balance** **\$46.0 million** and **\$20.0 million**, **\$31.0 million**, respectively, in outstanding borrowings on this credit facility.

The Company has an agreement for a revolving note of up to **\$100.0 million** **\$100.0 million** from one of its warehouse banks, which it can draw upon as needed. The agreement currently expires in September 2024. Borrowings on the revolving note are collateralized by the Company's FHLMC MSRs. Monthly interest on the outstanding balance is calculated using a base rate tied to the SOFR rate plus the applicable margin, with a SOFR floor of 0.50%. The revolving note also had an unused facility fee on the average unused balance, which was also paid quarterly. The unused facility fee was waived if the average outstanding balance exceeded 35% of the available combined warehouse and MSR facility. In September 2023, the revolving note was amended to remove the unused facility fee. The **lender** Company has the option to convert the outstanding balance of the revolving note into a term note at its discretion. At **September 30, 2023** **March 31, 2024** and **December 31, 2022** December 31, 2023, the Company had **\$30.0 million** **\$39.0 million** **balance** and **no** **\$30.0 million** **balance**, respectively, in outstanding borrowings on this credit facility.

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In September 2023, the Company entered into a new revolving note agreement, which it can draw upon as needed. The agreement currently expires in September 2028. Borrowings on the revolving note are collateralized by the Company's FNMA MSRs. Monthly interest on the outstanding balance is calculated using a base rate tied to the SOFR rate plus the applicable margin, with a SOFR floor of 2.0%. The revolving note has a committed amount of **\$250.0 million** **\$250.0 million** and the agreement allows for the Company to increase the committed amount up to a maximum of **\$400.0 million**. **\$400.0 million**. At **September 30, 2023** **March 31, 2024** and **December 31, 2023**, the Company had **\$87.8 million** **\$100.0 million** and **\$87.8 million** in outstanding borrowings on this credit facility, respectively.

Term Note: Note

The Company had a term note agreement with one of its warehouse banks collateralized by the Company's FNMA MSRs. The term note **MSRs** that had **an** initial committed amount of \$125.0 million and **the** **agreement** **allowed** **for** **the** **Company** **to** **an** **increase** **of** **the** **committed** **amount** **up** **to** **a** **maximum** **of** **\$175.0 million**. **The** **Company** **could** **draw** **on** **the** **committed** **amount** **through** **March** **2022** and the note had a maturity date of March 2024. Interest on the principal was paid monthly and was based upon a margin plus the highest of the (i) Prime Rate, (ii) Federal Funds Rate plus 0.5%, or (iii) the Eurodollar Base Rate plus 1.0%. Principal payments of 5% of the outstanding balance as of March 31, 2022 were due quarterly, beginning April 15, 2022, with the remaining principal balance due upon maturity. The term note also had an unused facility fee on the average unused balance, which was also paid quarterly, original maturity date of March 2024. In September 2023, the Company paid in full the **\$87.5 million** **\$87.5 million** remaining balance due on the term note with funds borrowed under a new revolving note agreement with a different lender (see section above describing and the new revolving term note agreement). At September 30, 2023 and December 31, 2022, the Company had no outstanding balance and \$106.3 million, respectively, on this facility.

agreement was terminated concurrently with repayment.

NOTE 14 - 12—STOCKHOLDERS' EQUITY AND EARNINGS PER SHARE

Basic earnings per share is computed based on the weighted average number of shares of Class A and Class B common stock outstanding during the period using the two-class method. Diluted earnings per share is computed based on the weighted average number of shares plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include RSUs for Class A common stock.

The following table sets forth the components of basic and diluted earnings per share:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2023		2022		2023	2022		
	\$	54,249	\$	77,374	\$	53,995	\$	343,604
Net income attributable to Guild								
Weighted-average shares outstanding, Class A Common Stock		20,623		20,560		20,607		20,671
Weighted-average shares outstanding, Class B Common Stock		40,333		40,333		40,333		40,333
Weighted-average shares outstanding - basic		60,956		60,893		60,940		61,004
Add dilutive effects of non-vested shares of restricted stock - Class A		957		670		1,036		802
Weighted-average shares outstanding - diluted		61,913		61,563		61,976		61,806
Basic earnings per share:								
Class A and Class B Common Stock	\$	0.89	\$	1.27	\$	0.89	\$	5.63
Diluted earnings per share:								
Class A and Class B Common Stock	\$	0.88	\$	1.26	\$	0.87	\$	5.56

No shares of Class A common stock were excluded from the calculation of earnings per share as a result of being anti-dilutive for the three and nine months ended September 30, 2023 and 2022.

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Capital Common Stock

The Company has two classes of common stock: Class A and Class B. The Company's Class A common stock is traded on the New York Stock Exchange under the symbol "GHLD." There is no public market for the Company's Class B common stock. However, under the terms of the Company's Certificate of Incorporation, the

holder of Class B common stock may convert any portion or all of the holder's shares of Class B common stock into an equal number of shares of Class A common stock at any time.

The holders of shares of Class A common stock and Class B common stock are entitled to dividends when and if declared by the Company's Board of Directors out of legally available funds. Any stock dividend must be paid in shares of Class A common stock with respect to Class A common stock and in shares of Class B common stock with respect to Class B common stock.

The voting powers, preferences and relative rights of Class A common stock and Class B common stock are identical in all respects, except that the holders of shares of Class A common stock have one vote per share and the holders of shares of Class B common stock have ten votes per share.

Restricted Stock Units

The Company issues RSUs, restricted stock units ("RSUs") under the 2020 Omnibus Incentive Plan (the "2020 Plan"), which represent the right to receive, upon vesting, one share of the Company's Class A common stock. The number of potentially dilutive shares related to RSUs is based on the number of shares, if any, that would be issuable at the end of the respective reporting period, assuming that date was the end of the vesting period.

Unvested RSUs under the 2020 Plan have rights to dividends, which entitle holders to the same dividend value per share as holders of common shares in the form of dividend equivalent units ("DEUs"). DEUs will be credited as additional RSUs on the dividend payment date, will vest on the same date as the underlying RSUs and are forfeited if the underlying RSUs forfeit prior to vesting. The number of additional RSUs credited will equal (1) the per share cash dividend amount, multiplied by (2) the number of RSUs, divided by (3) the fair market value of a share of Class A common stock on the last trading day before the date of the dividend payment, rounded up to the nearest whole number of RSUs.

Common Stock Dividends

The Company declared and paid no dividends during the three months ended March 31, 2024 and paid \$30.5 million in dividends during the year ended December 31, 2023.

In conjunction with the payment of Guild's dividend in 2023, Guild issued 95,413 DEUs to holders of RSUs. Since the DEUs are forfeitable, the value of the DEUs was recorded as a reduction to retained earnings and a credit to additional paid-in capital.

Share Repurchase Program

On May 5, 2022, the Company's Board of Directors authorized the Company to repurchase up to \$20.0 million of the Company's outstanding Class A common stock over the next following 24 months from such date. On March 7, 2024, our Board of Directors extended the share repurchase program to May 5, 2025. The share repurchase program allows the Company to repurchase shares of its Class A common stock from time to time on the open market or in privately negotiated transactions. The Company is not obligated to purchase any shares under the share repurchase program and the timing of any repurchases will depend on a number of factors, including, but not limited to, stock price, trading volume, market conditions, and other general business considerations. The share repurchase program may be modified, suspended or terminated by the Company's Board of Directors at any time. The Company intends to fund any repurchases under the share repurchase program with cash on hand. During the three and nine months ended September 30, 2023 March 31, 2024, the Company repurchased and subsequently retired 87,087 and 188,841 17,747 shares of the Company's its Class A common stock for \$0.3 million at an average purchase price of \$11.74 \$14.16 per share, excluding commissions. During the three months ended March 31, 2023 the Company repurchased and \$11.20 subsequently retired 50,166 shares of its Class A common stock for \$0.6 million at an average price of \$11.29 per share, respectively, excluding commissions. As of September 30, 2023 March 31, 2024, \$12.3 \$10.9 million remained remains available for repurchase.

NOTE 15 - 13—EARNINGS (LOSS) PER SHARE

Basic earnings or loss per share is computed based on the weighted average number of shares of Class A and Class B common stock outstanding during the period using the two-class method. Diluted earnings or loss per share is computed based on the weighted average number of shares plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include RSUs for Class A common stock.

The following table sets forth the components of basic and diluted earnings per share for the periods presented:

(in thousands, except per share amounts)	Three Months Ended	
	March 31, 2024	2023
Net income (loss) attributable to Guild	\$ 28,498	\$ (37,190)
Weighted average shares outstanding—Class A Common Stock	20,776	20,567
Weighted average shares outstanding—Class B Common Stock	40,333	40,333
Weighted average shares outstanding—Basic	61,109	60,900
Add: dilutive effects of unvested shares of restricted stock	1,048	—

Weighted average shares outstanding—Diluted	62,157	60,900
Earnings (loss) per share attributable to Class A and Class B Common Stock:		
Basic	\$ 0.47	\$ (0.61)
Diluted	\$ 0.46	\$ (0.61)

No shares of Class A Common stock were excluded from the calculation of earnings per share as a result of being anti-dilutive for the three months ended March 31, 2024. Approximately 0.6 million potential shares of Class A common stock related to unvested RSUs were excluded from the calculation of diluted loss per share for the three months ended March 31, 2023 because they were anti-dilutive due to the net loss.

NOTE 14—STOCK-BASED COMPENSATION

Stock-Based Compensation

The Company's stock-based compensation arrangements include grants of RSUs under the 2020 Omnibus Incentive Plan. The stock-based compensation costs recognized during the three for these restricted stock grants were approximately \$2.1 million and nine months ended September 30, 2023 was \$2.3 million and \$6.4 million, respectively, and \$1.9 million and \$4.9 million \$1.8 million for the three and nine months ended September 30, 2022, March 31, 2024 and 2023, respectively, and are included in salaries, incentive compensation and benefits. The income tax benefit recognized related to this expense was approximately \$0.3 million and \$0.2 million for the three months ended September 30, 2023 and 2022, respectively, and \$0.7 million for each of the nine months ended September 30, 2023 and 2022. As of September 30, 2023 March 31, 2024, there was approximately \$14.0 million \$9.2 million of unrecognized compensation costs related to non-vested these unvested RSUs which the Company expects is expected to recognize be recognized over a weighted average period of 1.6 1.2 years.

NOTE 15—COMMITMENTS AND CONTINGENCIES

Reserves for loan repurchases from investors

In the ordinary course of business, the Company has exposure to liabilities with respect to certain representations and warranties that we make to the investors who purchase loans that we originate. Under certain circumstances, these representations and warranties could require the Company to repurchase forward mortgage loans, or indemnify the purchaser for losses incurred if there has been a breach of these representations and warranties or if early payment defaults have occurred. The liability for probable losses related to the repurchase and indemnification obligation considers an estimate of probable future repurchase or indemnification obligations from breaches of representations and warranties. The maximum exposure under the Company's representations and warranties would be the outstanding principal balance and any premium received on all loans ever sold by the Company, less any loans that have already been paid in full by the mortgagee, that have defaulted without a breach of representations and warranties, that have been indemnified via settlement or make-whole, or that have been repurchased. Additionally, the Company may receive relief of certain representations and warranty obligations on loans sold to FNMA or FHLMC on or after January 1, 2013 if FNMA or FHLMC satisfactorily concludes a quality control loan file review or if the borrower meets certain acceptable payment history requirements within 12 or 36 months after the loan is sold to FNMA or FHLMC. The liability for investor reserves is included within other liabilities in the Consolidated Balance Sheets.

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the investor reserves was as follows for the periods presented:

NOTE 16 - COMMITMENTS AND CONTINGENCIES

(in thousands)	Three Months Ended	
	March 31,	
Balance — beginning of period	\$ 19,973	\$ 16,094
Provision for investor reserves	520	1,902
Realized losses, net	(2,215)	(1,325)
Balance — end of period	\$ 18,278	\$ 16,671

Commitments to Extend Credit

The Company enters into IRLCs with customers who have applied for residential forward mortgage loans and meet certain credit and underwriting criteria. These commitments expose the Company to market risk if interest rates change and the loan is not economically hedged or committed to an investor. The Company is also exposed to credit loss if the loan is originated and not sold to an investor and the customer does not perform. The collateral upon extension of credit typically consists of a first deed of trust in the mortgagor's residential property. Commitments to originate loans do not necessarily reflect future cash requirements as some commitments are expected to expire without being drawn upon. Total commitments to originate forward mortgage loans at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 were approximately \$1.2 billion \$1.7 billion and \$0.8 billion, respectively.

The Company manages the interest rate price risk associated with its outstanding IRLCs and loans held for sale by entering into derivative loan instruments such as forward loan sales commitments, mandatory delivery commitments, options and futures contracts. Total commitments related to these derivatives at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 were approximately \$1.4 billion \$1.8 billion and \$1.1 billion \$0.9 billion, respectively.

The Company has originated reverse mortgage loans under which the borrowers have additional borrowing capacity of \$112.0 million and \$107.3 million at March 31, 2024 and December 31, 2023, respectively. This additional borrowing capacity is available on a scheduled or unscheduled payment basis. The Company also had short-term commitments to lend \$0.9 million and \$0.3 million in connection with our reverse mortgage loans, outstanding at March 31, 2024 and December 31, 2023, respectively. The Company finances origination of reverse mortgage loans with warehouse lines.

Legal Proceedings

The Company is involved in various lawsuits arising in the ordinary course of business. While the ultimate results of these lawsuits cannot be predicted with certainty, management does not expect that these matters will have a material adverse effect on the consolidated financial position or results of operations of the Company.

NOTE 17 - 16—REGULATORY CAPITAL AND LIQUIDITY REQUIREMENTS

Certain secondary market investors and state regulators require the Company to maintain minimum net worth and capital requirements. To the extent that these requirements are not met, secondary market investors and/or the state regulators may utilize a range of remedies including sanctions, and/or suspension or termination of selling and servicing agreements, which may prohibit the Company from originating, securitizing or servicing these specific types of mortgage loans.

The Company is subject to certain minimum net worth, minimum capital ratio and minimum liquidity requirements established by the Federal Housing Finance Agency ("FHFA") for Fannie Mae and Freddie Mac Seller/Servicers, and Ginnie Mae for single family issuers.

The most restrictive of the minimum net worth and capital requirements require the Company to maintain a minimum adjusted net worth balance of \$249,327 \$260.2 million and \$86,951 \$253.5 million as of **September 30, 2023** **March 31, 2024** and **December 31, 2022**, **December 31, 2023**, respectively. As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the Company was in compliance with this requirement.

NOTE 18 - 17—SEGMENTS

ASC 280, *Segment Reporting*, establishes the standards for reporting information about segments in financial statements. In applying the criteria set forth in that guidance, the Company has determined that it has two reportable segments — Origination and Servicing.

Origination — The Company operates its loan origination business throughout the United States. Its licensed sales professionals and support staff cultivate deep relationships with referral partners and clients and

provide a customized approach to the loan transaction whether it is a purchase or refinance. The origination segment is primarily responsible for loan origination, acquisition and sale activities.

Servicing — The Company services loans out of its corporate office in San Diego, California. Properties of the loans serviced by the Company are disbursed throughout the United States and as of **September 30, 2023** **March 31, 2024** the Company serviced at least one loan in **forty-nine** **49** different states. The servicing segment provides a steady stream of cash flow to support the origination segment, and more importantly it allows for the Company to build long-standing client relationships that drive repeat and referral business back to the origination segment to recapture the client's next mortgage transaction. The servicing segment is primarily responsible for the servicing activities of all loans in the Company's servicing portfolio, which includes, but is not limited to, collection and remittance of loan payments.

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managing borrower's impound accounts for taxes and insurance, loan payoffs, loss mitigation and foreclosure activities.

The Company does not allocate assets to its reportable segments as they are not included in the review performed by the **Chief Operating Decision Maker** CODM for purposes of assessing segment performance and allocating resources. The balance sheet is managed on a consolidated basis and is not used in the context of segment reporting. The Company also does not allocate certain corporate expenses, which are represented by All Other in the tables below.

The following table presents the financial performance and results by segment for the three months ended **September 30, 2023** **March 31, 2024**:

	Origination	Servicing	Total Segments	All Other	Total
Revenue					
Loan origination fees and gain on sale of loans, net	\$ 158,812	\$ (686)	\$ 158,126	\$ —	\$ 158,126
Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net	2,755	—	2,755	—	2,755
Loan servicing and other fees	—	61,941	61,941	—	61,941
Valuation adjustment of mortgage servicing rights	—	22,077	22,077	—	22,077
Interest income (expense)	1,388	13,208	14,596	(2,642)	11,954
Other income, net	341	49	390	14	404
Net revenue	163,296	96,589	259,885	(2,628)	257,257
Expenses					
Salaries, incentive compensation and benefits	123,978	8,104	132,082	10,555	142,637
General and administrative	12,696	2,953	15,649	3,160	18,809
Occupancy, equipment and communication	15,995	1,406	17,401	1,135	18,536
Depreciation and amortization	3,435	17	3,452	212	3,664
Provision for foreclosure losses	—	84	84	—	84
Income tax expense	—	—	—	19,284	19,284
Net income (loss)	\$ 7,192	\$ 84,025	\$ 91,217	\$ (36,974)	\$ 54,243

(in thousands)	Origination	Servicing	Total Segments	All Other	Total
Revenue					
Loan origination fees and gain on sale of loans, net	\$ 133,664	\$ 396	\$ 134,060	\$ —	\$ 134,060
Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net	3,230	—	3,230	—	3,230
Loan servicing and other fees	—	65,788	65,788	—	65,788
Valuation adjustment of mortgage servicing rights	—	20,778	20,778	—	20,778
Interest income (expense), net	664	10,456	11,120	(2,933)	8,187
Other income (expense), net	364	22	386	(647)	(261)
Net revenue	137,922	97,440	235,362	(3,580)	231,782
Expenses					
Salaries, incentive compensation and benefits	121,105	8,145	129,250	10,817	140,067
General and administrative	20,548	3,862	24,410	4,801	29,211
Occupancy, equipment and communication	16,935	966	17,901	1,914	19,815
Depreciation and amortization	3,491	141	3,632	122	3,754
Provision for foreclosure losses	—	392	392	—	392
Total expenses	162,079	13,506	175,585	17,654	193,239
Income tax expense	—	—	—	10,143	10,143
Net (loss) income	\$ (24,157)	\$ 83,934	\$ 59,777	\$ (31,377)	\$ 28,400

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The following table presents the financial performance and results by segment for the nine months ended September 30, 2023:

	Origination	Servicing	Total Segments	All Other	Total
Revenue					
Loan origination fees and gain on sale of loans, net	\$ 387,587	\$ 115	\$ 387,702	\$ —	\$ 387,702
Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net	5,061	—	5,061	—	5,061
Loan servicing and other fees	—	182,277	182,277	(38)	182,239
Valuation adjustment of mortgage servicing rights	—	(4,904)	(4,904)	—	(4,904)
Interest income (expense)	4,019	30,884	34,903	(7,711)	27,192
Other income, net	507	150	657	6	663
Net revenue	397,174	208,522	605,696	(7,743)	597,953
Expenses					
Salaries, incentive compensation and benefits	344,259	23,173	367,432	31,228	398,660
General and administrative	42,251	8,073	50,324	9,816	60,140
Occupancy, equipment and communication	47,356	3,887	51,243	3,125	54,368
Depreciation and amortization	10,198	377	10,575	488	11,063
Provision for foreclosure losses	—	554	554	—	554
Income tax expense	—	—	—	19,184	19,184
Net (loss) income	\$ (46,890)	\$ 172,458	\$ 125,568	\$ (71,584)	\$ 53,984

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The following table presents the financial performance and results by segment for the three months ended **September 30, 2022** **March 31, 2023**:

	Origination	Servicing	Total Segments	All Other	Total
Revenue					
Loan origination fees and gain on sale of loans, net	\$ 154,319	\$ 299	\$ 154,618	\$ —	\$ 154,618
Loan servicing and other fees	—	57,647	57,647	—	57,647
Valuation adjustment of mortgage servicing rights	—	41,764	41,764	—	41,764

Interest income (expense)	4,388	3,392	7,780	(1,529)	6,251
Other income, net	(32)	979	947	(7)	940
Net revenue	158,675	104,081	262,756	(1,536)	261,220
Expenses					
Salaries, incentive compensation and benefits	124,909	6,955	131,864	5,508	137,372
General and administrative	13,706	2,420	16,126	3,286	19,412
Occupancy, equipment and communication	15,043	1,202	16,245	1,057	17,302
Depreciation and amortization	3,498	159	3,657	238	3,895
Reversal of foreclosure losses	—	(3,449)	(3,449)	—	(3,449)
Income tax expense	—	—	—	9,321	9,321
Net income (loss)	\$ 1,519	\$ 96,794	\$ 98,313	\$ (20,946)	\$ 77,367

The following table presents the financial performance and results by segment for the nine months ended September 30, 2022:

		Total									
		Origination	Servicing	Segments	All Other	Total	Origination	Servicing	Segments	All Other	Total
(in thousands)		(in thousands)									
Revenue	Revenue										
Loan origination fees and gain on sale of loans, net											
Loan origination fees and gain on sale of loans, net											
Loan origination fees and gain on sale of loans, net											
Loan origination fees and gain on sale of loans, net	\$ 599,285	\$ 5,944	\$ 605,229	\$ —	\$ 605,229						
Loan servicing and other fees	Loan servicing and other fees	—	165,419	165,419	—	165,419					
Valuation adjustment of mortgage servicing rights	Valuation adjustment of mortgage servicing rights	—	247,439	247,439	—	247,439					
Interest income (expense)	17,183	(1,233)	15,950	(4,700)	11,250						
Other income, net	(57)	1,054	997	185	1,182						
Interest income (expense), net											
Other (expense) income, net											
Net revenue	Net revenue	616,411	418,623	1,035,034	(4,515)	1,030,519					
Expenses	Expenses										
Salaries, incentive compensation and benefits											
Salaries, incentive compensation and benefits											
Salaries, incentive compensation and benefits											
Salaries, incentive compensation and benefits	Salaries, incentive compensation and benefits	464,368	21,722	486,090	16,803	502,893					
General and administrative	General and administrative	3,455	7,342	10,797	9,356	20,153					
Occupancy, equipment and communication	Occupancy, equipment and communication	47,645	3,599	51,244	3,343	54,587					
Depreciation and amortization	Depreciation and amortization	10,374	483	10,857	759	11,616					
Reversal of foreclosure losses		—	(1,974)	(1,974)	—	(1,974)					

Income tax expense	—	—	—	99,615	99,615
Net income (loss)	\$ 90,569	\$ 387,451	\$ 478,020	\$ (134,391)	\$ 343,629
Provision for foreclosure losses					
Total expenses					
Income tax benefit					
Net loss					

NOTE 18—SUBSEQUENT EVENT

On May 8, 2024, the Company's Board of Directors declared a special cash dividend of \$0.50 per share on its Class A and Class B common stock, payable on June 6, 2024, to stockholders of record on May 20, 2024.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis of Financial Condition and Results of Operations is intended to highlight and supplement data and information presented elsewhere in this Quarterly Report, including the condensed consolidated financial statements and related notes thereto included in Part I, Item 1. Prior period information has been revised to conform to the current period presentation. The following discussion includes forward-looking statements that reflect our plans, estimates and assumptions and involve numerous risks and uncertainties, including, but not limited to, those described in the "Risk Item 1A. Risk Factors" section in Part II, Item 1A in this Quarterly Report of our 2023 Annual Report on Form 10-K. See also "Cautionary Statement Regarding Forward-Looking Statements." Future results could differ significantly from the historical results presented in this section.

Business and Executive Overview

We started our business in 1960 and are among the longest-operating seller servicers in the United States. We are a growth-oriented mortgage company that employs a relationship-based loan sourcing strategy to execute our mission of delivering the promise of homeownership in neighborhoods and communities across the United States. Our business model is centered on providing a personalized mortgage-borrowing experience that is delivered by our knowledgeable loan officers and supported by our diverse product offerings. Throughout these individualized interactions, we work to earn our clients' trust and confidence as a financial advisor that can help them find their way through life's changes and build for the future.

Our operations consist of two distinct, but related, reportable segments that we refer to as our origination and servicing segments. Management believes that maintaining both an origination segment and a servicing segment provides us with a more balanced business model in both rising and declining interest rate environments, compared to industry participants that predominantly focus on either origination or servicing, instead of both. Typically in an interest rising market environment originations tend to shift to purchase originations rather than refinances. Due to our physical presence and footprint throughout the country we believe that we are in an advantageous position when the market is more purchase focused as compared to our competitors that are more refinance focused and have to significantly change their business model during purchase cycles. In addition, one of our business strategies is to seek to recapture mortgage transactions when our borrowers prepay their loans. Purchase recapture rate is calculated as the ratio of the (i) UPB unpaid principal balance ("UPB") of our clients that originated a new mortgage with us for the purchase of a home in a given period, to (ii) total UPB of our clients that paid off their existing mortgage as a result of selling their home in the same given period. Refinance recapture rate is calculated as the ratio of (i) UPB of our clients that originated a new mortgage loan for the purpose of refinancing an existing mortgage with us in a given period, to (ii) total UPB of our clients that paid off their existing mortgage as a result of a refinance in the same period. Overall recapture rate for a given period is calculated as the ratio of the (i) UPB of our clients from both purchase and refinance transactions in a given period, to (ii) the total UPB of our clients that paid off their existing mortgage and originated a new mortgage in the same given period. This calculation excludes clients to whom we did not actively market due to contractual prohibitions or other business reasons.

We operate our origination segment, from more Our calculation of purchase recapture rate and overall recapture rate may be different than 340 office locations. Our licensed sales professionals and support staff cultivate deep relationships with our referral partners and clients and provide a customized approach or otherwise not comparable to the loan transaction, whether it is a purchase or a refinance. We believe that our servicing segment provides a steady stream of revenue to support our origination segment and, more importantly, positions us to build longstanding client relationships that drive repeat and referral business back to the origination segment to recapture our clients' future mortgage transactions. In particular, the growth of our servicing segment is dependent on the continued growth of our origination volume because our servicing portfolio consists primarily of originated MSRs, similarly named rates used by other companies.

Executive Summary

This executive summary highlights selected 2024 and 2023 financial information that should be considered in the context of the additional discussions below. The UPB of our servicing portfolio excludes any subserviced loans.

- Originated \$4.3 billion Guild originated \$3.9 billion, \$3.6 billion and \$4.5 billion of mortgage loans in \$2.7 billion during the three months ended September 30, 2023 March 31, 2024, December 31, 2023 and June 30, 2023, respectively, and originated \$11.6 billion and \$16.3 billion of mortgage loans in the nine months ended September 30, 2023 and 2022, March 31, 2023, respectively.

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Mortgage interest rates rose sharply during 2022 2023 and remained elevated during the nine three months ended September 30, 2023 March 31, 2024. Rising mortgage rates, high High home prices and low inventory have caused mortgage demand to drop, which has caused significant declines in impacted Guild origination volume and the origination volume across the U.S. mortgage market.

- Purchase originations accounted for 94.0% 90.8%, 94.0%, 93.6% 92.8% and 79.0% of total originations 92.1%, for the three months ended September 30, 2023 March 31, 2024, December 31, 2023 and June 30, 2023 and for the nine months ended September 30, 2023 and 2022, March 31, 2023, respectively. According to the Mortgage Bankers Association's ("MBA" Association's ("MBA") October 2023 April 2024 Mortgage Finance Forecast, purchase originations accounted for 81.8% 77.2%, 80.1%, 80.7% 81.2% and 67.5% 80.2% of total one-to-four family originations for the three months ended September 30, 2023 March 31, 2024, December 31, 2023 and June 30, 2023 and for the nine months ended September 30, 2023 and 2022, March 31, 2023, respectively.
- Servicing Guild's servicing portfolio as of September 30, 2023 March 31, 2024 was \$83.7 billion \$86.3 billion of unpaid principal balance ("UPB") UPB compared to \$77.7 billion \$79.9 billion of UPB as of September 30, 2022 March 31, 2023, with the average size of the portfolio increasing 9.4% since September 30, 2022, 8.0% over that time.
- Generated \$54.2 million and \$36.9 million Guild generated \$28.5 million of net income, \$93.0 million of net loss and \$37.2 million of net loss for the three months ended September 30, 2023 March 31, 2024, December 31, 2023 and June 30, 2023, March 31, 2023, respectively, and net income diluted earnings per share of \$54.0 million \$0.46, and \$343.6 million for the nine months ended September 30, 2023 diluted loss per share of \$1.52 and 2022, respectively.
- Generated \$29.0 million and \$9.0 million of adjusted net income \$0.61 for the three months ended September 30, 2023 March 31, 2024, December 31, 2023 and June 30, 2023, respectively, March 31, 2023, respectively.
- Guild generated \$8.0 million and \$35.5 million and \$70.1 million \$12.5 million of adjusted net income and \$2.5 million of adjusted net loss for the nine three months ended September 30, 2023 March 31, 2024, December 31, 2023 and 2022, March 31, 2023, respectively, and adjusted diluted earnings per share of \$0.13 and \$0.20 and adjusted diluted loss per share of \$0.04 for the three months ended March 31, 2024, December 31, 2023 and March 31, 2023, respectively.

- Generated \$43.9 million Guild generated \$16.0 million, \$13.2 million and \$16.5 million \$1.1 million of adjusted EBITDA for the three months ended September 30, 2023 March 31, 2024, December 31, 2023 and June 30, 2023 March 31, 2023, respectively, respectively.
- Guild's adjusted return on equity was 2.7%, 4.1% and \$61.6 million and \$101.6 million of adjusted EBITDA (0.8)% for the nine three months ended September 30, 2023 March 31, 2024, December 31, 2023 and 2022, March 31, 2023, respectively.
- Guild had a tangible net book value per share of \$16.05 and \$15.90 at March 31, 2024 and December 31, 2023, respectively.
- During the three months ended September 30, 2023, we changed certain of our assumptions through enhancements to the models used in the valuation of our interest rate lock commitments and mortgage loans held for sale, which resulted in a \$17.4 million increase to gain on sale of loans.
- During the three months ended September 30, 2023 March 31, 2024, we had a 25% purchase recapture rate, a 22% refinance recapture rate and a 24% overall recapture rate, compared to 27%, 22%, and 25%, respectively, during the three months ended June 30, 2023. During the nine months ended September 30, 2023, we had a 28% purchase recapture rate, a 26% refinance recapture rate and a 27% 26% overall recapture rate, compared to 31% 25%, 45% 19%, and 40% 23% for the three months ended December 31, 2023, respectively and 24%, 30%, and 26% for the nine three months ended September 30, 2022 March 31, 2023, respectively.
- In 2024 and 2023, we acquired certain assets of four mortgage lenders to support our growth strategy by expanding our business into new local communities and increasing our presence in the geographic areas we serve our clients. The acquisitions were funded with cash on hand and borrowings totaling approximately \$25.0 million.

Adjusted net income, adjusted earnings per share, adjusted EBITDA, adjusted return on equity and tangible net book value per share are not measures calculated in accordance with generally accepted accounting principles in the United States of America ("GAAP"), and should not be considered an alternative to, or more meaningful than, net income as an indicator of our operating performance. Please see "—Non-GAAP Financial Measures" for further information regarding our use of non-GAAP measures and reconciliations to net income, the nearest comparable financial measure calculated and presented in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Net income includes changes in the fair value of our MSRs of a gain of \$22.1 million and \$27.9 million for the three months ended September 30, 2023 and June 30, 2023, respectively, and a loss of \$4.9 million and a gain of \$247.4 million for the nine months ended September 30, 2023 and 2022, respectively. These fair value adjustments are affected by changes in mortgage rates and assumptions used within the valuation model. According to the MBA's October 2023 Mortgage Finance Forecast, average 30-year mortgage rates increased by 50 basis points and by 10 basis points during the three months ended September 30, 2023 and June 30, 2023, respectively, and increased by 40 basis points and by 250 basis points during the nine months ended September 30, 2023 and 2022, respectively. Increases in average mortgage rates generally result in lower prepayment speeds and a subsequent upward adjustment to the fair value of our MSRs for the loans that still exist in our portfolio. See discussion below under "Valuation Adjustment of Mortgage Servicing Rights".

The increase in interest rates during 2022, continued elevated rates in 2023 and the tight housing supply have led to higher levels of competition and lower gain on sale margins. Margins may continue to decrease in the future due to higher interest rates, increasing competition among

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mortgage providers, which has placed additional pressure on pricing. However, such changes will depend on future market demand, capacity and other macroeconomic factors. GAAP.

Recent Developments

Market and Economic Overview

The Federal Reserve aggressively raised the Federal Funds rate by 525 basis points during 2022 by 425 basis points and further raised it by an additional 100 basis points through July 2023 in an effort to curb inflation and slow economic growth. While the Federal Reserve has left rates unchanged since July 2023, the timing and extent of future decisions about changes in interest rates by the Federal Reserve remains uncertain. Borrowing costs will most likely remain volatile and mortgage rates may remain higher for longer if could be assessed on a month-to-month basis once the Federal Reserve does not successfully tame inflation. While the Federal Reserve does not directly control mortgage interest rates, a higher Federal Funds rate and higher inflation usually lead to increases in the 10-year treasury yield, which leads to higher mortgage interest rates. During the three and nine months ended September 30, 2023, Although the 10-year treasury yield increased 60 bps and increased 40 basis points, respectively, and during the three and nine months ended September 30, 2022, the 10-year treasury yield increased decreased 20 basis points and 160 the 30-year mortgage interest rate decreased 50 basis points respectively. The rise in interest rates since March 2022 during the three months ended March 31, 2024, both remain high, which has led to fewer refinancings and lower prepayment activity in 2022 2023 and 2023. As refinances continue to decline, we expect we will remain in a purchase-focused environment, consistent with industry trends. The MBA's October 2023 Mortgage Finance Forecast projects that throughout the remainder of 2023, the 10-year treasury yield will remain flat at 4.2% and the 30-year mortgage rate will increase by 20 basis points 2024. The MBA is also forecasting mortgage originations for purchases to decrease 18.2% increase by 5.1% in 2024 to \$1.4 trillion from \$1.3 trillion in 2023 to \$1.3 trillion from \$1.6 trillion in 2022 and is are predicting refinance originations will remain slow throughout the remainder of 2023, decreasing to increase by 54.2% 34.4% in 2024 to \$420 billion from \$300 billion from \$700 billion in 2022 2023.

Home-buying affordability challenges remain as elevated home prices and mortgage rates cause some buyers to delay purchase plans. Many homeowners with mortgage interest rates well below the current rates are choosing not to sell, further tightening available inventory. As a result of the foregoing market and economic conditions, we have experienced lower origination volume in 2023 and through September 30, 2023 March 31, 2024. This trend may continue in future periods. We continue to experience intense competition in the mortgage market, and we expect this competition will continue to put pressure on gain on sale margins and profitability.

Recent Acquisitions

Guild continues to focus on retail channel expansion both organically and via acquisitions that support our national footprint. The mortgage market is contracting which we believe provides us more opportunity to acquire sales talent at reasonable or discounted pricing levels.

In September 2023, we acquired certain assets of First Centennial Mortgage Corporation ("FCM"), a privately held Illinois-based mortgage lender, which further expanded our presence in the Midwest region. The acquisition was funded with cash on hand of approximately \$2.1 million. See Note 3 - Acquisitions in Part I, Item 1 for additional information.

In April 2023, we acquired certain assets of Cherry Creek Mortgage, LLC ("CCM"), a privately held Colorado-based lender licensed in 45 states. The acquisition expanded our range of services by offering reverse mortgages to our customers. The acquisition was funded with cash on hand of approximately \$2.6 million. See Note 3 - Acquisitions in Part I, Item 1 for additional information.

In February 2023, we acquired certain assets of Legacy Mortgage, LLC ("Legacy"), an independent New Mexico-based mortgage banker, which expanded our presence in the Southwest region. The acquisition was funded with cash on hand of approximately \$3.3 million. See Note 3 - Acquisitions in Part I, Item 1 for additional information.

In December 2022, we acquired certain assets of Inlanta Mortgage, Inc. ("Inlanta"), a Wisconsin-based independent mortgage banker that served borrowers in 27 states. The acquisition of Inlanta expanded our local presence in the Midwest region. The acquisition was funded with cash on hand of approximately \$3.5 million.

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Description of Certain Components of Financial Data

The primary components of our revenue and expenses are described below.

Our Components of Revenue

Loan origination fees and gain on sale of loans, net — This represents all income recognized from the time when a loan is originated until the time when a loan is subsequently sold to an investor and includes cash and non-cash components. Each component is described below:

- **Gain (loss) on sale of loans** — Net proceeds from the difference between the quoted loan price committed According to the client MBA's April 2024 Mortgage Finance Forecast, average 30-year mortgage interest rates decreased by 50 basis points during the three months ended March 31, 2024 and increased by 70 basis points during the price received from the investor at loan sale, net of miscellaneous investor fees charged.
- **Loan origination fees** — Fees collected from the client, which typically include processing, underwriting, funding, credit report, tax service, flood certification and appraisal fees, net of any associated third-party costs.
- **The fair value of the MSRs at time of sale** — After a loan for which we continue to act as the servicer is sold to an investor, we record the value of the MSR at fair value. Fair value is estimated based on the present value of future cash flows. We utilize a third-party valuation service to determine this estimated value based on variables such as contractual servicing fees, ancillary fees, estimated prepayment speeds, discount year ended December 31, 2023. These mortgage interest rate and the cost to service.
- **Changes in changes affect the fair value of IRLC adjustments and MLHS** — When assumptions used within the client accepts an interest rate lock, we record the estimated fair value of the loan. We also evaluate several factors to determine the likelihood of the loan closing and discount the value of any interest rate lock commitments Mortgage Servicing Rights ("IRLCs" "MSR") we consider having a lower probability of closing. The probability of the loan ultimately closing changes as the stage of the loan progresses from application to underwriting submission, loan approval and funding. Loans that close and are held for sale are commonly referred to as valuation model. Historically, increases in average mortgage loans held for sale or "MLHS." MLHS are also recorded at fair value. We typically determine the fair value of our MLHS based on investor committed pricing; however, we determine the fair value of any MLHS that is not allocated to a commitment based on current delivery trade prices.
- **Changes in the fair value of forward delivery commitments** — We enter into forward delivery commitments to hedge against changes in the interest rates associated with our IRLCs and MLHS. Our hedging policies are set by our risk management function and are monitored daily. Typically, when the fair value of an IRLC or MLHS have generally resulted in lower prepayment speeds. Likewise, increases the fair value of any related forward contract decreases.
- **Provision for investor reserves** — At the time a loan is sold to an investor, we make certain representations and warranties. If defects are subsequently discovered in these representations and warranties that cause a loan to no longer satisfy the applicable investor eligibility requirements, we may be required to repurchase that

loan. We are also required to indemnify several of our investors for borrowers' prepayments and defaults. We estimate the potential for these losses based on our recent and historical loan repurchase and indemnification experience and our success rate on appeals. We also screen market conditions for any indications of a rise in delinquency average mortgage interest rates which may result in a heightened exposure to loss.

- **Earlypay-off fees** — The amount of gain on sale premium received from the investors who purchase our loans that we must return to those investors when loans sold to them are repaid before a specified point in time.

Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net — This represents certain cash and non-cash components recognized related to our reverse mortgage business including the net fair value changes of securitized reverse mortgage loans held for investment and HMBS-related borrowings and unsecuritized reverse loans.

Loan servicing and other fees — Loan servicing and other fees consist of:

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- **Loan servicing income** — This represents the contractual fees that we earn by servicing loans for various investors. Fees are calculated based on a percentage of the outstanding principal balance and are recognized into revenue as related payments are received.
- **Other ancillary fees** — We may also collect other ancillary fees from the client, such as late fees and nonsufficient funds fees.
- **Impound interest** — We are required to pay interest to our clients annually based on the average escrow account balances that we hold in trust for the payment of their property taxes and insurance.

Valuation adjustment of mortgage servicing rights — We have elected to recognize MSRs at fair value. This requires that we periodically reevaluate the valuation of our MSRs following our initial analysis at the time of sale. A third party conducts a monthly valuation of our MSRs, and we record any changes subsequent upward adjustments to the fair value of our MSRs for the loans that result from still exist in our portfolio, depending on the other inputs to the MSR fair value model. For the three months ended March 31, 2024, December 31, 2023 and March 31, 2023, we recorded a gain of \$20.8 million and losses of \$134.7 million and \$54.9 million, respectively, for changes in valuation model inputs or assumptions and collections of servicing cash flows in accordance with such third-party analysis. Changes in the fair value of our MSRs result in discussion below under "—Results of Operations—Revenue—Valuation Adjustment of Mortgage Servicing Rights".

The elevated rates in an adjustment to the value of our MSRs.

Interest income — Interest income consists primarily of interest earned on MLHS.

Interest expense — Interest expense consists primarily of interest paid on funding 2023 and non-funding debt facilities collateralized by our MLHS and MSRs. We define funding debt as all other debt related to operations, such as warehouse lines of credit and our early buyout facility, which we use to repurchase certain delinquent Government National Mortgage Association ("GNMA" or "Ginnie Mae") loans. Non-funding debt includes the note agreements collateralized by our MSRs (our "MSR notes payable"). We also record related bank charges and payoff interest expense as interest expense. Payoff interest expense is equal to the difference between what we collect in interest from our clients and what we remit in interest to the investors who purchase the loans that we originate. For loans sold through Agency Mortgage Backed Security, we are required to remit a full month of interest to those investors, regardless of the date on which the client prepays during the payoff month, resulting in additional interest expense.

Other income, net — Other income, net typically includes non-operating gains and losses and our pro rata share of net earnings from unconsolidated joint ventures.

[Our Components of Expenses](#)

Salaries, incentive compensation and benefits — Salaries, incentive compensation and benefits expense includes all payroll, incentive compensation and employee benefits paid to our employees, 2024, as well as expenses incurred the tight housing supply have led to higher levels of competition and lower gain on sale margins and profitability. Margins may continue to decrease in connection with our use of employment the future due to higher interest rates and temporary help agencies. Our loan officers are paid incentive compensation based increasing competition among mortgage providers, which has placed additional pressure on origination volume, resulting in a variable pay structure that fluctuates.

General and administrative — General and administrative expense primarily includes costs associated with professional services, marketing and advertising, loan-related verification fees office expenses, liability insurance, business licenses pricing. However, future margins will depend on future market demand, capacity and other miscellaneous costs.

In addition, within general and administrative expense, we record any adjustments to the fair value of the contingent liabilities related to our completed acquisitions, commonly known as "earn-out payments." These payments are estimated based on the present value of future cash flows during the earn-out period. We also record within general and administrative expense the adjustment to the fair value of the note receivable issued in connection with the CCM acquisition, which is offset with its earn-out payment.

Occupancy, equipment and communication — Occupancy, equipment and communication includes expenses related to the commercial office spaces we lease, as well as telephone and internet service and miscellaneous leased equipment used for operations.

Depreciation and amortization — We depreciate furniture and equipment on a straight-line basis for a period of up to three years and we record amortization expense related to our leasehold improvements on rented space. That amortization expense is recognized over the shorter of the lease term or the useful life of the asset. We record costs related to the maintenance of software, which consist of both internal and external costs incurred in connection with software development and testing, as well as any costs associated with the implementation of new software. These costs are macroeconomic factors.

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amortized over a three-year period. We also record amortization expense related to our acquired intangible assets, which are amortized on a straight-line basis over their estimated useful lives.

Provision for foreclosure losses — We may incur a loss on government loans related to unreimbursed interest and costs associated with foreclosure. We reserve for government loans based on historical loss experience, future expectations, as well as for loan-specific issues related to foreclosure.

Income tax expense — We are subject to federal and state income tax. We record this expense based on our statutory federal and state tax rates. These statutory rates are adjusted for permanent non-deductible differences and reconciliation differences from prior years. We also evaluate material temporary differences to determine whether any additional adjustments to this expense are required.

Key Performance Indicators

Management reviews several key performance indicators to evaluate our business results, measure our performance, identify trends affecting our business, formulate projections and inform our strategic business decisions. We use these key performance indicators to develop operational goals for managing our business.

Our origination metrics enable us to monitor our ability to generate revenue and expand our market share across different channels. In addition, they help us track origination quality and compare our performance against the nationwide originations market and our competitors. Our servicing metrics enable us to monitor the size of our customer base, the characteristics and related value of our MSRs, the health of the business as measured by the average MSR delinquency rate and help drive our customer retention efforts. We believe that the net additions to our portfolio are indicators of the growth of our mortgage loans serviced and our servicing income.

We believe that these key performance indicators provide useful information to investors and others by allowing for greater transparency with respect to key metrics used by management in its financial and operational decision-making. These metrics may be used by investors in understanding and evaluating our operating results and enhancing the overall understanding of our past performance and future prospects. Summary data for these key performance indicators is listed below. Please refer to "Results"—"Results of Operations" for additional metrics that management reviews in conjunction with the condensed consolidated financial statements.

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(\$ and units in thousands)	Three Months Ended		Change	% Change
	Sep 30, 2023	Jun 30, 2023		
Origination Data				
\$ Total in-house origination ⁽¹⁾	\$ 4,263,841	\$ 4,458,502	\$ (194,661)	(4.4)%
# Total in-house origination	13	13	—	—%
\$ Retail forward in-house origination	\$ 4,087,820	\$ 4,125,328	\$ (37,508)	(0.9)%
# Retail forward in-house origination	13	12	1	8.3%
\$ Retail reverse in-house origination	\$ 19,984	\$ 7,858	\$ 12,126	154.3 %
# Retail reverse in-house origination	—	—	—	— %
\$ Retail brokered origination ⁽²⁾	\$ 74,517	\$ 64,240	\$ 10,277	16.0%
\$ Wholesale reverse origination	\$ 8,948	\$ 26,603	\$ (17,655)	(66.4)%
Total originations	\$ 4,347,306	\$ 4,549,345	\$ (202,039)	(4.4)%
Gain on sale margin (bps) ⁽³⁾	377	310	67	21.6%
Gain on sale margin on pull-through adjusted locked volume (bps) ⁽⁴⁾	389	314	75	23.9%
30-year conventional conforming par rate ⁽⁵⁾	7.0 %	6.5 %	0.5%	7.7%
Servicing Data				
UPB (period end) ⁽⁶⁾	\$ 83,705,731	\$ 82,030,408	\$ 1,675,323	2.0 %
Loans serviced (period end)	340	335	5	1.5 %
MSR multiple (period end) ⁽⁷⁾	5.0	4.8	0.2	4.2 %
Weighted average coupon rate	4.0%	3.8%	0.2%	5.3%
Loan payoffs ⁽⁸⁾	\$ 1,032,488	\$ 1,048,266	\$ (15,778)	(1.5)%
Loan delinquency rate 60-plus days (period end)	1.6%	1.5%	0.1%	6.7%

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(\$ and units in thousands)	Nine Months Ended		Change	% Change
	2023	2022		
Origination Data				
\$ Total in-house origination ⁽¹⁾	\$ 11,423,769	\$ 16,147,287	\$ (4,723,518)	(29.3)%
# Total in-house origination	35	50	(15)	(30.0)%

\$ Retail forward in-house origination	\$ 10,771,949	\$ 15,458,986	\$ (4,687,037)	(30.3)%
# Retail forward in-house origination	33	47	(14)	(29.8)%
\$ Retail reverse in-house origination	\$ 27,842	\$ —	\$ 27,842	NM
# Retail reverse in-house origination	—	—	—	— %
\$ Retail brokered origination ⁽²⁾	\$ 180,461	\$ 161,279	\$ 19,182	11.9%
\$ Wholesale reverse origination	\$ 35,551	\$ —	\$ 35,551	NM
Total originations	\$ 11,639,781	\$ 16,308,566	\$ (4,668,785)	(28.6)%
Gain on sale margin (bps) ⁽³⁾	343	375	(32)	(8.5)%
Gain on sale margin on pull-through adjusted locked volume (bps) ⁽⁴⁾	333	342	(9)	(2.6)%
30-year conventional conforming par rate ⁽⁵⁾	7.0 %	5.6 %	1.4%	25.0%
Servicing Data				
UPB (period end) ⁽⁶⁾	\$ 83,705,731	\$ 77,735,730	\$ 5,970,001	7.7%
Loans serviced (period end)	340	320	20	6.3%
MSR multiple (period end) ⁽⁷⁾	5.0	4.9	0.1	2.0%
Weighted average coupon rate	4.0%	3.5%	0.5%	14.3%
Loan payoffs ⁽⁸⁾	\$ 2,808,022	\$ 5,603,182	\$ (2,795,160)	(49.9)%
Loan delinquency rate 60-plus days (period end)	1.6%	1.6%	—%	—%

(\$ and units in thousands)	Three Months Ended		Change	% Change
	March 31, 2024	December 31, 2023		
Origination Data				
Total originations ⁽¹⁾	\$ 3,852,539	\$ 3,624,269	\$ 228,270	6.3 %
Total originations (units) ⁽²⁾	12	12	—	— %
Gain on sale margin (bps) ⁽³⁾	364	330	34	10.3 %
Gain on sale margin on pull-through adjusted locked volume (bps) ⁽⁴⁾	290	347	(57)	(16.4)%
Servicing Data⁽⁵⁾				
UPB (period end)	\$ 86,319,074	\$ 85,033,899	\$ 1,285,175	1.5 %
Loans serviced (period end)	349	345	4	1.2 %
MSR multiple (period end) ⁽⁶⁾	4.7	4.5	0.2	4.4 %
Weighted average coupon rate	4.2 %	4.1 %	0.1 %	2.4 %
Loan delinquency rate 60-plus days (period end)	1.6 %	1.8 %	(0.2)%	(11.1)%

(\$ and units in thousands)	Three Months Ended		Change	% Change
	March 31, 2024	March 31, 2023		
Origination Data				
Total originations ⁽¹⁾	\$ 3,852,539	\$ 2,743,130	\$ 1,109,409	40.4 %
Total originations (units) ⁽²⁾	12	9	3	33.3 %
Gain on sale margin (bps) ⁽³⁾	364	343	21	6.1 %
Gain on sale margin on pull-through adjusted locked volume (bps) ⁽⁴⁾	290	284	6	2.1 %
Servicing Data⁽⁵⁾				
UPB (period end)	\$ 86,319,074	\$ 79,916,577	\$ 6,402,497	8.0 %
Loans serviced (period end)	349	328	21	6.4 %
MSR multiple (period end) ⁽⁶⁾	4.7	4.6	0.1	2.2 %
Weighted average coupon rate	4.2 %	3.7 %	0.5 %	13.5 %
Loan delinquency rate 60-plus days (period end)	1.6 %	1.5 %	0.1 %	6.7 %

⁽¹⁾ Includes Total originations includes retail forward correspondent and retail reverse, brokered, wholesale and excludes wholesale reverse and brokered correspondent loans.

⁽²⁾ Brokered loans are defined Total origination units excludes second lien mortgages originated at the same time as loans we originate in the retail channel that are processed by us but underwritten and closed by another lender. These loans are typically for products we choose not to offer in-house, first mortgage or shortly thereafter.

(3) Represents loan origination fees and gain on sale of loans, net plus gain on reverse mortgage loans held for investment and HMBS-related borrowings, net divided by total originations, excluding brokered loans, to derive basis points. This includes a \$17.4 million increase in the valuation of our interest rate lock commitments and mortgage loans held for sale recognized in the three months ended September 30, 2023 due to model enhancements.

(4) Represents loan origination fees and gain on sales of loans, net divided by pull-through adjusted locked volume, which excludes reverse loans. This includes a \$17.4 million increase in the valuation of our interest rate lock commitments and mortgage loans held for sale recognized in the three months ended September 30, 2023 due to model enhancements. volume. Pull-through adjusted locked volume is equal to total locked volume multiplied by pull-through rates of 84.3% 88.0%, 85.4% 86.5% and 94.6% 84.0% as of September 30, 2023 March 31, 2024, June 30, 2023 December 31, 2023 and September 30, 2022 March 31, 2023, respectively. We estimate the pull-through rate based on changes in pricing and actual borrower behavior using a historical analysis of loan closing data and "fallout" data with respect to the number of commitments that have historically remained unexercised. For additional information regarding our total locked volume and pull-through adjusted locked volume see "—Results of Operations for the Three Months Ended September 30, 2023 and June 30, 2023 and Results of Operations for the Nine Months Ended September 30, 2023 and 2022—Revenue—Loan Origination Fees and Gain on Sale of Loans, Net."

(5) Represents the 30-year average conventional conforming note rate published monthly according to the MBA Mortgage Monthly Finance Forecast.

(6) Excludes reverse mortgage loans, which had UPB of \$73.7 million \$320.7 million and \$34.5 million \$295.7 million as of September 30, 2023 March 31, 2024 and June 30, 2023 December 31, 2023, respectively.

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(7) (6) Represents a metric used to determine the relative value of our MSRs in relation to our annualized retained servicing fee. It is calculated by dividing (a) the fair market value of our MSRs as of a specified date by (b) the weighted average annualized retained servicing fee for our servicing portfolio as of such date. We exclude purchased MSRs from this calculation because our servicing portfolio consists primarily of originated MSRs and, consequently, purchased MSRs do not have a material impact on our weighted average service fee.

(8) Represents the gross amount of UPB paid off from our servicing portfolio.

Non-GAAP Financial Measures

To supplement our financial statements presented in accordance with GAAP and to provide investors with additional information regarding our GAAP financial results, we have presented in this Quarterly Report Adjusted Net Income, Adjusted adjusted net income, adjusted earnings per share, adjusted EBITDA, adjusted return on equity and Adjusted Return on Equity, tangible net book value per share which are non-GAAP financial measures. These non-GAAP financial measures are not based on any standardized methodology prescribed by GAAP and are not necessarily comparable to similarly titled measures presented by other companies.

We use these non-GAAP financial measures (other than tangible net book value per share) to evaluate our operating performance, to establish budgets and to develop operational goals for managing our business. These non-GAAP financial measures are designed to evaluate operating results exclusive of fair value and other adjustments that are not indicative of our business's operating performance. Accordingly, we believe that these financial measures provide useful information to investors and others in understanding and evaluating our operating results, enhancing the overall understanding of our past performance and future prospects. In addition, management uses the non-GAAP financial measure of tangible net book value per share to evaluate the adequacy of our stockholders' equity and assess our capital position and believes tangible net book value provides useful information to investors in assessing the strength of our financial position.

Adjusted net income. Net income, income (loss) is the most directly comparable financial measure calculated and presented in accordance with GAAP for adjusted net income, a non-GAAP measure. We define Adjusted Net Income adjusted net income as earnings or loss attributable to Guild before excluding (i) the change in the fair value measurements related to our MSRs due to changes in model inputs and assumptions, (ii) change in the fair value of contingent liabilities and note receivable related to completed acquisitions, due net of change in the fair value of notes receivable related to changes in valuation assumptions, acquisitions, (iii) amortization of acquired intangible assets and (iv) stock-based compensation. We exclude these items because we believe they are non-cash expenses that are not reflective of our core operations or indicative of our ongoing operations. Adjusted Net Income net income is also adjusted by applying an estimated effective tax rate to these adjustments. In addition we We exclude the change in the fair value of MSRs due to changes in model inputs and assumptions from Adjusted Net Income adjusted net income and Adjusted adjusted EBITDA below because we believe this non-cash, non-realized adjustment to net revenues is not indicative of our operating performance or results of operations, but rather reflects changes in model inputs and assumptions (e.g., prepayment speed, discount rate and cost to service assumptions) that impact the carrying value of our MSRs from period to period.

Adjusted EBITDA, earnings per share—Basic and Diluted. Earnings per share is the most directly comparable financial measure calculated and presented in accordance with GAAP for adjusted earnings per share, a non-GAAP measure. We define adjusted earnings per share as our adjusted net income divided by the basic and diluted weighted average shares outstanding of our Class A and Class B common stock. Diluted weighted average shares outstanding is adjusted include potential shares of Class A common stock related to unvested RSUs that were excluded from the calculation of GAAP diluted loss per share because they were anti-dilutive due to the net loss, when applicable.

Adjusted EBITDA. Net income (loss) is the most directly comparable financial measure calculated and presented in accordance with GAAP for adjusted EBITDA, a non-GAAP measure. We define adjusted EBITDA as earnings before (i) interest expense on non-funding debt (without adjustment for net warehouse interest related to loan fundings and payoff interest related to loan prepayments), (ii) taxes, (iii) depreciation and amortization and (iv) net income attributable to the non-controlling interests, exclusive of and excluding (v) any change in the fair value measurements of our MSRs due to valuation assumptions, (vi) change in the fair value of contingent liabilities and note receivable related to completed acquisitions, due net of change in the fair value of notes receivable related to changes in valuation assumptions acquisitions and (vii) stock-based compensation. We exclude these items because we believe they are non-cash expenses that are not reflective of our core operations or indicative of our ongoing operations.

Adjusted return on equity. Return on Equity. We define Adjusted Return on Equity as annualized Adjusted Net Income as a percentage of average beginning and ending stockholders' equity during the period.

We use these non-GAAP financial measures to evaluate our operating performance, to establish budgets and to develop operational goals for managing our business. These non-GAAP financial measures are designed to evaluate operating results exclusive of fair value adjustments that are not indicative of management's operating performance. Accordingly, we believe that these financial measures provide useful information to investors and others in understanding and evaluating our operating results, enhancing the overall understanding of our past performance and future prospects.

Our non-GAAP financial measures are not prepared in accordance with GAAP and should not be considered in isolation of, or as an alternative to, measures prepared in accordance with GAAP. There are a number of limitations related to the use of these non-GAAP financial measures rather than net income, which is the most directly comparable financial measure calculated and presented in accordance with GAAP for Adjusted Net Income adjusted return on equity, a non-GAAP measure. We define adjusted return on equity as annualized adjusted net income as a percentage of average beginning and Adjusted EBITDA, and Return on Equity, which ending stockholders' equity during the period.

Tangible net book value per share. Book value per share is the most directly comparable financial measure calculated and presented in accordance with GAAP for Adjusted Return on Equity. These limitations include that these non-GAAP financial measures are not based on a comprehensive set tangible net book value per share. We define tangible net book value per share as total stockholders' equity attributable to Guild, less goodwill and intangible assets, net divided by the total shares of accounting rules or principles our Class A and many of the adjustments to the Class B common stock outstanding. The most directly comparable GAAP financial measures reflect the exclusion of items that are recurring and may be reflected in our financial results measure for the foreseeable future. In addition, other companies may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison.

[Table of Contents](#)[1tangible net book value per share is book value per share.](#)

The following tables reconcile **Adjusted Net Income** and **Adjusted EBITDA** our non-GAAP financial measures to **net income** and **Adjusted Return on Equity** to **Return on Equity**, the most directly comparable financial measures calculated and presented in accordance with **GAAP**; **GAAP**.

Reconciliation of Net Income to Adjusted Net Income (\$ in thousands)	Three Months Ended		Nine Months Ended September 30,	
	Sep 30, 2023	Jun 30, 2023	2023	2022
Net income	\$ 54,243	\$ 36,936	\$ 53,984	\$ 343,629
Net (loss) income attributable to non-controlling interests	(6)	—	(11)	25
Net income attributable to Guild	\$ 54,249	\$ 36,936	\$ 53,995	\$ 343,604
Add adjustments:				
Change in fair value of MSRs due to model inputs and assumptions	(38,204)	(43,780)	(38,283)	(317,819)
Change in fair value of contingent liabilities, net due to acquisitions	(383)	1,258	865	(45,075)
Amortization of acquired intangible assets	1,988	1,988	5,963	5,963
Stock-based compensation	2,338	2,323	6,417	4,917
Tax impact of adjustments ⁽¹⁾	9,011	10,241	6,585	78,499
Adjusted Net Income	<u>\$ 28,999</u>	<u>\$ 8,966</u>	<u>\$ 35,542</u>	<u>\$ 70,089</u>

Reconciliation of Net Income (Loss) to Adjusted Net Income (Loss) and Earnings (Loss) Per Share to Adjusted Earnings (Loss) Per Share					
(in thousands, except per share amounts)	Three Months Ended		Three Months Ended		
	March 31, 2024	December 31, 2023	March 31, 2024	March 31, 2023	
Net income (loss) attributable to Guild	\$ 28,498	\$ (93,004)	\$ 28,498	\$ (37,190)	
Add adjustments:					
Change in fair value of MSRs due to model inputs and assumptions	(32,897)	122,255	(32,897)	43,701	
Change in fair value of contingent liabilities and notes receivable due to acquisitions, net	1,134	1,201	1,134	(10)	
Amortization of acquired intangible assets	2,168	1,986	2,168	1,988	
Stock-based compensation	2,137	2,245	2,137	1,756	
Tax impact of adjustments ⁽¹⁾	7,002	(22,142)	7,002	(12,713)	
Adjusted net income (loss)	<u>\$ 8,042</u>	<u>\$ 12,541</u>	<u>\$ 8,042</u>	<u>\$ (2,468)</u>	
Weighted average shares outstanding of Class A and Class B Common					
Stock:					
Basic	61,109	61,049	61,109	60,900	
Diluted	62,157	61,049	62,157	60,900	
Adjusted diluted ⁽²⁾	62,157	61,781	62,157	60,900	
Earnings (loss) per share—Basic	\$ 0.47	\$ (1.52)	\$ 0.47	\$ (0.61)	
Earnings (loss) per share—Diluted	\$ 0.46	\$ (1.52)	\$ 0.46	\$ (0.61)	
Adjusted earnings (loss) per share—Basic	\$ 0.13	\$ 0.21	\$ 0.13	\$ (0.04)	

Adjusted earnings (loss) per share—Diluted	\$ 0.13	\$ 0.20	\$ 0.13	\$ (0.04)
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(1) Calculated using the estimated effective tax rates of **26.3%** **25.5%**, **26.8%** **17.3%**, **26.3%** and **22.3%** **26.8%** for the three months ended **September 30, 2023** **March 31, 2024**, **December 31, 2023** and **June 30, 2023** **March 31, 2023**, respectively.

(2) Adjusted diluted weighted average shares outstanding of Class A and Class B Common Stock for the **nine** **three** months ended **September 30, 2023** **December 31, 2023** includes 732,000 potential shares of Class A common stock related to unvested RSUs that were excluded from the calculation of GAAP diluted loss per share because they were anti-dilutive. There were no adjustments for the three months ended March 31, 2024 and 2022, respectively, **March 31, 2023**.

(\$ in thousands)	Three Months Ended		Nine Months Ended September 30,	
	Sep 30, 2023	Jun 30, 2023	2023	2022
Net income	\$ 54,243	\$ 36,936	\$ 53,984	\$ 343,629
Add adjustments:				
Interest expense on non-funding debt	2,998	2,625	8,381	4,700
Income tax expense	19,284	13,505	19,184	99,615
Depreciation and amortization	3,664	3,661	11,063	11,616
Change in fair value of MSRs due to model inputs and assumptions	(38,204)	(43,780)	(38,283)	(317,819)
Change in fair value of contingent liabilities, net due to acquisitions	(383)	1,258	865	(45,075)
Stock-based compensation	2,338	2,323	6,417	4,917
Adjusted EBITDA	\$ 43,940	\$ 16,528	\$ 61,611	\$ 101,583

(\$ in thousands, except where in percentages)	Three Months Ended		Nine Months Ended September 30,	
	Sep 30, 2023	Jun 30, 2023	2023	2022
Income Statement Data:				
Net income attributable to Guild	\$ 54,249	\$ 36,936	\$ 53,995	\$ 343,604
Adjusted net income	\$ 28,999	\$ 8,966	\$ 35,542	\$ 70,089
Denominator: Average stockholders' equity	\$ 1,264,221	\$ 1,232,372	\$ 1,263,132	\$ 1,092,802
Return on Equity	17.2 %	12.0 %	5.7 %	41.9 %
Adjusted Return on Equity	9.2 %	2.9 %	3.8 %	8.6 %

(\$ in thousands)	Reconciliation of Net Income (Loss) to Adjusted EBITDA			
	Three Months Ended		Three Months Ended	
	March 31, 2024	December 31, 2023	March 31, 2024	March 31, 2023
Net income (loss)	\$ 28,400	\$ (93,121)	\$ 28,400	\$ (37,195)
Add adjustments:				
Interest expense on non-funding debt	3,281	3,235	3,281	2,757
Income tax expense (benefit)	10,143	(26,178)	10,143	(13,605)
Depreciation and amortization	3,754	3,517	3,754	3,738
Change in fair value of MSRs due to model inputs and assumptions	(32,897)	122,255	(32,897)	43,701
Change in fair value of contingent liabilities and notes receivable due to acquisitions, net	1,134	1,201	1,134	(10)
Stock-based compensation	2,137	2,245	2,137	1,756
Adjusted EBITDA	\$ 15,952	\$ 13,154	\$ 15,952	\$ 1,142

(\$ in thousands)	Reconciliation of Return on Equity to Adjusted Return on Equity			
	Three Months Ended		Three Months Ended	
	March 31, 2024	December 31, 2023	March 31, 2024	March 31, 2023

Income Statement Data:						
Net income (loss) attributable to Guild	\$ 28,498	\$ (93,004)	\$ 28,498	\$ (37,190)		
Adjusted net income (loss)	\$ 8,042	\$ 12,541	\$ 8,042	\$ (2,468)		
Denominator: Average stockholders' equity	\$ 1,198,822	\$ 1,230,235	\$ 1,198,822	\$ 1,231,283		
Return on equity	9.5 %	(30.2)%	9.5 %	(12.1)%		
Adjusted return on equity	2.7 %	4.1 %	2.7 %	(0.8)%		

Reconciliation of Book Value Per Share to Tangible Net Book Value Per Share

(in thousands, except per share amounts)	March 31, 2024	December 31, 2023
Total stockholders' equity	\$ 1,214,150	\$ 1,183,493
Less: non-controlling interests	610	337
Total stockholders' equity attributable to Guild	\$ 1,213,540	\$ 1,183,156
Adjustments:		
Goodwill	(198,724)	(186,181)
Intangible assets, net	(34,157)	(25,125)
Tangible common equity	\$ 980,659	\$ 971,850
Ending shares of Class A and Class B common stock outstanding	61,102	61,120
Book value per share	\$ 19.86	\$ 19.36
Tangible net book value per share ⁽¹⁾	\$ 16.05	\$ 15.90

⁽¹⁾ Tangible net book value per share uses the same denominator as book value per share.

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The following table reconciles the valuation adjustment of mortgage servicing rights from our Condensed Consolidated Statements of Income to the change in fair value of MSRs due to model inputs and assumptions included in the reconciliation tables above.

Reconciliation of valuation adjustment of mortgage servicing rights to change in fair value of MSRs due to model inputs and assumptions (\$ in thousands)	Three Months Ended		Nine Months Ended September 30,	
	Sep 30, 2023	Jun 30, 2023	2023	2022
Valuation adjustment of mortgage servicing rights	\$ 22,077	\$ 27,890	\$ (4,904)	\$ 247,439
Subtract adjustment:				
Change in fair value of MSRs due to collection/realization of cash flows	(16,127)	(15,890)	(43,187)	(70,380)
Change in fair value of MSRs due to model inputs and assumptions	\$ 38,204	\$ 43,780	\$ 38,283	\$ 317,819

Results of Operations

The following tables summarize our condensed consolidated statements of operations for the Three Months Ended September 30, 2023 three months ended March 31, 2024 compared to December 31, 2023 and June 30, 2023 the three months ended March 31, 2024 compared to March 31, 2023.

(\$ in thousands)	Three Months Ended		\$ Change	% Change
	March 31, 2024	December 31, 2023		
Revenue				
Loan origination fees and gain on sale of loans, net	\$ 134,060	\$ 113,601	\$ 20,459	18.0 %
Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net	3,230	3,172	58	1.8 %
Loan servicing and other fees	65,788	63,905	1,883	2.9 %

Valuation adjustment of mortgage servicing rights	20,778	(134,656)	155,434	115.4 %
Interest income	24,728	28,227	(3,499)	(12.4)%
Interest expense	(16,541)	(17,379)	838	4.8 %
Other (expense) income, net	(261)	364	(625)	(171.7)%
Net revenue	231,782	57,234	174,548	305.0 %
Expenses				
Salaries, incentive compensation and benefits	140,067	131,201	8,866	6.8 %
General and administrative	29,211	23,073	6,138	26.6 %
Occupancy, equipment and communication	19,815	18,108	1,707	9.4 %
Depreciation and amortization	3,754	3,517	237	6.7 %
Provision for foreclosure losses	392	634	(242)	(38.2)%
Total expenses	193,239	176,533	16,706	9.5 %
Income (loss) before income tax expense (benefit)	38,543	(119,299)	157,842	132.3 %
Income tax expense (benefit)	10,143	(26,178)	36,321	138.7 %
Net income (loss)	28,400	(93,121)	121,521	130.5 %
Net loss attributable to non-controlling interests	(98)	(117)	19	16.2 %
Net income (loss) attributable to Guild	\$ 28,498	\$ (93,004)	\$ 121,502	130.6 %

		Three Months Ended							
		Three Months Ended							
(\$ in thousands)		(\$ in thousands)							
(\$ in thousands)	(\$ in thousands)	Sep 30, 2023	Jun 30, 2023	\$ Change	% Change	March 31, 2024	March 31, 2023		\$ Change
Revenue	Revenue								
Loan origination fees and gain on sale of loans, net									
Loan origination fees and gain on sale of loans, net									
Loan origination fees and gain on sale of loans, net									
Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net									
Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net									
Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net									
Loan servicing and other fees	Loan servicing and other fees	61,941	60,211	1,730	2.9 %	65,788	60,087	60,087	5,701
Valuation adjustment of mortgage servicing rights	Valuation adjustment of mortgage servicing rights	22,077	27,890	(5,813)	(20.8)%	20,778	(54,871)	(54,871)	75,649
Interest income	Interest income	31,348	26,584	4,764	17.9 %	24,728	18,245	18,245	6,483

Interest expense	Interest expense	(19,394)	(17,329)	(2,065)	11.9 %	Interest expense	(16,541)	(12,262)	(12,262)	(4,279)	(4,279)
Other income, net		404	224	180	80.4 %						
Other (expense) income, net						Other (expense) income, net	(261)		35		(296)
Net revenue	Net revenue	257,257	236,811	20,446	8.6 %	Net revenue	231,782	103,885	103,885	127,897	127,897
Expenses	Expenses										
Salaries, incentive compensation and benefits											
Salaries, incentive compensation and benefits	Salaries, incentive compensation and benefits	142,637	144,903	(2,266)	(1.6)%	Salaries, incentive compensation and benefits	140,067	111,120	111,120	28,947	28,947
General and administrative	General and administrative	18,809	20,448	(1,639)	(8.0)%	General and administrative	29,211	20,883	20,883	8,328	8,328
Occupancy, equipment and communication	Occupancy, equipment and communication	18,536	18,402	134	0.7 %	Occupancy, equipment and communication	19,815	17,430	17,430	2,385	2,385
Depreciation and amortization	Depreciation and amortization	3,664	3,661	3	0.1 %	Depreciation and amortization	3,754	3,738	3,738	16	16
Provision for (reversal of) foreclosure losses		84	(1,044)	1,128	108.0 %	Provision for (reversal of) foreclosure losses	392		1,514		(1,122)
Total expenses	Total expenses	183,730	186,370	(2,640)	(1.4)%	Total expenses	193,239	154,685	154,685	38,554	38,554
Income before income tax expense		73,527	50,441	23,086	45.8 %						
Income tax expense		19,284	13,505	5,779	42.8 %						
Net income		\$ 54,243	\$ 36,936	\$ 17,307	46.9 %	Net income (loss)					
Income (loss) before income tax expense (benefit)						Income (loss) before income tax expense (benefit)	38,543		(50,800)		89,343
Income tax expense (benefit)						Income tax expense (benefit)	10,143		(13,605)		23,748
Net income (loss)						Net income (loss)	28,400		(37,195)		65,595
Net loss attributable to non-controlling interests	Net loss attributable to non-controlling interests	(6)	—	(6)	NM	Net loss attributable to non-controlling interests	(98)	(5)	(5)	(93)	(93)
Net income attributable to Guild		\$ 54,249	\$ 36,936	\$ 17,313	46.9 %	Net income (loss) attributable to Guild	\$ 28,498		\$ (37,190)		\$ 65,688

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NM—Not meaningful.

Results of Operations for the Nine Months Ended September 30, 2023 and 2022

(\$ in thousands)	Nine Months Ended September 30,					
	2023	2022	\$ Change		% Change	
Revenue						
Loan origination fees and gain on sale of loans, net	\$ 387,702	\$ 605,229	\$ (217,527)		(35.9)%	
Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net	5,061	—	5,061		NM	
Loan servicing and other fees	182,239	165,419	16,820		10.2 %	
Valuation adjustment of mortgage servicing rights	(4,904)	247,439	(252,343)		(102.0)%	
Interest income	76,177	47,661	28,516		59.8 %	
Interest expense	(48,985)	(36,411)	(12,574)		34.5 %	
Other income, net	663	1,182	(519)		(43.9)%	
Net revenue	597,953	1,030,519	(432,566)		(42.0)%	
Expenses						
Salaries, incentive compensation and benefits	398,660	502,893	(104,233)		(20.7)%	
General and administrative	60,140	20,153	39,987		198.4 %	
Occupancy, equipment and communication	54,368	54,587	(219)		(0.4)%	
Depreciation and amortization	11,063	11,616	(553)		(4.8)%	
Provision for (reversal of) foreclosure losses	554	(1,974)	2,528		128.1 %	
Total expenses	524,785	587,275	(62,490)		(10.6)%	
Income before income tax expense	73,168	443,244	(370,076)		(83.5)%	
Income tax expense	19,184	99,615	(80,431)		(80.7)%	
Net income	\$ 53,984	\$ 343,629	\$ (289,645)		(84.3)%	
Net (loss) income attributable to non-controlling interests	(11)	25	(36)		NM	
Net income attributable to Guild	\$ 53,995	\$ 343,604	\$ (289,609)		(84.3)%	

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Revenue

[Loan Origination Fees and Gain on Sale of Loans, Net](#)

The tables below provide additional detail regarding the loan origination fees and gain on sale of loans, net for the periods presented: presented.

Three Months Ended							
Three Months Ended							
(\$ in thousands)							
(\$ in thousands)	(\$ in thousands)	Sep 30, 2023	Jun 30, 2023	\$ Change	% Change	March 31, 2024	December 31, 2023
Gain on sale of loans	Gain on sale of loans	\$ 89,076	\$ 83,752	\$ 5,324	6.4 %	Gain on sale of loans	\$ 72,241
Loan origination fees	Loan origination fees	14,779	15,696	(917)	(5.8)%	Loan origination fees	9,476
Fair value of originated MSRs	Fair value of originated MSRs	46,389	40,403	5,986	14.8 %	Fair value of originated MSRs	31,370
Fair value adjustment to MLHS and IRLCs		6,818	(16,105)	22,923	142.3 %	Fair value adjustment to MLHS and IRLCs	(2,268)
						\$ (10,710)	(12.9)
						\$ (2,458)	(20.6)
						\$ (2,268)	(6.7)
						\$ (10,710)	(12.9)

Changes in fair value of mortgage loans held for sale ("MLHS") and interest rate lock commitments ("IRLCs")	Changes in fair value of mortgage loans held for sale ("MLHS") and interest rate lock commitments ("IRLCs")	9,717	13,440	(3,723)	(27.7) %
Changes in fair value of forward commitments	Changes in fair value of forward commitments	4,093	16,295	(12,202)	(74.9)%
Provision for investor reserves	Provision for investor reserves	(3,029)	(3,116)	87	(2.8)%
Total loan origination fees and gain on sale of loans, net	Total loan origination fees and gain on sale of loans, net	\$ 158,126	\$ 136,925	\$ 21,201	15.5 %
Nine Months Ended September 30,					
(\$ in thousands)		2023	2022	\$ Change	% Change
Gain on sale of loans		\$ 220,792	\$ 406,867	\$ (186,075)	(45.7)%
Loan origination fees		38,416	44,432	(6,016)	(13.5)%
Fair value of originated MSRs		111,925	194,532	(82,607)	(42.5)%
Fair value adjustment to MLHS and IRLCs		8,863	(107,986)	116,849	108.2 %
Changes in fair value of forward commitments		15,753	68,063	(52,310)	(76.9)%
Provision for investor reserves		(8,047)	(679)	(7,368)	NM
Total loan origination fees and gain on sale of loans, net		\$ 387,702	\$ 605,229	\$ (217,527)	(35.9)%

The \$5.3 million decrease in gain on sale of loans for the three months ended March 31, 2024 compared to the previous quarter ended December 31, 2023 was driven by losses on settling forward commitments.

Guild's purchase volume percentage decreased from 92.8% to 90.8% of total originations for the three months ended March 31, 2024 compared to the previous quarter ended December 31, 2023 due to recent interest rate decreases which led to increased refinance activity in 2024.

The decrease in loan origination fees for the three months ended March 31, 2024 compared to the previous quarter ended December 31, 2023 was driven by an increase in third-party costs related to borrower credit report fees.

The increase in changes in fair value of forward commitments for the three months ended March 31, 2024 compared to the previous quarter ended December 31, 2023 was driven by increased gains on the hedges of our locked pipeline due to settlement of commitments.

(\$ in thousands)	Three Months Ended			\$ Change	% Change
	March 31, 2024	March 31, 2023	\$ Change		
Gain on sale of loans	\$ 72,241	\$ 47,964	\$ 24,277	50.6 %	
Loan origination fees	9,476	7,940	1,536	19.3 %	
Fair value of originated MSRs	31,370	25,134	6,236	24.8 %	
Changes in fair value of MLHS and IRLCs	9,717	18,150	(8,433)	(46.5)%	
Changes in fair value of forward commitments	11,776	(4,635)	16,411	354.1 %	
Provision for investor reserves	(520)	(1,902)	1,382	72.7 %	
Total loan origination fees and gain on sale of loans, net	\$ 134,060	\$ 92,651	\$ 41,409	44.7 %	

The increase in gain on sale of loans for the three months ended September 30, 2023 March 31, 2024 compared to the sequential quarter three months ended March 31, 2023 was driven by increases an increase in loan sales of \$0.3 million \$863.4 million, or 7.9% 32.0%. During Additionally, our gain on sale margins increased to 364 basis points during the three months ended September 30, 2023, we changed certain of our assumptions through enhancements to March 31, 2024 from 343 basis points during the models used in the valuation of our interest rate lock commitments and mortgage loans held three months ended March 31, 2023.

Total purchase volume for sale, which resulted in a \$17.4 million increase to gain on sale of loans. The \$186.1 million decrease in gain on sale of loans originates for the nine three months ended September 30, 2023 March 31, 2024 compared to the nine three months ended September 30, 2022 was driven by March 31, 2023 decreased from 92.1% to 90.8% due to recent interest rate decreases in loan sales of \$6.1 billion, or 34.8%. Increased mortgage rates throughout 2022 that remain elevated through September 30, 2023, along with high home prices and a sizable shortage of housing inventory, have caused affordability issues amongst borrowers. These affordability issues have which led to a decrease increased refinance activity in demand for mortgage loans and a decline in the refinance market. The decline in industry origination volume has created increased competition amongst mortgagors to originate loans. This competition has put pressure on gain on sale margins as mortgagors have lowered their margins to try to attract borrowers. 2024.

The decrease in loan originations fees for the three months ended September 30, 2023 March 31, 2024 compared to the sequential quarter and the decrease three months ended March 31, 2023 increased \$1.5 million, or 19.3%. The increase in loan originations fees for the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022 are directionally consistent with our loan origination volume decreases increase of 4.4% and 29.3% 40.4%, respectively, offset by increases in third-party costs related to borrower credit report fees.

The decrease in the comparative periods.

Gain on Reverse Loans Held changes in fair value of MLHS and IRLC for Investment and HMBS-related Borrowings, Net

During the three and nine months ended September 30, 2023, there March 31, 2024 compared to the three months ended March 31, 2023 was minimal origination and securitization activity related driven by general increasing mortgage interest rate environment during the 2024 period compared to a decreasing mortgage interest rate environment for same period in 2023.

The increase in changes in fair value of forward commitments for the three months ended March 31, 2024 compared to the three months ended March 31, 2023 was driven by increased gains on the hedges of our reverse mortgage portfolio: locked pipeline.

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(\$ in thousands)	Three Months Ended September 30, 2023	Three Months Ended June, 2023	Nine Months Ended September 30, 2023
Total gain on reverse loans held for investment and HMBS-related borrowings, net	\$ 2,755	\$ 2,306	\$ 5,061

The tables below provide additional detail regarding the composition of our origination volume and other key performance indicators for the periods presented:

(\$ and units in thousands)	Three Months Ended			Change	% Change
	Sep 30, 2023	Jun 30, 2023			
Loan origination volume by type:					
Conventional conforming	\$ 2,507,248	\$ 2,620,297	\$ (113,049)	(4.3)%	
Government	1,219,696	1,312,368	(92,672)	(7.1)%	
State housing	427,807	431,893	(4,086)	(0.9)%	
Non-agency	109,090	93,944	15,146	16.1 %	
Total in-house originations⁽¹⁾	\$ 4,263,841	\$ 4,458,502	\$ (194,661)	(4.4)%	
Wholesale reverse loans	\$ 8,948	\$ 26,603	\$ (17,655)	(66.4)%	
Brokered loans	\$ 74,517	\$ 64,240	\$ 10,277	16.0 %	
Total originations	\$ 4,347,306	\$ 4,549,345	\$ (202,039)	(4.4)%	
In-house loans closed	13	13	—	— %	
Average loan amount	\$ 328	\$ 343	\$ (15)	(4.4)%	
Service retained ⁽²⁾	80.1 %	83.7 %	(3.6)%	(4.3)%	
Service released ⁽³⁾	19.9 %	16.3 %	3.6 %	22.1 %	
Gain on sale margin (bps) ⁽⁴⁾	377	310	67	21.6 %	
Weighted average note rate	6.9 %	6.5 %	0.4 %	6.2 %	
<i>Excludes reverse and brokered loans:</i>					
Purchase	94.0 %	94.0 %	— %	— %	
Refinance	6.0 %	6.0 %	— %	— %	
Total locked volume⁽⁵⁾	\$ 4,824,599	\$ 5,108,143	\$ (283,544)	(5.6)%	
Pull-through adjusted locked volume⁽⁶⁾	\$ 4,067,137	\$ 4,362,354	\$ (295,217)	(6.8)%	
Gain on sale margin on pull-through adjusted locked volume (bps) ⁽⁷⁾	389	314	75	23.9 %	
Weighted average loan-to-value	84.3 %	85.0 %	(0.7)%	(0.8)%	
Weighted average credit score	742	741	1	0.1 %	
Days application to close	37	37	—	— %	
Days close to purchase by investors	17	16	1	6.3 %	

Purchase recapture rate	25.3 %	26.5 %	(1.2)%	(4.5)%
Refinance recapture rate	21.5 %	22.4 %	(0.9)%	(4.0)%

presented.

(\$ and units in thousands)	Three Months Ended						
	March 31, 2024		December 31, 2023		Change	% Change	
	\$	2,211,777	\$	2,070,923	\$	140,854	6.8 %
Loan origination volume by type:							
Conventional conforming	\$	2,211,777	\$	2,070,923	\$	140,854	6.8 %
Government ⁽¹⁾		1,129,649		1,019,136		110,513	10.8 %
Other ⁽²⁾		511,113		534,210		(23,097)	(4.3)%
Total originations	\$	3,852,539	\$	3,624,269	\$	228,270	6.3 %
Service retained ⁽³⁾		72.2 %		77.2 %		(5.0)%	(6.5)%
Gain on sale margin (bps) ⁽⁴⁾		364		330		34	10.3 %
Weighted average note rate		6.7 %		7.3 %		(0.6)%	(8.2)%
<i>Excludes reverse and brokered loans:</i>							
Purchase		90.8 %		92.8 %		(2.0)%	(2.2)%
Refinance		9.2 %		7.2 %		2.0 %	27.8 %
Total locked volume ⁽⁵⁾	\$	5,247,958	\$	3,786,552	\$	1,461,406	38.6 %
Pull-through adjusted locked volume ⁽⁶⁾	\$	4,618,203	\$	3,275,367	\$	1,342,836	41.0 %
Gain on sale margin on pull-through adjusted locked volume (bps) ⁽⁷⁾		290		347		(57)	(16.4)%
Purchase recapture rate		25.3 %		24.9 %		0.4 %	1.6 %
Refinance recapture rate		25.9 %		18.7 %		7.2 %	38.5 %
Overall recapture rate		25.6 %		23.0 %		2.6 %	11.3 %

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Nine Months Ended September 30,					Three Months Ended			
(\$ and units in thousands)		(\$ and units in thousands)		2023	2022	Change	% Change	Three Months Ended
Loan								
Loan origination								
volume by type:		volume by type:						
Loan origination volume by type:								
Loan origination volume by type:								
Conventional conforming	Conventional conforming	\$ 6,775,921	\$ 10,764,986	\$ (3,989,065)	(37.1) %			
Government		3,322,349	3,846,910	(524,561)	(13.6) %			
State housing		1,070,618	758,836	311,782	41.1 %			
Non-agency		254,881	776,555	(521,674)	(67.2) %			
Total in-house originations ⁽¹⁾		\$ 11,423,769	\$ 16,147,287	\$ (4,723,518)	(29.3) %			
Wholesale reverse loans		\$ 35,551	\$ —	\$ 35,551	NM			
Brokered loans		\$ 180,461	\$ 161,279	\$ 19,182	11.9 %			
Conventional conforming								
Conventional conforming								
Government ⁽¹⁾								
Other ⁽²⁾								
Total								
Total originations		\$ 11,639,781	\$ 16,308,566	\$ (4,668,785)	(28.6) %	Total originations	\$ 3,852,539	\$ 2,743,130
In-house loans closed		35	50	(15)	(30.0) %			\$ 1,109,409
								40.4

Average loan amount	\$ 326	\$ 323	\$ 3	0.9 %				
Service retained ⁽²⁾	83.1 %	89.0 %	(5.9)%	(6.6) %				
Service released ⁽³⁾	16.9 %	11.0 %	5.9 %	53.6 %				
Service retained ⁽³⁾			Service retained ⁽³⁾					
Gain on sale margin (bps) ⁽⁴⁾	Gain on sale margin (bps) ⁽⁴⁾	343	375	(32)	(8.5) %	Gain on sale margin (bps) ⁽⁴⁾	364	343
Weighted average note rate	Weighted average note rate	6.6 %	4.6 %	2.0 %	43.5 %	Weighted average note rate	6.7 %	6.4 %
Excludes reverse and brokered loans:	Excludes reverse and brokered loans:							0.3 %
Excludes reverse and brokered loans:	Excludes reverse and brokered loans:							
Purchase	Purchase	93.6 %	79.0 %	14.6 %	18.5 %	Purchase	90.8 %	92.1 %
Refinance	Refinance	6.4 %	21.0 %	(14.6)%	(69.5) %	Refinance	9.2 %	7.9 %
Total locked volume ⁽⁵⁾	Total locked volume ⁽⁵⁾	\$ 13,812,502	\$ 18,702,039	\$ (4,889,537)	(26.1) %	Total locked volume ⁽⁵⁾	\$ 5,247,958	\$ 3,879,760
Pull-through adjusted locked volume ⁽⁶⁾	Pull-through adjusted locked volume ⁽⁶⁾	\$ 11,643,939	\$ 17,692,129	\$ (6,048,190)	(34.2) %	Pull-through adjusted locked volume ⁽⁶⁾	\$ 4,618,203	\$ 3,258,998
Gain on sale margin on pull-through adjusted locked volume (bps)	Gain on sale margin on pull-through adjusted locked volume (bps)	(7)	333	342	(9)	(2.6) %	290	284
Weighted average loan-to-value	Weighted average loan-to-value	84.8 %	81.6 %	3.2 %	3.9 %		284	6
Weighted average credit score	Weighted average credit score	740	738	2	0.3 %		6	2.1
Days application to close	Days application to close	37	44	(7)	(15.9) %			
Days close to purchase by investors	Days close to purchase by investors	18	16	2	12.5 %			
Purchase recapture rate	Purchase recapture rate	27.9 %	30.7 %	(2.8)%	(9.1) %	Purchase recapture rate	25.3 %	24.0 %
Refinance recapture rate	Refinance recapture rate	25.9 %	45.3 %	(19.4)%	(42.8) %	Refinance recapture rate	25.9 %	30.1 %
Overall recapture rate	Overall recapture rate					Overall recapture rate	25.6 %	25.9 %
								(0.3) %

(1) Includes retail Government includes forward correspondent and retail reverse and excludes wholesale reverse loans.

(2) Other includes state housing, non-agency, second liens and brokered loans.

(2) Represents loans sold for which we continue to act as the servicer.

(3) Represents loans sold for which we do not continue to act as the servicer.

(4) Represents loan origination fees and gain on sale of loans, net plus gain on reverse mortgage loans held for investment and HMBS-related borrowings, net divided by total originations, excluding brokered loans, to derive basis points. This includes a \$17.4 million increase in the valuation of our interest rate lock commitments and mortgage loans held for sale recognized in the three months ended September 30, 2023 due to model enhancements.

(5) Total locked volume represents the aggregate dollar value of the potential loans for which we have agreed to extend credit to consumers at specified rates for a specified period of time, subject to certain contingencies that are described in the IRLCs between us and each of those consumers. The total locked volume for a given period is representative of the IRLCs that we have initially entered into during that period.

(6) Pull-through adjusted locked volume is equal to total locked volume **excluding reverse loans**, multiplied by pull-through rates of **84.3%** **88.0%**, **85.4%** **86.5%**, and **94.6%** as of **September 30, 2023** **84.0%** for the three months ended **March 31, 2024**, **June 30, 2023** **December 31, 2023** and **September 30, 2022** **March 31, 2023**, respectively. We estimate the pull-through rate based on changes in pricing and actual borrower behavior using a historical analysis of loan closing data and "fallout" data with respect to the number of commitments that have historically remained unexercised.

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(7) Represents loan origination fees and gain on sales of loans, net divided by pull-through adjusted locked volume. **This includes a \$17.4 million increase in**

Gain on Reverse Mortgage Loans Held for Investment and HMBS-related Borrowings, Net

The gain on origination and securitization related to our reverse mortgage portfolio was \$3.2 million for each of the **valuation of** **three months ended March 31, 2024** and **December 31, 2023**. There was no comparable activity relating to our **interest rate lock commitments and reverse mortgage loans held for sale** **recognized portfolio** in the three months ended **September 30, 2023** due to **model enhancements**, **March 31, 2023** because we began originating reverse mortgages in the second quarter of 2023.

Loan Servicing and Other Fees

The tables below provide additional details regarding our loan servicing and other fees for the periods presented.

(\$ in thousands)	Three Months Ended			\$ Change	% Change
	Sep 30, 2023	Jun 30, 2023			
Servicing fee income	\$ 60,992	\$ 59,410	\$ 1,582	2.7 %	
Other ancillary fees	1,644	1,538	106	6.9 %	
Loan modification fees	645	374	271	72.5 %	
Interest on impound accounts	(1,340)	(1,111)	(229)	20.6 %	
Total loan servicing and other fees	\$ 61,941	\$ 60,211	\$ 1,730	2.9 %	

(\$ in thousands)	Three Months Ended			\$ Change	% Change
	March 31, 2024	December 31, 2023			
Servicing fees from servicing portfolio	\$ 64,034	\$ 62,621	\$ 1,413	2.3 %	
Late fees	2,056	1,772	284	16.0 %	
Other ancillary servicing revenue and fees	(302)	(488)	186	38.1 %	
Total loan servicing and other fees	\$ 65,788	\$ 63,905	\$ 1,883	2.9 %	

(\$ in thousands)	Nine Months Ended September 30,			\$ Change	% Change
	2023	2022			
Servicing fee income	\$ 179,382	\$ 161,342	\$ 18,040	11.2 %	
Other ancillary fees	4,772	4,354	418	9.6 %	
Loan modification fees	1,170	797	373	46.8 %	
Interest on impound accounts	(3,085)	(1,074)	(2,011)	187.2 %	
Total loan servicing and other fees	\$ 182,239	\$ 165,419	\$ 16,820	10.2 %	

There were no material changes. Servicing fee income increased 2.3% for total loan servicing and other fees during the three months ended **September 30, 2023** as **March 31, 2024** compared to the sequential quarter.

Total loan servicing and other fees increased for the nine months previous quarter ended **September 30, 2023** compared **December 31, 2023**, from \$62.6 million to the nine months ended **September 30, 2022** \$64.0 million. The increase was mostly due to the **9.4%** **1.5%** increase in the average UPB of our average servicing portfolio and the increase in the number of loans serviced.

(\$ in thousands)	Three Months Ended			\$ Change	% Change
	March 31, 2024	March 31, 2023			
Servicing fees from servicing portfolio	\$ 64,034	\$ 58,980	\$ 5,054	8.6 %	
Late fees	2,056	1,668	388	23.3 %	
Other ancillary servicing revenue and fees	(302)	(561)	259	46.2 %	
Total loan servicing and other fees	\$ 65,788	\$ 60,087	\$ 5,701	9.5 %	

[Table Servicing fee income increased 8.6% for the three months ended March 31, 2024 compared to the three months ended March 31, 2023, from \\$59.0 million to \\$64.0 million. The increase was mostly due to the 7.9% increase in the average UPB of \[Contents1\]\(#\) our servicing portfolio and the increase in the number of loans serviced.](#)

The tables below provide additional details regarding our servicing portfolio composition and key performance indicators for the periods presented.

(\$ and units in thousands)	Three Months Ended			Change	% Change
	Sep 30, 2023	Jun 30, 2023			
In-house servicing portfolio:					
Beginning UPB of servicing portfolio	\$ 82,030,408	\$ 79,916,577	\$ 2,113,831		2.6 %
New UPB origination additions ⁽¹⁾	4,243,857	4,450,644	(206,787)		(4.6)%
Less:					
UPB originations sold service released ⁽²⁾	\$ 890,941	\$ 650,469	\$ 240,472		37.0 %
Loan payoffs	1,032,488	1,048,266	(15,778)		(1.5)%
Loan principal reductions	631,877	625,669	6,208		1.0 %
Loan foreclosures	13,228	12,409	819		6.6 %
Ending UPB of servicing portfolio ⁽³⁾	<u>\$ 83,705,731</u>	<u>\$ 82,030,408</u>	<u>\$ 1,675,323</u>		2.0 %
Average UPB of servicing portfolio	\$ 82,868,070	\$ 80,973,493	\$ 1,894,577		2.3 %
Weighted average servicing fee	0.30 %	0.30 %	— %		— %
Weighted average coupon rate	4.0 %	3.8 %	0.2 %		5.3 %
Weighted average prepayment speed ⁽⁴⁾	7.5 %	7.9 %	(0.4)%		(5.1)%
Weighted average credit score	733	733	—		— %
Weighted average loan age (in months)	31.0	30.0	1.0		3.3 %
Weighted average loan-to-value	80.8 %	80.7 %	0.1 %		0.1 %
MSR multiple (period end) ⁽⁵⁾	5.0	4.8	0.2		4.2 %
Loans serviced (period end)	340	335	5.0		1.5 %
Loans delinquent 60-plus days (period end)	5.4	4.9	0.5		10.2 %
Loan delinquency rate 60-plus days (period end)	1.6 %	1.5 %	0.1 %		6.7 %

(\$ and units in thousands)	Three Months Ended			Change	% Change
	March 31, 2024	December 31, 2023			
In-house servicing portfolio:					
Ending UPB of servicing portfolio ⁽¹⁾	\$ 86,319,074	\$ 85,033,899	\$ 1,285,175		1.5 %
Average UPB of servicing portfolio	\$ 85,676,487	\$ 84,369,815	\$ 1,306,672		1.5 %
Weighted average servicing fee	0.31 %	0.31 %	— %		— %
Weighted average coupon rate	4.2 %	4.1 %	0.1 %		2.4 %
Weighted average prepayment speed ⁽²⁾	8.0 %	8.5 %	(0.5)%		(5.9)%
MSR multiple (period end) ⁽³⁾	4.7	4.5	0.2		4.4 %
Loans serviced (period end)	349	345	4		1.2 %
Loan delinquency rate 60-plus days (period end)	1.6 %	1.8 %	(0.2)%		(11.1)%

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(\$ and units in thousands)	Nine Months Ended September 30,			Change	% Change
	2023	2022			
In-house servicing portfolio:					

Beginning UPB of servicing portfolio	\$ 78,892,987	\$ 70,938,588	\$ 7,954,399	11.2 %
New UPB origination additions ⁽¹⁾	11,395,927	16,147,287	(4,751,360)	(29.4)%
Less:				
UPB originations sold service released ⁽²⁾	\$ 1,871,603	\$ 1,989,910	\$ (118,307)	(5.9)%
Loan payoffs	2,808,022	5,603,182	(2,795,160)	(49.9)%
Loan principal reductions	1,862,132	1,735,615	126,517	7.3 %
Loan foreclosures	41,426	21,438	19,988	93.2 %
Ending UPB of servicing portfolio ⁽³⁾	\$ 83,705,731	\$ 77,735,730	\$ 5,970,001	7.7 %
Average UPB of servicing portfolio	\$ 81,299,359	\$ 74,337,159	\$ 6,962,200	9.4 %
Weighted average servicing fee	0.30 %	0.30 %	— %	— %
Weighted average coupon rate	4.0 %	3.5 %	0.5 %	14.3 %
Weighted average prepayment speed ⁽⁴⁾	7.5 %	8.2 %	(0.7)%	(8.5)%
Weighted average credit score	733	733	—	— %
Weighted average loan age (in months)	31.0	24.3	6.7	27.6 %
Weighted average loan-to-value	80.8 %	80.2 %	0.6 %	0.7 %
MSR multiple (period end) ⁽⁵⁾	5.0	4.9	0.1	2.0 %
Loans serviced (period end)	340	320	20	6.3 %
Loans delinquent 60-plus days (period end)	5.4	5.0	0.4	8.0 %
Loan delinquency rate 60-plus days (period end)	1.6 %	1.6 %	— %	— %

(\$ and units in thousands)	Three Months Ended			
	March 31,		Change	% Change
	2024	2023		
Ending UPB of servicing portfolio ⁽¹⁾	\$ 86,319,074	\$ 79,916,577	\$ 6,402,497	8.0 %
Average UPB of servicing portfolio	\$ 85,676,487	\$ 79,404,782	\$ 6,271,705	7.9 %
Weighted average servicing fee	0.31 %	0.30 %	0.01 %	3.3 %
Weighted average coupon rate	4.2 %	3.7 %	0.5 %	13.5 %
Weighted average prepayment speed ⁽²⁾	8.0 %	8.4 %	(0.4)%	(4.8)%
MSR multiple (period end) ⁽³⁾	4.7	4.6	0.1	2.2 %
Loans serviced (period end)	349	328	21	6.4 %
Loan delinquency rate 60-plus days (period end)	1.6 %	1.5 %	0.1 %	6.7 %

⁽¹⁾ Includes all in-house loans originated in the period, excluding reverse mortgage loans, irrespective if it is eventually sold service retained or service released.

⁽²⁾ Represents loans sold for which we do not continue to act as the servicer of the loan.

⁽³⁾ Excludes reverse mortgage loans of \$73.7 million \$320.7 million and \$34.5 million \$295.7 million as of September 30, 2023 March 31, 2024 and June 30, 2023 December 31, 2023, respectively.

⁽⁴⁾ Represents the percentage of UPB that will pay off ahead of time in each period, calculated as an annual rate. This estimate is calculated by our third-party valuation provider.

⁽⁵⁾ Represents a metric used to determine the relative value of our MSRs in relation to our annualized retained servicing fee. It is calculated by dividing (a) the fair market value of our MSRs as of a specified date by (b) the weighted average annualized retained servicing fee for our servicing portfolio as of such date. We exclude purchased MSRs from this calculation because our servicing portfolio consists primarily of originated MSRs and, consequently, purchased MSRs do not have a material impact on our weighted average service fee.

Valuation Adjustment of Mortgage Servicing Rights

The table below presents the components of our MSR valuation adjustment for the periods presented.

(\$ in thousands)	Three Months Ended			\$ Change	% Change
	Sep 30, 2023	Jun 30, 2023			
MSR valuation adjustment	\$ 22,077	\$ 27,890	\$ (5,813)		(20.8)%
Nine Months Ended September 30,					
Three Months Ended					

(\$ in thousands)	(\$ in thousands)		\$ Change	%
	2023	2022		
MSR valuation adjustment	\$ (4,904)	\$ 247,439	\$ (252,343)	(102.0)%
(\$ in thousands)				
			March 31, 2024	December 31, 2023
			\$ Change	% Change
Change in fair value of MSRs due to collection/realization of cash flows		Change in fair value of MSRs due to collection/realization of cash flows	\$ (12,119)	\$ (12,401) 282 2.3 %
Change in fair value of MSRs due to model inputs and assumptions		Change in fair value of MSRs due to model inputs and assumptions	32,897	(122,255) 155,152 126.9 %
Total MSR valuation adjustment		Total MSR valuation adjustment	\$ 20,778	\$ (134,656) \$ 155,434 115.4 %

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(\$ in thousands)	Three Months Ended		
	March 31, 2024	March 31, 2023	\$ Change
Change in fair value of MSRs due to collection/realization of cash flows	\$ (12,119)	\$ (11,170)	\$ (949) (8.5)%
Change in fair value of MSRs due to model inputs and assumptions	32,897	(43,701)	76,598 175.3 %
Total MSR valuation adjustment	\$ 20,778	\$ (54,871)	\$ 75,649 137.9 %

The fair value of our MSRs generally increases as interest rates increase and prepayments decrease. Average 30-year mortgage rates increased by 50 basis points and 10 basis points during the three months ended September 30, 2023 and June 30, 2023, respectively, and increased by 40 basis points and 250 basis points during the nine months ended September 30, 2023 and 2022, respectively. Additionally, the The weighted average estimated prepayment speed of loans in our servicing portfolio was 7.5% 8.0% at September 30, 2023 March 31, 2024 compared to 7.9% 8.5% at June 30, 2023 December 31, 2023 and 8.2% 8.4% at September 30, 2022 March 31, 2023. Although quarterly average interest rates decreased during the three months ended March 31, 2024 according to the MBA Mortgage Finance Forecast, an uptick in interest rates at the end of the quarter resulted in the decreased estimated prepayment speed, as the valuation is based on interest rates and other market factors as of the last day of the period. The lower estimated prepayment speed indicates that prepayments will decrease in the future, and a longer duration of future cash flows, which results in an increase in the value of the MSR asset. Prepayments during

Interest Income

The tables below provide additional details regarding our interest income for the nine periods presented.

(\$ in thousands)	Three Months Ended		
	March 31, 2024	December 31, 2023	\$ Change
Interest income, funding	\$ 12,695	\$ 14,564	\$ (1,869) (12.8)%
Interest income earnings credit	11,148	12,050	(902) (7.5)%
Other	885	1,613	(728) (45.1)%
Total interest income	\$ 24,728	\$ 28,227	\$ (3,499) (12.4)%

Interest income, funding decreased for the three months ended September 30, 2023 were down 49.9% March 31, 2024 compared to the nine previous quarter ended December 31, 2023 due to lower weighted average note rates on loans originated, offset by an increase in origination volume of 6.3%.

Interest income earnings credit decreased for the three months ended September 30, 2022, leading March 31, 2024 compared to the previous quarter ended December 31, 2023 due to our cash balances yielding a decrease from collection/realization of cash flows from MSRs, although lower earnings credit rate, which is set by our banking partners on non-interest bearing deposits and applied against other banking fees as an offset.

(\$ in thousands)	Three Months Ended		
	March 31, 2024	March 31, 2023	\$ Change
Interest income, funding	\$ 12,695	\$ 9,751	\$ 2,944 30.2 %
Interest income earnings credit	11,148	8,094	3,054 37.7 %
Other	885	400	485 121.3 %
Total interest income	\$ 24,728	\$ 18,245	\$ 6,483 35.5 %

Interest income, funding increased for the downward fair value change from prepayments still exceeded three months ended March 31, 2024 compared to the upward fair value change from model inputs three months ended March 31, 2023 due to an increase in origination volume and assumptions.

Interest Income

(\$ in thousands)	Three Months Ended		\$ Change	% Change
	Sep 30, 2023	Jun 30, 2023		
Interest income, funding	\$ 16,328	\$ 14,592	\$ 1,736	11.9 %
Interest income earnings credit	14,416	11,372	3,044	26.8 %
Wire transfer fees	604	620	(16)	(2.6)%
Total interest income	\$ 31,348	\$ 26,584	\$ 4,764	17.9 %

(\$ in thousands)	Nine Months Ended		\$ Change	% Change
	2023	2022		
Interest income, funding	\$ 40,671	\$ 39,624	\$ 1,047	2.6 %
Interest income earnings credit	33,882	5,602	28,280	NM
Wire transfer fees	1,624	2,435	(811)	(33.3)%
Total interest income	\$ 76,177	\$ 47,661	\$ 28,516	59.8 %

higher weighted average note rates on loans originated.

Interest income earnings credit increased for the three months ended September 30, 2023 March 31, 2024 compared to the sequential quarter three months ended March 31, 2023 due to our cash balances yielding a higher earnings credit rate, which is set by our banking partners on non-interest bearing deposits and applied against other banking fees as an offset.

Interest income, funding Expense

The tables below provide additional details regarding our interest expense for the nine months ended September 30, 2022 does not include \$3.0 million of interest periods presented.

(\$ in thousands)	Three Months Ended		\$ Change	% Change
	March 31, 2024	December 31, 2023		
Interest expense, funding facilities	\$ 11,188	\$ 12,032	\$ (844)	(7.0)%
Interest expense, other financing	3,590	3,417	173	5.1 %
Bank servicing charges	1,379	1,559	(180)	(11.5)%
Payoff interest expense	384	371	13	3.5 %
Total interest expense	\$ 16,541	\$ 17,379	\$ (838)	(4.8)%

Interest expense, related to FHLMC loans which was recorded in payoff interest expense as described within the heading "Interest Expense" below. This expense occurs when we deliver a sold loan to FHLMC with a first due date a month after the borrower's first due date. In that scenario, we are obligated to remit to FHLMC interest in an amount determined based on the borrower's first due date. When we receive the borrower's interest payment, it is recorded as interest income, funding which is then offset by the expense to be remitted to FHLMC. When including the \$3.0 million of interest expense related to FHLMC loans facilities decreased for the nine months ended September 30, 2022 interest income, funding increased compared to the prior year by \$4.0 million or 11.1%. This increase was due to higher weighted average note rates on loans originated, offset by declines in volume of 29.3%. The weighted average note rate of originated loans increased from 4.6% during the nine months ended September 30, 2022 to 6.6% for the nine months ended September 30, 2023. Interest income earnings credit increased for the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022 due to our cash balances yielding a higher earnings credit rate, which is set by our banking partners on non-interest bearing deposits and applied against other banking fees as an offset, and an increase in our interest-bearing escrow deposits.

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Interest Expense

(\$ in thousands)	Three Months Ended		\$ Change	% Change
	Sep 30, 2023	Jun 30, 2023		
Interest expense, funding facilities	\$ (13,996)	\$ (12,512)	\$ (1,484)	11.9 %
Interest expense, other financing	(3,457)	(2,960)	(497)	16.8 %
Bank servicing charges	(1,516)	(1,369)	(147)	10.7 %
Payoff interest expense	(425)	(488)	63	(12.9)%
Total interest expense	\$ (19,394)	\$ (17,329)	\$ (2,065)	11.9 %

(\$ in thousands)	Nine Months Ended September 30,			\$ Change	% Change
	2023	2022	\$ Change		
Interest expense, funding facilities	\$ (33,829)	\$ (18,134)	\$ (15,695)		86.6 %
Interest expense, other financing	(9,510)	(5,766)	(3,744)		64.9 %
Bank servicing charges	(4,415)	(6,707)	2,292		(34.2)%
Payoff interest expense	(1,231)	(5,769)	4,538		(78.7)%
Miscellaneous interest expense	—	(35)	35		100.0 %
Total interest expense	\$ (48,985)	\$ (36,411)	\$ (12,574)		34.5 %

There were no material changes for total interest expense during the three months ended September 30, 2023 as March 31, 2024 compared to the sequential quarter previous quarter ended December 31, 2023 due to lower average daily balances held with our warehouse lenders.

(\$ in thousands)	Three Months Ended			\$ Change	% Change
	March 31, 2024	March 31, 2023	\$ Change		
Interest expense, funding facilities	\$ 11,188	\$ 7,321	\$ 3,867		52.8 %
Interest expense, other financing	3,590	3,093	497		16.1 %
Bank servicing charges	1,379	1,529	(150)		(9.8)%
Payoff interest expense	384	319	65		20.4 %
Total interest expense	\$ 16,541	\$ 12,262	\$ 4,279		34.9 %

Interest expense funding facilities increased for the nine three months ended September 30, 2023 March 31, 2024 compared to the nine three months ended September 30, 2022 March 31, 2023 primarily due to an increase in interest costs due to rising interest rates, origination volume.

Interest expense, other financing increased for the nine three months ended September 30, 2023 March 31, 2024 compared to the nine three months ended September 30, 2022 March 31, 2023 primarily due to an increase in interest costs related to the increase in average balances on our MSR borrowings. As explained above under the heading "Interest Income", during the nine months ended September 30, 2022, interest related to FHLMC loans of \$3.0 million was included in payoff interest expense. When excluding FHLMC interest expense from payoff interest expense in the nine months ended September 30, 2022 our payoff interest expense decreased year over year by \$1.5 million primarily due to a reduction in runoff of our portfolio of \$2.8 million.

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[Summary of Expenses](#)

(\$ in thousands)	Three Months Ended			\$ Change	% Change
	Sep 30, 2023	Jun 30, 2023	\$ Change		
Salaries, incentive compensation and benefits	\$ 142,637	\$ 144,903	\$ (2,266)		(1.6)%
General and administrative	18,809	20,448	(1,639)		(8.0)%
Occupancy, equipment and communication	18,536	18,402	134		0.7 %
Depreciation and amortization	3,664	3,661	3		0.1 %
Provision for (reversal of) foreclosure losses	84	(1,044)	1,128		108.0 %
Total expenses	\$ 183,730	\$ 186,370	\$ (2,640)		(1.4)%

(\$ in thousands)	Nine Months Ended September 30,			\$ Change	% Change
	2023	2022	\$ Change		
Salaries, incentive compensation and benefits	\$ 398,660	\$ 502,893	\$ (104,233)		(20.7)%
General and administrative	60,140	20,153	39,987		198.4 %
Occupancy, equipment and communication	54,368	54,587	(219)		(0.4)%
Depreciation and amortization	11,063	11,616	(553)		(4.8)%
Provision for (reversal of) foreclosure losses	554	(1,974)	2,528		128.1 %
Total expenses	\$ 524,785	\$ 587,275	\$ (62,490)		(10.6)%

[Salaries, Incentive Compensation and Benefits](#)

(\$ in thousands)	Three Months Ended			\$ Change	% Change
	Sep 30, 2023	Jun 30, 2023	\$ Change		
Incentive compensation	\$ 48,182	\$ 50,196	\$ (2,014)		(4.0)%

Salaries	74,318	73,117	1,201	1.6 %
Benefits	20,137	21,590	(1,453)	(6.7)%
Total salaries, incentive compensation and benefits expense	\$ 142,637	\$ 144,903	\$ (2,266)	(1.6)%

(\$ in thousands)	Nine Months Ended			
	September 30,		\$ Change	% Change
	2023	2022		
Incentive compensation	\$ 127,115	\$ 205,110	\$ (77,995)	(38.0)%
Salaries	211,086	235,837	(24,751)	(10.5)%
Benefits	60,459	61,946	(1,487)	(2.4)%
Total salaries, incentive compensation and benefits expense	\$ 398,660	\$ 502,893	\$ (104,233)	(20.7)%

There were no material changes for total. The tables below provide additional details regarding our salaries, incentive compensation and benefits expense during for the periods presented.

(\$ in thousands)	Three Months Ended			
	March 31,		\$ Change	% Change
	2024	2023		
Salaries	\$ 73,990	\$ 71,900	\$ 2,090	2.9 %
Incentive compensation	42,081	39,637	2,444	6.2 %
Benefits	23,996	19,664	4,332	22.0 %
Total salaries, incentive compensation and benefits expense	\$ 140,067	\$ 131,201	\$ 8,866	6.8 %

Salaries increased for the three months ended September 30, 2023 as March 31, 2024 compared to the sequential quarter previous quarter ended December 31, 2023, primarily due to increased staffing levels related to the Academy acquisition.

Incentive compensation increased for the three months ended March 31, 2024 compared to the previous quarter ended December 31, 2023, primarily due to the 6.3% increase in origination volume.

Benefits increased for the three months ended March 31, 2024 compared to the previous quarter ended December 31, 2023, primarily due to an increase in compensation, including retention bonuses and salaries related to our acquisition of Academy, as well as a seasonal increase in payroll taxes as individual taxable wage limits are typically met towards the end of the fiscal year.

(\$ in thousands)	Three Months Ended			
	March 31,		\$ Change	% Change
	2024	2023		
Salaries	\$ 73,990	\$ 63,651	\$ 10,339	16.2 %
Incentive compensation	42,081	28,736	13,345	46.4 %
Benefits	23,996	18,733	5,263	28.1 %
Total salaries, incentive compensation and benefits expense	\$ 140,067	\$ 111,120	\$ 28,947	26.1 %

Salaries expense increased for the three months ended March 31, 2024 compared to the three months ended March 31, 2023, due to increased headcount related to acquisitions. Our average number of employees increased to approximately 4,800 in Q1 2024 from approximately 4,000 in Q1 2023, an increase of 18.4%.

Incentive compensation expense decreased for the nine months ended September 30, 2023 March 31, 2024 compared to the nine months ended September 30, 2022 predominantly March 31, 2023, primarily due to the decrease in origination volume of 29.3% 40.4%. Incentive compensation is variable in nature as it is dependent upon achievement of certain performance measures and is directionally consistent with our change in volume.

Salaries Benefits expense increased for the nine months ended September 30, 2023 decreased March 31, 2024 compared to the nine months ended September 30, 2022 March 31, 2023, primarily due to a decrease of \$28.8 million for reduced costs resulting increased headcount.

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from lower origination volume and lower headcount, partially offset by an increase in employee salaries after acquisitions during 2023.

General and Administrative

(\$ in thousands)	Three Months Ended			
	Sep 30, 2023		Jun 30, 2023	\$ Change
	2023	2022		
Contingent liability fair value adjustment, net	\$ (383)	\$ 1,258	\$ (1,641)	NM

Professional fees	11,546	10,671	875	8.2 %
Advertising and promotions	3,116	4,221	(1,105)	(26.2)%
Office supplies, travel and entertainment	3,116	2,933	183	6.2 %
Miscellaneous	1,414	1,365	49	3.6 %
Total general and administrative expense	<u>\$ 18,809</u>	<u>\$ 20,448</u>	<u>\$ (1,639)</u>	<u>(8.0)%</u>

(\$ in thousands)	Nine Months Ended September 30,			\$ Change	% Change
	2023	2022			
Contingent liability fair value adjustment, net	\$ 865	\$ (45,075)	\$ 45,940		101.9 %
Professional fees	33,578	38,479	(4,901)		(12.7)%
Advertising and promotions	13,178	14,849	(1,671)		(11.3)%
Office supplies, travel and entertainment	8,828	8,136	692		8.5 %
Miscellaneous	3,691	3,764	(73)		(1.9)%
Total general and administrative expense	<u>\$ 60,140</u>	<u>\$ 20,153</u>	<u>\$ 39,987</u>		<u>198.4 %</u>

There were no material changes for total. The tables below provide additional details regarding our general and administrative expense during for the periods presented.

(\$ in thousands)	Three Months Ended			\$ Change	% Change
	March 31, 2024	December 31, 2023			
Professional fees	\$ 15,055	\$ 11,633	\$ 3,422		29.4 %
Advertising and promotions	7,661	4,955	2,706		54.6 %
Office supplies, travel and entertainment	3,798	3,242	556		17.1 %
Contingent liability and notes receivable fair value adjustment, net	1,134	1,201	(67)		(5.6)%
Other	1,563	2,042	(479)		(23.5)%
Total general and administrative expense	<u>\$ 29,211</u>	<u>\$ 23,073</u>	<u>\$ 6,138</u>		<u>26.6 %</u>

Total general and administrative expense increased for the three months ended September 30, 2023 as March 31, 2024 compared to the sequential quarter, previous quarter ended December 31, 2023, primarily due to an increase in professional fees and advertising and promotions expense discussed in more detail below.

Professional fees increased for the three months ended March 31, 2024 compared to the previous quarter ended December 31, 2023, primarily due to an increase in acquisition and integration-related costs. Additionally, per-loan verification fees increased by \$1.2 million due to third-party pricing increases as well as the increase in origination volume.

Advertising and promotions expense increased for the three months ended March 31, 2024 compared to the previous quarter ended December 31, 2023, primarily due to holding our annual sales meeting in February 2024.

(\$ in thousands)	Three Months Ended			\$ Change	% Change
	March 31, 2024	March 31, 2023			
Professional fees	\$ 15,055	\$ 11,361	\$ 3,694		32.5 %
Advertising and promotions	7,661	5,841	1,820		31.2 %
Office supplies, travel and entertainment	3,798	2,779	1,019		36.7 %
Contingent liability and notes receivable fair value adjustment, net	1,134	(10)	1,144		NM
Other	1,563	912	651		71.4 %
Total general and administrative expense	<u>\$ 29,211</u>	<u>\$ 20,883</u>	<u>\$ 8,328</u>		<u>39.9 %</u>

NM—Not meaningful.

Total general and administrative expense increased for the three months ended March 31, 2024 compared to the three months ended March 31, 2023, primarily due to an increase in professional fees,

advertising and promotions, office supplies, travel and entertainment and contingent liability fair value adjustment expenses discussed in more detail below.

Professional fees increased for the three months ended March 31, 2024 compared to the three months ended March 31, 2023, due to per-loan verification fees increasing \$0.9 million because of third-party pricing increases and increases in origination volume, as well as increases for acquisition and integration-related costs.

Advertising and promotions expense increased for the three months ended March 31, 2024 compared to the three months ended March 31, 2023, primarily due to a \$1.0 million increase in the cost of our annual sales meeting due to the increase in the number of sales professionals from acquisitions.

Office supplies, travel and entertainment expense increased for the three months ended March 31, 2024 compared to the three months ended March 31, 2023, due to postage rate increases as well as travel related to our annual sales meeting and acquisition-related trainings.

The increase to the contingent liability fair value adjustment, net during the **nine** **three** months ended **September 30, 2023** **March 31, 2024** compared to the **nine** **three** months ended **September 30, 2022** **March 31, 2023** was primarily due to revisions made to the estimated fair value of earn-out obligations related to our acquisitions based on revised forecasted amounts and the \$45.1 million gain recognized during the nine months ended September 30, 2022 from the write-down of the earn-out related to a prior acquisition.

Professional fees decreased for the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022 primarily due to decreases of \$4.5 million in per loan verification fees, which is tied to origination volume, amounts.

Occupancy, Equipment and Communication

(\$ in thousands)	Three Months Ended			\$ Change	% Change
	Sep 30, 2023	Jun 30, 2023			
Occupancy	\$ 10,442	\$ 10,807		\$ (365)	(3.4)%
Equipment	2,126	1,936		190	9.8 %
Communication	5,968	5,659		309	5.5 %
Total occupancy, equipment and communication expense	\$ 18,536	\$ 18,402		\$ 134	0.7 %

The tables below provide additional details regarding our occupancy, equipment and communication expense for the periods presented.

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		Nine Months Ended September 30,							
(\$ in thousands)									
(\$ in thousands)				\$		%			
(\$ in thousands)	(\$ in thousands)	2023	2022	\$ Change	% Change	March 31, 2024	December 31, 2023	\$ Change	% Change
Occupancy	Occupancy	\$ 31,227	\$ 30,805	\$ 422	1.4 %	\$ 11,133	\$ 10,003	\$ 1,130	11.3 %
Equipment	Equipment	6,087	6,547	(460)	(7.0) %	2,043	2,167	(124)	(5.7) %
Communication	Communication	17,054	17,235	(181)	(1.1) %	6,639	5,938	701	11.8 %
Total occupancy, equipment and communication expense	Total occupancy, equipment and communication expense	\$ 54,368	\$ 54,587	\$ (219)	(0.4) %	\$ 19,815	\$ 18,108	\$ 1,707	9.4 %

Occupancy costs generally consist of fixed costs and remain consistent except any increases associated with new acquisitions, expansion into new territories and entry into new material building leases or any decreases associated with downsizing office space due to lower headcount and employees working from home space.

The nominal changes in total occupancy, equipment and communication expense during increased from \$18.1 million for the three and nine months ended September 30, 2023 as compared December 31, 2023 to \$19.8 million for the sequential quarter and nine months ended September 30, 2022, respectively, were March 31, 2024 due to an increase in line with expectations occupancy expense as we acquired new operating leases in connection with recent acquisitions, while simultaneously reducing acquisitions.

(\$ in thousands)	Three Months Ended				\$ Change	% Change		
	March 31,		March 31,					
	2024	2023	2024	2023				
Occupancy	\$ 11,133	\$ 9,978	\$ 1,155	11.6 %				
Equipment	2,043	2,025	18	0.9 %				
Communication	6,639	5,427	1,212	22.3 %				
Total occupancy, equipment and communication expense	\$ 19,815	\$ 17,430	\$ 2,385	13.7 %				

Total occupancy, equipment and communication expense increased from \$17.4 million for the three months ended March 31, 2023 to \$19.8 million for the three months ended March 31, 2024 due to an increase in software costs to support our facilities footprint origination segment. Additionally, occupancy expense increase as noted above we acquired new operating leases in connection with recent acquisitions.

Depreciation and Amortization

Depreciation and amortization expense is expected to remain consistent as most furniture, equipment and leasehold improvements are depreciated on a straight-line basis and intangible assets are amortized on a straight-line basis. Depreciation and amortization expense increased slightly from \$3.5 million for the three months ended December 31, 2023 to \$3.8 million for the three months ended March 31, 2024 due to increased amortization of intangible assets associated with recent acquisitions. Additionally, there was an increase in amortization of internally-developed software which is capitalized over its useful life, as we continued to develop our technology infrastructure. Depreciation and amortization expense remained relatively flat from \$3.7 million during the three and nine months ended September 30, 2023 March 31, 2023 to \$3.8 million for the three months ended March 31, 2024. An increase in intangible asset and internally-developed software amortization during these time periods was offset by a decrease in depreciation of furniture and equipment due to the continued reduction of our facilities footprint.

Provision for Foreclosure Losses

Our provision for foreclosure losses decreased from \$0.6 million for the three months ended December 31, 2023 to \$0.4 million for the three months ended March 31, 2024, primarily due to a decrease in the average loss rate experienced on loans in foreclosure. Our provision for foreclosure losses decreased from \$1.5 million for the three months ended March 31, 2023 to \$0.4 million for the three months ended March 31, 2024 due to a decrease in the average loss rate experienced on loans in foreclosure, as well as a decrease in the number of loans in foreclosure, partially due to a moratorium on foreclosures of VA loans instituted by the VA, which will remain in effect through May 2024.

Our 60-plus days delinquency rate was 1.6%, 1.8% and 1.5% at March 31, 2024, December 31, 2023 and 1.6% at September 30, 2023, June 30, 2023 and September 30, 2022 March 31, 2023, respectively. The number of loans in foreclosure increased slightly during the three months ended September 30, 2023 delinquency rate decreased compared to the sequential prior quarter, due to seasonality as loans in default typically increase during the second half of the year, which aligns is a typical seasonal change associated with the increase in our 60-plus days receipt of individual income tax refunds. The delinquency rate; therefore, we adjusted our provision for foreclosure losses accordingly. rate compared to the prior year remained relatively flat. We continue to monitor foreclosure reserves and potential losses regularly to assess if further changes are needed.

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Segment Results

Our operations are comprised of two distinct, but related reportable segments that we refer to as our origination and servicing segments. We operate our origination segment from office locations throughout the United States. Our licensed sales professionals and support staff cultivate deep relationships with our referral partners and clients and provide a customized approach to the loan transaction, whether it is a purchase or a refinance. Although our origination and servicing segments are separated for this presentation, management sees the Three Months Ended September 30, 2023 two segments as intricately related and June 30, 2023 interdependent. We believe that our servicing segment provides a steady stream of revenue to support our origination segment and that, more importantly, our servicing segment positions us to build longstanding client relationships that drive repeat and referral business back to the Nine Months Ended September 30, 2023 and 2022.

We measure origination segment to recapture our clients' future mortgage transactions. In particular, the performance growth of our segments servicing segment is dependent on the continued growth of our origination volume because our servicing portfolio consists primarily based on their net income (loss) of originated MSRs.

Financial results from our acquisitions are integrated into their respective segments after the close of the transactions. Revenues and expenses from our acquisitions are allocated primarily to our origination segment. See below for an overview and discussion of each of our segments' results for three months ended March 31, 2024 compared to the three months ended December 31, 2023 and the three months ended March 31, 2024 compared to the three months ended March 31, 2023. These results do not include unallocated corporate costs. See Note 18, Segments, "Note 17—Segments" of the "Notes to Condensed Consolidated Financial Statements" in Part I, Item 1 of this Quarterly Report for additional information about our segments.

Origination

(\$ and units in thousands)	Three Months Ended		Nine Months Ended September 30,	
	Sep 30, 2023	Jun 30, 2023	2023	2022
Total in-house originations	\$ 4,263,841	\$ 4,458,502	\$ 11,423,769	\$ 16,147,287
Funded loans	13	13	35	50
Loan origination fees and gain on sale, net	\$ 158,812	\$ 136,499	\$ 387,587	\$ 599,285
Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net	2,755	2,306	5,061	—
Interest income	1,388	1,331	4,019	17,183
Other income, net	341	168	507	(57)
Net revenue	163,296	140,304	397,174	616,411
Salaries, incentive compensation and benefits	123,978	127,024	344,259	464,368
General and administrative	12,696	15,061	42,251	3,455
Occupancy, equipment and communication	15,995	16,187	47,356	47,645
Depreciation and amortization	3,435	3,364	10,198	10,374
Total expenses	156,104	161,636	444,064	525,842
Net income (loss) allocated to origination	\$ 7,192	\$ (21,332)	\$ (46,890)	\$ 90,569

The tables below provide additional details regarding our origination segment results for the periods presented.

(\$ in thousands)	Three Months Ended		\$ Change	% Change
	March 31, 2024	December 31, 2023		
Loan origination fees and gain on sale, net	\$ 133,664	\$ 114,202	\$ 19,462	17.0 %
Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net	3,230	3,172	58	1.8 %
Interest income, net	664	1,525	(861)	(56.5) %
Other income, net	364	298	66	22.1 %
Net revenue	137,922	119,197	18,725	15.7 %
Salaries, incentive compensation and benefits	121,105	111,800	9,305	8.3 %
General and administrative	20,548	15,432	5,116	33.2 %
Occupancy, equipment and communication	16,935	15,443	1,492	9.7 %
Depreciation and amortization	3,491	3,287	204	6.2 %
Total expenses	162,079	145,962	16,117	11.0 %

Net loss allocated to origination	\$ (24,157)	\$ (26,765)	\$ 2,608	9.7 %
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The \$18.7 million increase in the origination segment's net revenue for the three months ended September 30, 2023 March 31, 2024 compared to the sequential previous quarter ended December 31, 2023 was primarily driven by increased the revenue from loan origination fees and gain on sale of loans, net increase of \$22.3 million \$19.5 million, or 16.3%. The 17.0%, due to an increase in gain on sale origination volume of loans was primarily driven by a \$0.3 million, or 7.9%, increase in loan sales 6.3% and an increase in gain on sale margins of 67 basis points. During from 330 bps to 364 bps.

Interest income, net decreased for the three months ended September 30, 2023, we changed certain of our assumptions through enhancements March 31, 2024 compared to the models used previous quarter ended December 31, 2023, primarily due to lower weighted average note rates on loans originated, offset by an increase in origination volume of 6.3%.

Salaries, incentive compensation and benefits expense increased for the valuation of three months ended March 31, 2024 compared to the previous quarter ended December 31, 2023, primarily due to the increase in origination volume.

General and administrative expense increased for the three months ended March 31, 2024 compared to the previous quarter ended December 31, 2023, primarily due to holding our interest rate lock commitments and mortgage loans held for sale, which resulted annual sales meeting in a \$17.4 million February 2024, as well as increases in per-loan verification fees due to third-party pricing increases as well as the increase to gain on sale of loans. in volume.

(\$ in thousands)	Three Months Ended			
	March 31, 2024	March 31, 2023	\$ Change	% Change
Loan origination fees and gain on sale, net	\$ 133,664	\$ 92,276	\$ 41,388	44.9 %
Gain on reverse mortgage loans held for investment and HMBS-related borrowings, net	3,230	—	3,230	NM
Interest income, net	664	1,300	(636)	(48.9)%
Other income (expense), net	364	(2)	366	NM
Net revenue	137,922	93,574	44,348	47.4 %
Salaries, incentive compensation and benefits	121,105	93,257	27,848	29.9 %
General and administrative	20,548	14,494	6,054	41.8 %
Occupancy, equipment and communication	16,935	15,174	1,761	11.6 %
Depreciation and amortization	3,491	3,399	92	2.7 %
Total expenses	162,079	126,324	35,755	28.3 %
Net loss allocated to origination	\$ (24,157)	\$ (32,750)	\$ 8,593	26.2 %

NM—Not meaningful.

The decrease \$44.3 million increase in the origination segment's net revenue for the nine three months ended September 30, 2023 March 31, 2024 compared to the nine months ended September 30, 2022 2023 was primarily driven by decreased the revenue from loan origination fees and gain on sale of loans, net increase of \$211.7 million \$41.4 million, or 35.3%. The decrease 44.9%, due to an increase in gain on sale origination volume of loans was primarily driven by a \$6.1 billion, or 34.8%, decrease in loan sales 40.4% and a decrease an increase in gain on sale margins from 343 bps to 364 bps.

The \$3.2 million increase in gain on reverse mortgage loans held for investment and HMBS-related borrowings, net for the three months ended March 31, 2024 compared to 2023 was the result of 32 basis points initiating this activity in the second quarter of 2023.

Interest income, net decreased for three months ended March 31, 2024 compared to 2023 primarily due to lower average daily balances held with our warehouse lenders.

Salaries, incentive compensation and benefits expense decreased increased for the nine three months ended September 30, 2023 March 31, 2024 compared to 2023 due to an increase in origination volume and due to increased staffing levels related to acquisitions.

General and administrative expense increased for the nine three months ended September 30, 2022 due to decreased variable incentive compensation paid to our origination teams and reduced headcount due to declines in origination volume.

The increase in general and administrative expenses for the nine months ended September 30, 2023 March 31, 2024 compared to the nine months ended September 30, 2022 was 2023 primarily due to a gain of \$45.1 million loss related to the valuation adjustment on our contingent earn-out liability during the nine three months ended September 30, 2022 March 31, 2024 compared to no adjustment to the contingent liability during the three months ended March 31, 2023. Additionally, there was an increase in advertising expense of \$0.9 million due to the increase in the nine months ended September 30, 2023 cost of our annual sales meeting due to additional sales professionals, as well as an increase in per-loan verification fees due to the increase in volume.

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Servicing

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(\$ and units in thousands)	Three Months Ended			Nine Months Ended	
	Sep 30, 2023		Jun 30, 2023	2023	
UPB of servicing portfolio (period end)	\$ 83,705,731	\$ 82,030,408	\$ 83,705,731	\$ 77,735,730	
Loans serviced (period end)	340	335	340	320	
Loan servicing and other fees	\$ 61,941	\$ 60,249	\$ 182,277	\$ 165,419	
Loan origination fees and gain on sale, net	(686)	426	115	5,944	
Other income, net	49	49	150	1,054	
Total revenue	61,304	60,724	182,542	172,417	
Valuation adjustment of MSRs	22,077	27,890	(4,904)	247,439	
Interest income (expense)	13,208	10,266	30,884	(1,233)	
Net revenue	96,589	98,880	208,522	418,623	
Salaries, incentive compensation and benefits	8,104	7,495	23,173	21,722	
General and administrative	2,953	2,240	8,073	7,342	
Occupancy, equipment and communication	1,406	1,223	3,887	3,599	
Depreciation and amortization	17	218	377	483	
Provision for (reversal of) foreclosure losses	84	(1,044)	554	(1,974)	
Total expenses	12,564	10,132	36,064	31,172	
Net income allocated to servicing	\$ 84,025	\$ 88,748	\$ 172,458	\$ 387,451	

The tables below provide additional details regarding our servicing segment results for the periods presented.

For the three and nine months ended September 30, 2023 there was a decrease

(\$ and units in thousands)	Three Months Ended			\$ Change	% Change
	March 31,		December 31,		
	2024	2023			
UPB of servicing portfolio (period end)	\$ 86,319,074	\$ 85,033,899	\$ 1,285,175		1.5 %
Loans serviced (period end)	349	345	4		1.2 %
Loan servicing and other fees	\$ 65,788	\$ 63,867	\$ 1,921		3.0 %
Loan origination fees and gain on sale, net	396	(601)	997		165.9 %
Other income, net	22	49	(27)		(55.1)%
Total revenue	66,206	63,315	2,891		4.6 %
Valuation adjustment of MSRs	20,778	(134,656)	155,434		115.4 %
Interest income, net	10,456	12,140	(1,684)		(13.9)%
Net revenue	97,440	(59,201)	156,641		264.6 %
Salaries, incentive compensation and benefits	8,145	8,125	20		0.2 %
General and administrative	3,862	3,118	744		23.9 %
Occupancy, equipment and communication	966	898	68		7.6 %
Depreciation and amortization	141	119	22		18.5 %
Provision for foreclosure losses	392	634	(242)		(38.2)%
Total expenses	13,506	12,894	612		4.7 %
Net income (loss) allocated to servicing	\$ 83,934	\$ (72,095)	\$ 156,029		216.4 %

The \$156.6 million increase in the servicing segment's net income compared to the sequential quarter and prior year, respectively, primarily driven by valuation adjustments of our MSRs. For revenue for the three months ended September 30, we recorded a smaller upward adjustment March 31, 2024 compared to the fair value previous quarter ended December 31, 2023 was primarily driven by the valuation adjustment of our MSRs downward adjustment of \$22.1 million compared to \$27.9 million in \$134.7 million for the sequential quarter. For the nine three months ended September 30, 2023 we recorded a \$4.9 million downward adjustment December 31, 2023 compared to a significantly higher upward adjustment of \$247.4 million in \$20.8 million for the prior year three months ended March 31, 2024, for a revenue increase of \$155.4 million. See discussion above under "Valuation"—Results of Operations—Revenue—Valuation Adjustment of Mortgage Servicing Rights" Rights".

Loan servicing and other fees for the three months ended March 31, 2024 compared to the previous quarter ended December 31, 2023 increased by \$1.9 million, primarily due to the 1.5% increase in the average UPB of our servicing portfolio and the increase in the number of loans serviced at September 30, 2023 compared to June 30, 2023 and September 30, 2022, serviced.

Our delinquency rate and number of loans in foreclosure increased slightly during Interest income, net for the three months ended September 30, 2023; therefore, we have adjusted March 31, 2024 compared to the previous quarter ended December 31, 2023 decreased \$1.7 million, primarily due to a decrease in interest income earnings credits due to our provision cash balances yielding a lower earnings credit rate.

(\$ and units in thousands)	Three Months Ended			\$ Change	% Change		
	March 31,		March 31,				
	2024	2023					
UPB of servicing portfolio (period end)	\$ 86,319,074	\$ 79,916,577	\$ 6,402,497		8.0 %		
Loans serviced (period end)	349	328	21		6.4 %		
Loan servicing and other fees	\$ 65,788	\$ 60,087	\$ 5,701		9.5 %		
Loan origination fees and gain on sale, net	396	375	21		5.6 %		
Other income, net	22	52	(30)		(57.7)%		
Total revenue	66,206	60,514	5,692		9.4 %		
Valuation adjustment of MSRs	20,778	(54,871)	75,649		137.9 %		
Interest income, net	10,456	7,410	3,046		41.1 %		
Net revenue	97,440	13,053	84,387		646.5 %		
Salaries, incentive compensation and benefits	8,145	7,574	571		7.5 %		
General and administrative	3,862	2,880	982		34.1 %		
Occupancy, equipment and communication	966	1,258	(292)		(23.2)%		
Depreciation and amortization	141	142	(1)		(0.7)%		
Provision for foreclosure losses	392	1,514	(1,122)		(74.1)%		
Total expenses	13,506	13,368	138		1.0 %		
Net income (loss) allocated to servicing	\$ 83,934	\$ (315)	\$ 84,249		NM		

NM—Not meaningful.

The \$84.4 million increase in the servicing segment's net revenue for **foreclosure losses accordingly**, the three months ended March 31, 2024 compared to 2023 was primarily driven by the valuation adjustment of MSRs downward adjustment of \$54.9 million for the three months ended March 31, 2023 compared to an upward adjustment of \$20.8 million for the three months ended March 31, 2024, for a revenue increase of \$75.6 million. See discussion above under "**Provision**—"Results of Operations—Revenue—Valuation Adjustment of Mortgage Servicing Rights".

Loan servicing and other fees for **Foreclosure Losses**". the three months ended March 31, 2024 compared to 2023 increased \$5.7 million, primarily due to the 7.9% increase in the average UPB of our servicing portfolio and the increase in the number of loans serviced.

The increase in interest income of \$3.0 million for the three months ended March 31, 2024 compared to 2023 primarily relates to an increase in interest income earnings credit for the three months ended March 31, 2024 compared to the three months ended March 31, 2023 due to our cash balances yielding a higher earnings credit rate, which is set by our banking partners on non-interest bearing deposits and used to offset bank fees.

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[Liquidity, Capital Resources and Cash Flows](#)

Historically, our primary sources of liquidity have included:

- cash flows from our operations, including:
 - sale of whole loans into the secondary market;
 - loan origination fees;
 - servicing fee income; and
 - interest income on MLHS;
- borrowings on warehouse lines of credit to originate mortgage loans; and
- borrowings on our **MSR** notes payable.

Historically, our primary uses of funds have included:

- cash flows used in our operations, including but not limited to:
 - origination of MLHS;
 - payment of interest expense; and
 - payment of operating expenses, including personnel costs and IT infrastructure;
- repayments on warehouse lines of credit;
- **payment** **repayments** **on** **our** **notes** **payable**;

- acquisitions of dividends; other mortgage businesses;
- share repurchases; and
- acquisitions payment of other mortgage businesses, dividends.

We are also subject to contingencies that may have a significant effect on the use of our cash. We believe that our cash flows from operations and other available sources of liquidity will be sufficient to fund our operations and meet our material cash requirements for the next 12 months. We believe we will meet longer-term expected future cash requirements and obligations through a combination of existing cash and cash equivalent balances, cash flow from operations, and amounts available for borrowing under our loan funding facilities.

Debt Obligations

We fund substantially all of the mortgage loans we close through borrowings under our loan funding facilities. Given the uncertainty in the financial markets, our future ability to borrow money to fund our current and future loan production and other cash needs is unknown. Our mortgage origination liquidity could also be affected if our lenders curtail access to uncommitted mortgage warehouse financing capacity or impose higher costs to access such capacity. Our liquidity may be further constrained as there may be less demand by investors to acquire our mortgage loans in the secondary market. In addition, we may be required to use significant amounts of cash to fund advances for loans subject to forbearance requirements or that are delinquent.

In order to originate and aggregate loans for sale into the secondary market, we use our own working capital and borrow or obtain money on a short-term basis, primarily through committed and uncommitted loan funding facilities that we have established with large national and global banks. We fund substantially all of the mortgage loans we close through borrowings under our loan funding facilities.

Our loan funding facilities are primarily in the form of master repurchase agreements, which we refer to as "warehouse lines of credit." Loans financed under these facilities are generally financed at approximately 97% to 98% of the principal balance of the loan (although certain types of loans are financed at lower percentages of the principal balance of the loan), which requires us to fund the balance from cash generated from our operations. Once closed, the underlying residential mortgage loan that is held for sale is pledged as collateral for the borrowing or advance that was made under these loan funding facilities. In most cases, the loans will remain in one of the loan funding facilities for only a short time, generally less than one month, until the loans are pooled and sold. During 2024, our loans remained on warehouse lines of credit for an average of 16 days. During the time the loans are held for sale, we earn interest income from the borrower on the underlying mortgage loan. This income is partially offset by the interest and fees we must pay under the loan funding facilities.

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When we sell a pool of loans in the secondary market, the proceeds received from the sale of the loans are used to pay back the amounts we owe on the loan funding facilities. We rely on the cash generated from the sale of loans to fund future loans and repay borrowings under our loan funding facilities. Delays or failures to sell loans in the secondary market could have an adverse effect on our liquidity position.

As discussed in Note 12, Warehouse Lines of Credit, to the condensed consolidated financial statements included in Part I, Item 1, as of September 30, 2023 March 31, 2024, we had nine different loan funding facilities in different amounts and with various maturities, including an early buyout facility. The early buyout facility allows us to purchase certain delinquent GNMA loans that we service and finance them on the facility until the loan is cured or subsequently sold. As of September 30, 2023 March 31, 2024, the aggregate available amount total facility size under our loan facilities was approximately \$1.8 \$1.6 billion, with combined outstanding balances of approximately \$0.8 billion. \$1.1 billion. We are continually assessing our financing arrangements to ensure they are aligned with our business needs and make adjustments as necessary. We intend to renew our warehouse lines of credit maturing in 2024 and 2025.

As discussed in Note 13, Notes Payable, to the condensed consolidated financial statements included in Part I, Item 1, as of September 30, 2023 March 31, 2024, we had three different MSR notes payable, collateralized by MSRs, in different amounts with different maturities. As of September 30, 2023 March 31, 2024, the aggregate available amount under facility size of our MSR notes payable was \$700.0 million, facilities totaled \$700.0 million, with combined outstanding balances of \$148.8 million. \$185.0 million. Subject to certain commitment amounts and borrowing base limitations, we had \$336.2 million \$300.0 million of borrowing capacity available under our MSR notes payable. The borrowing capacity under our MSR notes payable is restricted by the valuation of our servicing portfolio. We intend to renew the note payable maturing in 2024.

The amount of financing advanced on each individual loan under our loan funding facilities is determined by agreed upon advance rates, but may be less than the stated rate due to fluctuations in the market value of the mortgage loans securing the financings. If the lenders providing the funds under our loan funding facilities determine that the value of the loans serving as collateral for our borrowings under those facilities has decreased, they can initiate a margin call to require us to provide additional collateral or reduce the amount outstanding with respect to those loans. Our inability or unwillingness to satisfy such a request could result in the termination of the related facilities and a potential default under our other loan funding facilities. In addition, a large unanticipated margin call could have a material adverse effect on our liquidity.

The amount owed and outstanding under our loan funding facilities fluctuates significantly based on our origination volume, the amount of time it takes us to sell the loans we originate and the amount of loans we are self-funding with cash. We may from time to time post surplus cash as additional collateral to buy-down the effective interest rates of certain loan funding facilities or to self-fund a portion of our loan originations. As of September 30, 2023 March 31, 2024, we had posted \$9.2 million \$5.3 million in cash as additional collateral. We have the ability to draw back this additional collateral at any time unless a margin call has been made or a default has occurred under the relevant facilities.

Our loan funding facilities and MSR notes payable generally require us to comply with certain operating and financial covenants and the availability of funds under these facilities are subject to, among other conditions, our continued compliance with these covenants. These financial covenants include, but are not limited to, maintaining a certain (i) minimum tangible net worth, (ii) minimum liquidity and (iii) a maximum ratio of total liabilities or total debt to tangible net worth and (iv) satisfying certain adjusted pre-tax net income requirements. We may need to seek waivers or amendments of covenants depending on future operating performance. A breach of these covenants could result in an event of default under our funding facilities, which would allow the related lenders to pursue certain remedies. In addition, each of these facilities includes cross default or cross acceleration provisions that could result in all of our funding facilities terminating if an event of default or acceleration of maturity occurs under any one of them. We were in compliance with each of these covenants as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

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Our debt obligations are summarized below by facility as of September 30, 2023 March 31, 2024:

Facility (\$ in thousands)	Facility (\$ in thousands)	Total Outstanding Indebtedness	Facility Size	Maturity Date	Facility (\$ in thousands)	Total Outstanding Indebtedness	Facility Size	Maturity Date
Warehouse lines of credit	Warehouse lines of credit	\$ 107,912	\$345,000	January 2024	\$ 144,366	\$ 165,000	January 2025	January 2025

			August	
	113,126	150,000	2024	
	173,377	300,000	June 2024	
	84,020	200,000	May 2024	
			November	
	82,721	200,000	2023	
			⁽¹⁾ September	
	128,197	300,000	2024	
	30,851	50,000 ⁽²⁾	N/A	
	86,906	200,000 ⁽³⁾	N/A	
			⁽⁴⁾ March	
	35,041	75,000	2025	
			⁽⁵⁾ September	
MSR notes payable	87,766	400,000	2028	
			⁽⁶⁾ August	
	31,000	200,000	2027	
			⁽¹⁾ September	
	30,000	100,000	2024	
	117,676		117,676	August 2024
	224,468		224,468	June 2024
	79,205		79,205	200,000
				May 2024
	109,497		109,497	200,000
				⁽¹⁾ September
	183,168		183,168	2024
	33,764		33,764	50,000 ⁽²⁾ N/A
	135,278		135,278	200,000 ⁽³⁾ N/A
	33,390		33,390	75,000 ⁽⁴⁾ N/A
Total warehouse lines of credit				
Notes payable				
Notes payable				
Notes payable				
			<u>100,000</u>	<u>400,000</u> ⁽⁵⁾ September 2028
	46,000		46,000	200,000 ⁽⁶⁾ August 2027
				⁽¹⁾ September
	39,000		39,000	100,000 2024
Total notes payable				

(1) Amounts drawn on the **MSR** notes payable with this lender reduce the facility size available under the warehouse line of credit with this lender by an equal and offsetting amount.

(2) This facility's maturity date is 30 days from written notice by from either the financial institution or us.

(3) This facility agreement is due on demand.

(4) Each buyout transaction carries a maximum term of **four** **five** years from the date of repurchase.

(5) Facility provides for committed amount of \$250.0 million, which can be increased up to **\$400.0 million**. **\$400.0 million**.

(6) Facility provides for committed amount of **\$135.0 million**, **\$135.0 million**, which can be increased up to **\$200.0 million**. **\$200.0 million**.

Secondary Market Investors

The investors to whom we sell mortgage loans we originate in the secondary market require us to abide by certain operating and financial covenants. These covenants include maintaining (i) a certain minimum net worth, (ii) a certain minimum liquidity, (iii) a certain minimum of total liquid assets, (iv) a certain maximum ratio of adjusted net worth to total assets and (v) fidelity bond and mortgage servicing errors and omissions coverage. A breach of these covenants could result in an event of default and could disallow us to continue selling mortgage loans to one or all of these investors in the secondary market, which in turn could have a significant impact on our liquidity and results of operations. We were in compliance with each of these covenants as of **September 30, 2023**, **March 31, 2024** and **December 31, 2022** **December 31, 2023**.

When we sell loans in the secondary market, we have the option to sell them service released or service retained. The decision whether to sell a loan that we originated service released or service retained is based on factors such as execution and price, liquidity needs and the desire to retain the related client relationship. When we sell a loan service retained, we continue to act as the servicer for the life of the loan. We rely on income from loan servicing and other fees over the life of the loan to generate cash. Certain

investors have different rules for the servicer to follow should a loan go into default. As the servicer, we may be legally obligated to make cash payments to the investor who purchased the loan, should the borrower discontinue making payments on the loan. This could have a negative impact to our cash and liquidity; however, we may be able to use other borrower prepayments to cover delinquencies. Should delinquencies significantly increase, or prepayments significantly decrease, we could be forced to use our own cash or borrow on other types of financing in order to make the required monthly payments to the investors who have purchased loans from us. We may also be contractually required to repurchase or indemnify loans with origination defects.

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Cash Flows

Our cash flows are summarized below:

(\$ in thousands)	Nine Months Ended September 30,	
	2023	2022
Net cash (used in) provided by operating activities	\$ (110,671)	\$ 1,181,081
Net cash used in investing activities	(105,844)	(2,981)
Net cash provided by (used in) financing activities	187,645	(1,256,270)
Decrease in cash, cash equivalents and restricted cash	\$ (28,870)	\$ (78,170)

(\$ in thousands)	Three Months Ended March 31,	
	2024	2023
Net cash used in operating activities	\$ (261,443)	\$ (29,554)
Net cash used in investing activities	(40,942)	(15,241)
Net cash provided by financing activities	276,806	52,061
(Decrease) increase in cash, cash equivalents and restricted cash	\$ (25,579)	\$ 7,266

Operating activities

Our cash flows from operating activities are primarily influenced by changes in the levels of inventory of loans held for sale, as shown below:

(\$ in thousands)	Nine Months Ended September 30,		(\$ in thousands)	Three Months Ended March 31,	
	2023	2022		2024	2023
Loans held for sale	\$ (86,996)	\$ 1,274,655			
Other operating sources	(23,675)	(93,574)			
Net cash (used in) provided by operating activities	\$ (110,671)	\$ 1,181,081			
Net cash used in operating activities					

For the nine three months ended September 30, 2023 March 31, 2024 our loan sales were less than our loan originations with loan sales at \$11.4 billion \$3.6 billion and loan originations at \$11.6 billion \$3.9 billion. For the nine three months ended September 30, 2022 March 31, 2023 our loan sales exceeded our and loan originations with loan sales were flat at \$17.5 billion compared to loan originations at \$16.3 billion \$2.7 billion. When loan sales are higher than loan originations we typically experience a net cash inflow and when loan originations are higher than loan sales we typically experience a net cash outflow. Therefore, in the nine three months ended September 30, 2022 March 31, 2024 we experienced a net cash inflow outflow from our loans held for sale compared to the nine three months ended September 30, 2023 March 31, 2023 during which our cash used was minimal. The decrease increase in cash used by other operating sources was primarily due to changes in valuation adjustments of mortgage servicing rights, higher operating expenses driven by overall higher origination volume.

Investing activities

Our investing activities primarily consist of strategic acquisitions, originations and payment activity on loans held for investment, strategic acquisitions and purchases of property and equipment. Cash used in investing activities increased for the **nine** three months ended **September 30, 2023** March 31, 2024 compared to the **same** prior period, in 2022, primarily due to **\$8.0 million** the origination of **\$30.5 million** in reverse mortgage loans and advances held for investment, offset by payments received of **\$9.2 million**. There was no comparable activity for the three months ended March 31, 2023 as we began originating reverse mortgage loans in the second quarter of 2023. We also used **\$17.7 million** to fund acquisitions in the acquisitions of Legacy, CCM and FCM, three months ended March 31, 2024 compared to **\$2.9 million** in the issuance of prior period. In three months ended March 31, 2023 we issued a note receivable for **\$11.3 million** in connection with the acquisition of CCM, **\$5.0 million** in advances under a revolving note and **\$0.9 million** used to purchase interests in unconsolidated joint ventures. Also, we originated **\$77.3 million** in reverse mortgage loans held for investment as we recently entered the reverse mortgage business, CCM.

Financing activities

Our cash flows from financing activities are primarily influenced by changes in the levels of warehouse lines of credit used to fund loan originations, which were consistent with the changes in loan origination volume.

(\$ in thousands)	Nine Months Ended	
	September 30,	2022
Warehouse lines of credit	\$ 127,349	\$ (1,106,718)
Other financing sources	60,296	(149,552)
Net cash provided by (used in) financing activities	\$ 187,645	\$ (1,256,270)

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(\$ in thousands)	Three Months Ended	
	March 31,	2023
Warehouse lines of credit	\$ 224,477	\$ 49,410
Notes payable	36,234	3,750
Other financing sources	16,095	(1,099)
Net cash provided by financing activities	\$ 276,806	\$ 52,061

Borrowings under warehouse lines of credit move directionally with our mortgage loans held for sale, MLHS. When our loan originations are higher than our loan sales, then borrowings on our warehouse lines of credit would typically exceed our repayments on those lines and when our loan sales exceed our loan originations, then our repayments on those lines would typically be higher than our borrowings. As explained above, during the **nine** three months ended **September 30, 2023** March 31, 2024 our loan originations slightly exceeded our loan sales causing a net cash inflow by warehouse lines of credit compared to the **net** three months ended March 31, 2023 where our loan sales and loan originations were relatively flat causing the cash provided by warehouse lines of credit to be minimal as compared to the **nine** months ended September 30, 2022 where our loan sales exceeded our loan originations which caused there to be a net cash outflow of repayments on our warehouse lines of credit, minimal.

The decrease increase in cash used in provided by other financing sources for the **nine** months ended September 30, 2023 compared to the same period in 2022, activities was primarily driven by net borrowings of **\$22.5 million** **\$36.2 million** during the three months ended March 31, 2024 compared to net repayments borrowings of **\$137.5 million** **\$3.8 million** during the **nine** three months ended **September 30, 2022** March 31, 2023 on our MSR notes payable. In addition, we borrowed **\$71.4 million** **\$26.5 million** in connection with our reverse mortgage securitizations. During securitizations in the **nine** three months ended September 30, 2023 and 2022 we used **\$2.1 million** and **\$3.0 million** March 31, 2024, respectively, to repurchase shares which was offset by payments of **\$9.5 million** on our Class A common stock. During HMBS-related obligations. There was no comparable activity for the **nine** three months ended September 30, 2023, March 31, 2023 as we paid **\$30.5 million** began originating reverse mortgage loans in cash dividends. During the **nine** months ended September 30, 2022, we made payments second quarter of **\$7.3 million** on acquisition-related contingent liabilities, 2023.

Share Repurchase Program

On May 5, 2022, our Board of Directors authorized us to repurchase up to \$20.0 million of our outstanding Class A common shares over the next 24 months. On March 7, 2024, our Board of Directors extended the share repurchase program to May 5, 2025. The share repurchase program allows us to repurchase our Class A common shares from time to time on the open market or in privately negotiated transactions. We are not obligated to purchase any shares under the share repurchase program and the timing of any repurchases will depend on a number of factors, including, but not limited to, stock price, trading volume, market conditions, and other general business considerations. The share repurchase program may be modified, suspended or terminated by our Board of Directors at any time. We intend to fund any repurchases under the share repurchase program with cash on hand. Through September 30, 2023 During the three months ended March 31, 2024, we repurchased and subsequently retired **732,705** **17,747** shares of our Class A common stock at an average purchase price of **\$10.53** **\$14.16 per share**, share, excluding commissions. As of September 30, 2023 March 31, 2024, **\$12.3 million** **\$10.9 million** remains available for repurchase.

Material Cash Requirements

Our material cash requirements include servicing our debt obligations as described above and the following contractual obligations.

Repurchase and indemnification obligations

In the ordinary course of business, we are exposed to liability with respect to certain representations and warranties that we make to the investors who purchase the loans that we originate. Under certain circumstances, we may be required to repurchase mortgage loans, or indemnify the purchaser of such loans for losses incurred, if there has been a breach of these representations and warranties, or in the case of early payment defaults. In addition, in the event of an early payment default, we are contractually obligated to refund certain premiums paid to us by the investors who purchased the related loan. See Note 16, Interest Rate Lock Commitments and Contingencies to the condensed consolidated financial statements in Part I, Item 1.

Interest rate lock commitments, loan sale and forward commitments

We enter into IRLCs with borrowers who have applied for residential forward mortgage loans and who meet certain credit and underwriting criteria. These commitments expose us to market risk if interest rates change during the period of time in which the loan is not economically hedged or committed to be sold to an investor. We are also exposed to credit loss if a loan for which we entered into an IRLC is originated and is not sold to an investor and the related client does not perform. The collateral upon extension of credit typically consists of a first deed of trust in the mortgagor's residential property. Commitments to originate loans do not necessarily reflect future cash requirements as some commitments are expected to expire without being drawn upon. Total commitments to

originate forward mortgage loans, adjusted for pull-through, were approximately \$1.0 billion \$1.5 billion and \$0.8 billion \$710.9 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

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Critical Accounting Estimates

The preparation of our financial statements in conformity with GAAP requires management to make certain estimates. See "Note 15—Commitments and Contingencies" of the financial statements and the reported amounts of revenues and expenses during the reporting period. Certain of these estimates significantly influence the portrayal of our financial condition and results, and they require us "Notes to make difficult, subjective or complex judgments. Although we believe that the judgments, estimates and assumptions used in the preparation of our consolidated financial statements were appropriate given the circumstances at the time they were made, actual results could materially differ from those estimates.

Our critical accounting estimates primarily relate to the fair value estimates of our MSRs, IRLCs, goodwill and contingent liabilities due to acquisitions. See Note 1—Business, Basis of Presentation, and Accounting Policies to the consolidated financial statements included "Unaudited Condensed Consolidated Financial Statements" in Part II, Item 8 in our Annual Report on Form 10-K for the year ended December 31, 2022 ("2022 Annual Report") for information on our critical accounting policies related to these critical accounting estimates.

There have not been any material changes to the methods we used and judgments we made relating to critical accounting estimates during the nine months ended September 30, 2023 from those disclosed in our 2022 Annual 1 of this Quarterly Report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

As a smaller reporting company, we are not required to provide information for this item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We are required to maintain "disclosure controls and procedures," as defined in the Rule 13a-15(e) under the Exchange Act. The Company carried out an evaluation, under the supervision and with the participation of its management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial and accounting officer ("certifying officers"), as appropriate to allow timely decisions regarding required disclosure. Our management, including our certifying officers, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud due to inherent limitations of internal controls. Because of such limitations, there is a risk that material misstatements will not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Our certifying officers, with the participation of our management, have conducted an evaluation of the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of September 30, 2023 March 31, 2024. Based upon and as of the date of the on this evaluation, our certifying officers Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2023 March 31, 2024.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified during the quarter three months ended September 30, 2023 March 31, 2024 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our certifying officers, Chief Executive Officer and our Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls

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can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of a simple error or mistake.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are, and from time to time may become, involved in legal and regulatory proceedings or subject to claims arising in the ordinary course of our business. We operate within highly regulated industries on a federal, state and local level and are routinely subject to various examinations and legal and regulatory proceedings in the normal and ordinary course of business. We are not presently a party to any legal or regulatory proceedings that in the opinion of our management, if determined adversely to us, would individually or taken together have a material adverse effect on our business, results of operations and financial condition.

ITEM 1A. RISK FACTORS

Investing in our Class A common stock involves risks. You should carefully consider the risks and uncertainties described below, together with all of the other information included in this Quarterly Report, including the financial statements and the related notes included in Part I, Item 1 of this Quarterly Report. Our business, financial condition, operating results, cash flow and prospects could be materially and adversely affected by any of these risks or uncertainties. In that case, the trading price of our Class A common stock could decline, and you could lose all or part of your investment. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of or that we currently see as immaterial may also

adversely affect our business. Some statements in this Quarterly Report, including statements included in the following risk factors, constitute forward-looking statements. Please refer to "Cautionary Statement Regarding Forward-Looking Statements."

Risks Related to Our Business

A disruption in the secondary home loan market or our ability to sell the loans that we originate may continue to There have a detrimental effect on our business.

Demand in the secondary market for home loans and our ability to sell the mortgages that we originate depend on many factors that are beyond our control, including general economic conditions, the willingness of lenders to provide funding for and purchase home loans and changes in regulatory requirements. Our inability to sell the mortgages that we originate in the secondary market in a timely manner and on favorable terms could be detrimental to our business. In particular, we sell the majority of the mortgages that we originate to the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac" and, together with Fannie Mae, the "GSEs") and Ginnie Mae, and the gain recognized from these sales represents a significant portion of our revenues and net earnings. If it is not possible or economical for us to continue selling mortgages to the GSEs or other loan purchasers, our business, prospects, financial condition and results of operations could be materially and adversely affected.

Macroeconomic and U.S. residential real estate market conditions have and may continue to materially and adversely affect our revenue and results of operations.

Our business has been and will continue to be, affected by a number of factors that are beyond our control, including the health of the U.S. residential real estate industry, which is seasonal, cyclical, and affected by changes in general economic conditions. Furthermore, our clients' and potential clients' income, and thus their ability and willingness to make home purchases and mortgage payments, may be negatively affected by macroeconomic factors such as rising inflation rates and the responses by central banking authorities to control such inflation, rising interest rates, unemployment, wage deflation, changes in property values and taxes, recent and potential future disruptions in access to bank deposits and lending commitments due to bank failures, and the availability and cost of credit. In addition, continuing low inventory levels of homes for sale and housing generally, together with high home prices have depressed and may continue to depress home loan purchase activity. These macroeconomic factors have and may continue to adversely affect our origination volume.

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Increased delinquencies could also increase the cost of servicing existing mortgages and could be detrimental to our business. Lower servicing fees could result in decreased cash flow, and also could decrease the estimated value of our MSRs, resulting in recognition of losses when we write down those values. In addition, an increase in delinquencies lowers the interest income we receive on cash held in collection and other accounts and increases our obligation to advance certain principal, interest, tax, and insurance obligations owed by the delinquent mortgage loan borrower.

We are highly dependent on certain U.S. government-sponsored entities and government agencies, and any organizational or pricing changes in these entities or their current roles could materially and adversely affect our business, liquidity, financial condition and results of operations.

A substantial portion of the loans we originate are loans eligible for sale to the GSEs, and government insured or guaranteed loans, such as loans backed by the FHA, the VA and the USDA, eligible for Ginnie Mae securities issuance. The future of GSEs is uncertain, including with respect to how long they will continue to be in existence, the extent of their roles in the market and what forms they will have, and whether they will be government agencies, government-sponsored agencies or private for-profit entities. If the operation of the GSEs is discontinued or reduced, if there is a significant change in their organization, capital structure, financial condition, pricing and underwriting criteria, activity levels or roles in the primary or secondary mortgage markets, or if we lose approvals with those agencies or our relationships with those agencies is otherwise adversely affected, our business, financial condition and results of operations could be adversely affected.

Changes in prevailing interest rates or U.S. monetary policies have had and may continue to have a detrimental effect on our business. Our hedging strategies may not be successful in mitigating interest rate risk.

Our profitability is directly affected by changes in interest rates. The market value of closed loans held for sale and interest rate locks generally changes along with interest rates. Increasing interest rates currently being experienced in the U.S. have adversely impacted our origination volume because refinancing an existing loan is less attractive for homeowners and qualifying for a purchase loan is more difficult for some borrowers. Furthermore, increasing interest rates have also adversely affect our margins due to increased competition among originators. On the other hand, decreasing interest rates may cause a large number of borrowers to refinance, which could result in the loss of future net servicing revenues with an associated write-down of the related MSRs. As such, volatility in prevailing interest rates have had and may continue to have a detrimental effect on our financial performance and results of operations. Many factors beyond our control impact interest rates, including economic conditions, governmental monetary policies, inflation, recession, changes in unemployment, the money supply, and disorder and instability in domestic and foreign financial markets. Changes in monetary policies of the Federal Reserve System could influence not only consumer demand for mortgages but also the fair value of our financial assets and liabilities.

We pursue hedging strategies to mitigate our exposure to adverse changes in interest rates, including with respect to loans held for sale and interest rate locks. Hedging interest rate risk, however, is a complex process, requiring sophisticated models and constant monitoring, and is not a perfect science. Due to interest rate fluctuations, hedged assets and liabilities will appreciate or depreciate in market value. The effect of this unrealized appreciation or depreciation will generally be offset by income or loss on the derivative instruments that are linked to the hedged assets and liabilities. If we engage in derivative transactions, we will be exposed to credit and market risk. If a counterparty fails to perform, counterparty risk exists to the extent of the fair value gain in the derivative. Interest rate risk exists to the extent that interest rates change in ways that are significantly different from what we expected when we entered into the derivative transaction. In addition, we may not engage in hedging strategies with respect to all or a portion of our exposure to changes in interest rates at any given time, or may engage in hedging strategies to a degree or in a manner that is different from that of other companies in our industry. Failure to effectively manage interest rate risk could have a material adverse effect on our business.

Our servicing rights are subject to termination with or without cause.

The servicing agreements under which we service mortgage loans for GSE and non-GSE loan purchasers require that we comply with certain servicing guidelines and abide by certain financial and

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restrictive covenants. Under the terms of our master servicing agreements with the GSEs and non-GSEs that purchase the loans we originate, the loan purchasers generally retain the right to terminate us as servicer of the loans we service on their behalf, with or without cause. If we were to have our MSRs terminated on a material portion of our servicing portfolio, or if our costs related to servicing mortgages were increased by the way of additional fees, fines or penalties or an increase in related compliance costs, this could materially and adversely affect our business.

Our mortgage loan origination and servicing activities rely on our loan funding facilities to fund mortgage loans and otherwise operate our business. If one or more of those facilities are terminated other than in the ordinary course, we may be unable to find replacement financing at commercially favorable terms, or at all, which could be detrimental to our business.

We fund substantially all of the mortgage loans we close through borrowings under our loan funding facilities and funds generated by our operations. Our borrowings are in turn generally repaid with the proceeds we receive from mortgage loan sales. We depend upon several lenders to provide the primary funding facilities for our loans. In the ordinary course of our business, we manage the number and size of our mortgage warehouse lines of credit in light of various factors, including origination volumes and broader macroeconomic conditions. As of September 30, 2023, we had nine warehouse lines of credit pursuant to master repurchase agreements, which provide us with an aggregate maximum borrowing capacity of approximately \$1.8 billion. Our mortgage origination liquidity could also be affected if our lenders curtail access to uncommitted mortgage warehouse financing capacity or impose higher costs to access such capacity. Additionally, as of September 30, 2023, we were party to (i) a line of credit agreement, which agreement is collateralized by our Fannie Mae MSRs and provides for a facility of \$250 million (which can be increased to up to \$400.0 million), (ii) a loan and security agreement with one of our warehouse banks, which agreement is collateralized by our Ginnie Mae MSRs and provides for a revolving facility of up to \$135.0 million (which can be increased to up to \$200.0 million) and (iii) a loan and security agreement with one of our warehouse banks, which agreement is collateralized by our Freddie Mac MSRs and provides for a revolving facility of up to \$100.0 million.

We believe that we maintain appropriate financing arrangements for our business needs; however, in the event that any of our loan funding facilities is terminated or is not renewed, or if the principal amount that may be drawn under our funding agreements were to decrease significantly, we may be unable to find replacement financing on commercially favorable terms, or at all, which could be detrimental to our business. Our liquidity may be further constrained as there may be less demand by investors to acquire our mortgage loans in the secondary market. Further, if we are unable to refinance or obtain additional funds for borrowing, our ability to maintain or grow our business could be limited.

Our ability to refinance existing debt and borrow additional funds to fund our current and future loan production, servicing advances and other cash needs is unknown and is affected by a variety of factors, including:

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- limitations imposed under existing and future financing facilities that contain restrictive covenants and borrowing conditions that may limit our ability to raise additional debt;
- a decline in liquidity in the credit markets;
- prevailing interest rates;
- the financial strength of the lenders from whom we borrow;
- the decision of lenders from whom we borrow to reduce their exposure to mortgage loans due to a change in such lenders' strategic plan, future lines of business or otherwise;
- the amount of eligible collateral pledged on advance facilities, which may be less than the borrowing capacity of the facility;
- the large portion of our loan funding facilities that is uncommitted;
- more stringent financial covenants in our refinanced facilities, with which we may not be able to comply; and
- accounting changes that impact calculations of covenants in our debt agreements.

If the refinancing or borrowing guidelines become more stringent and those changes result in increased costs to comply or decreased origination volume, those changes could be detrimental to our business.

Our loan funding facilities contain covenants that include certain financial requirements, including maintenance of maximum adjusted leverage ratio, minimum net worth, minimum tangible net worth, minimum current ratio, minimum liquidity, positive quarterly income, and other customary debt covenants, as well as limitations on additional indebtedness, dividends, sales of assets, and declines in the mortgage loan servicing portfolio's fair value. A breach of these covenants can result in an event of default under these facilities and as such allow the lenders to pursue certain remedies. In addition, our loan facilities include cross default or cross acceleration provisions that could result in most, if not all, of our loan facilities terminating if an event of default or acceleration of maturity occurs under one facility. If we are unable to satisfy, or obtain waivers for, the continuing covenants, we may lose the ability to borrow under all of our financing facilities, which could be detrimental to our business.

Our business depends on our ability to maintain and improve the technology infrastructure that supports our origination and servicing platform, and any significant disruption in service on our platform could harm our business, brand, operating results, financial condition and prospects.

Our ability to serve our clients depends on the reliable performance of our technology infrastructure. Interruptions, delays or failures in these systems, whether due to adverse weather conditions, natural disasters, power loss, computer viruses, cybersecurity attacks, physical break-ins, terrorism, hardware failures, errors in our software or otherwise, could be prolonged and could affect the security or availability of our platform and our ability to originate and service mortgages. Furthermore, we incur ongoing substantial expense maintaining, updating, and adapting our technology, and cybersecurity infrastructure. However, our infrastructure and disaster recovery planning may be insufficient to prevent or mitigate these and other events or occurrences. The reliability and security of our systems, and those of certain third parties, is important not only to facilitating our origination and servicing of mortgages, but also to maintaining our reputation and ensuring the proper protection of our confidential and proprietary information and the data of mortgage borrowers and other third parties that we possess or control or to which we have access. Operational failures or prolonged disruptions or delays in the availability of our systems could harm our business, brand, reputation, operating results, financial condition, and prospects.

Acquisitions and investments have in the past, and may in the future, cause our financial results to differ from our expectations or the expectations of the investment community and we may not be able to achieve anticipated benefits from such acquisitions or investments.

We have acquired and may in the future acquire or make investments in, complementary or what we view as strategic businesses, services or products. The ultimate success of these acquisitions

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and investments, as applicable, will depend, in part, on our ability to successfully combine and integrate the acquired companies into our business, and realize the synergies and anticipated strategic, financial and other benefits from the acquisitions, as well as on changes in macroeconomic and U.S. residential real estate market conditions. If we are unable to achieve these objectives within the anticipated time frame, or at all, the value of our Class A common stock may decline.

The integration of any acquired company may result in material challenges, including, without limitation:

- coordinating geographically separate organizations with increased operations in jurisdictions in which we previously did not operate and subject to regulations and regulatory authorities to which we previously were not subject;
- undisclosed liabilities that were not discovered during the diligence process;
- managing a larger combined business;
- retaining key management and other employees and maintaining employee morale, and retaining existing business relationships with customers, real estate professionals and other counterparties;
- the possibility of faulty assumptions underlying expectations regarding the integration process and/or our inability to integrate future acquisitions in the same manner, or with the same degree of success, as we have integrated past acquisitions;
- unanticipated issues in integrating information technology, communications and other systems;
- that the business and assets we acquire might not perform at levels we expect, and we may not be able to achieve the anticipated synergies;
- the possibility that we incur additional indebtedness to pay for such acquisition, thereby increasing our leverage and diminishing our liquidity, or issue equity, which could result in dilution to our stockholders;
- the failure of such acquired company to continue to grow under our ownership;
- the impact from revisions to forecasted amounts on the fair value of contingent liabilities related to our completed acquisitions, or disputes that may arise out of earn-outs, escrows, and other arrangements related to an acquisition of a company; and
- unforeseen expenses, costs, liabilities or delays associated with such acquisition.

Any of the foregoing could adversely affect our business, financial condition, and results of operations.

Pressure from existing and new competitors may adversely affect our business, operating results, financial condition and prospects.

We operate in a highly competitive industry that could become even more competitive due to economic, legislative, regulatory, and technological changes. We face significant competition for clients from bank and nonbank competitors, including national and regional banks, mortgage banking companies, financial technology companies, and correspondent lenders. Many of our competitors are significantly larger and have significantly more resources, greater name recognition, and more extensive and established retail footprints than we do.

Our ability to compete successfully will depend on a number of factors, including our ability to build and maintain long-term client relationships while ensuring high ethical standards and sound lending and servicing practices, the scope, relevance and pricing of products and services that we offer, our clients' satisfaction with our products and services, industry and general economic trends, and our ability to keep pace with technological advances in the industry.

Our failure to compete effectively in our markets could restrain our growth or cause us to lose market share, which could have a material adverse effect on our business, prospects, financial condition, and results of operations. Although we have expanded our presence in the Northeast, with our acquisition of RMS in 2021, the Midwest with our acquisition of Inlanta in December 2022 and our acquisition of FCM in September 2023, the Southwest with our acquisition of Legacy Mortgage in February 2023, and throughout the United States with our acquisition of Cherry Creek Mortgage, LLC

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In April 2023, we may face a competitive disadvantage as a result of our concentration primarily in the Northwest United States and will be unable, as compared to our more geographically diversified peers, to spread our operating costs across a broader market. Furthermore, a cyclical decline in the industry's overall loan origination volume, or decreased demand for loans due to a higher interest rate environment, which we believe will continue throughout the balance of 2023 as the Federal Reserve combats rising inflation, have led, and may in the future lead, to increased competition for remaining loan originations. Any increase in these competitive pressures could have an adverse effect on our business, prospects, financial condition, and results of operations.

Our failure to maintain or grow our historical referral relationships with our referral partners may materially and adversely affect our business, operating results, financial condition and prospects.

A substantial portion of our mortgage origination leads are sourced through an established network of referral partners with which we have longstanding relationships, including realtors, builders, and other partners. Our failure to maintain or grow these relationships could significantly decrease our origination volume and materially and adversely affect our business, operating results, financial condition, and prospects. In addition, changes in the real estate and home construction industries, or in the relationships between those industries and the mortgage industry, could adversely affect our business and operating results, financial condition, and prospects. For example, in recent years, there has been an increase in products and services designed to facilitate home sales without the involvement of realtors, as well as the recent antitrust lawsuits challenging the buyers'

broker commissions which may further impact the industry, and if the role of realtors in the sales process declines as a result of these developments, our business could be adversely affected if we are unable to adapt to such developments in a manner that preserves our loan origination leads.

We are required to make servicing advances that can be subject to delays in recovery or may not be recoverable in certain circumstances.

During any period in which our clients are not making payments on loans we service, including during defaults, delinquencies, forbearances, and in certain circumstances where a client prepays a loan, we generally are required under our servicing agreements to advance our own funds to pay principal and interest, property taxes and insurance premiums, legal expenses, and other expenses. In addition, in the event a loan serviced by us defaults or becomes delinquent, or to the extent a mortgagee under such loan is allowed to enter into a forbearance by applicable law or regulation, the repayment to us of any advance related to such events may be delayed until the loan is repaid or refinanced or liquidation occurs. Any delay or impairment in our ability to collect an advance may materially and adversely affect our liquidity, and delays in reimbursements of us, or our inability to be reimbursed, for advances could be detrimental to our business. Market disruptions such as the COVID-19 pandemic and the response, including through the Coronavirus Air, Relief, and Economic Security Act (the "CARES Act"), enacted on March 27, 2020, have in the past and may in the future increase the number of defaults, delinquencies or forbearances related to the loans we service, increasing the advances we make for such loans, which we may not recover in a timely manner or at all. In addition, any regulatory actions that lengthen the foreclosure process could increase the amount of servicing advances that we are required to make, lengthen the time it takes for us to be reimbursed for such advances, and increase the costs incurred during the foreclosure process. While we have in the past utilized prepayments and payoffs to make advances, such sources, and other sources of liquidity available to us, may not be sufficient in the future, and our business, financial condition, and results of operations could be materially and adversely affected as a result. As of September 30, 2023, loans representing approximately 0.4% of the loans in our servicing portfolio were in forbearance.

A substantial portion of our assets are measured at fair value. From time to time our estimates of their value prove to be inaccurate and we are required to write them down.

We record the value of our MSRs, IRLCs, MLHS, the contingent liabilities related to our completed acquisitions, and our inventory of loans for which we have repurchase rights at fair value. Fair value determinations require many assumptions and complex analyses for which we cannot control many of the underlying factors. From time to time our estimates may change or prove to be incorrect and we are required to write down the value of these assets, which could adversely affect our earnings, financial condition, and liquidity.

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In particular, our estimates of the fair value of our MSRs are based on the cash flows projected to result from the servicing of the related mortgage loans and continually fluctuate due to a number of factors, including prepayment rates and other market conditions that affect the number of loans that ultimately become delinquent or are repaid or refinanced. These estimates are calculated by a third party using complex financial models that account for a high number of variables that drive cash flows associated with MSRs and anticipate changes in those variables over the life of the MSR. As such, the accuracy of our estimates of the fair value of our MSRs are highly dependent upon the reasonableness of the results of such models and the variables and assumptions that we build into them. If loan delinquencies or prepayment speeds are higher than anticipated or other factors perform worse than modeled, the recorded value of certain of our MSRs may decrease, which could adversely affect our business, financial condition and results of operations.

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The success and growth of our business will depend upon our ability to adapt to and implement technological changes and to develop and market attractive products and services.

The mortgage industry is continually undergoing rapid technological change with frequent introductions of new products and services. We seek to differentiate ourselves by the range of mortgage programs we offer and rely on our internally-developed technology to make our platform available to our loan officers, evaluate mortgage applicants, service loans and enable greater operational efficiency. Our future success and growth depend, in part, upon our ability to develop new products and services that satisfy changing client demand and use technology to provide a desirable client experience and to create additional efficiencies in our operations. If we fail to predict demand and develop, commercialize, and achieve acceptance of attractive products and services, our business and prospects could be adversely affected. In addition, the implementation of technological changes and upgrades to maintain current systems and integrate new ones may also cause service interruptions, transaction processing errors and system conversion delays, may cause us to fail to comply with applicable laws, and may cause us to incur additional expenses, which may be substantial. Failure to keep pace successfully with technological change affecting the mortgage industry and avoid interruptions, errors and delays could have a material adverse effect on our business, financial condition or results of operations.

Adverse events to our clients could occur, which can result in substantial losses that could adversely affect our financial condition.

A client's ability or willingness to repay his or her mortgage may be adversely affected by numerous factors, including a loss of or change in employment or income, weak macro-economic conditions, increases in payment obligations to other lenders and deterioration in the value of the home that serves as collateral for the loan. Increases in delinquencies or defaults related to these and other factors may adversely affect our business, financial condition, liquidity and results of operations and may also cause decreased demand in the secondary market for loans originated through Guild. In addition, higher risk loans incur greater servicing costs because they require more frequent interaction with clients and closer monitoring and oversight. We may not be able to pass along these additional servicing costs associated with higher-risk loans to our clients and they could result in substantial losses that could adversely affect our financial condition.

Our business could be materially and adversely affected by a cybersecurity breach or other vulnerability involving our computer systems or those of certain of our third-party service providers upon which we rely, resulting in consequences such as regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers; and other adverse consequences.

In the ordinary course of our business, we and the third parties upon which we rely, collect, receive, store, process, generate, use, transfer, disclose, make accessible, protect, secure, dispose of, transmit, and share (collectively, "process") proprietary, confidential, and sensitive data, such as financial information.

Cyber-attacks, malicious internet-based activity, online and offline fraud, and other similar activities have, and continue to threaten the confidentiality, integrity, and availability of our sensitive information and information technology systems, and those of the third parties upon which we rely. Such threats are prevalent and continue to rise, are increasingly difficult to detect, and come from a variety of sources, including traditional computer "hackers," threat actors, "hacktivists," organized criminal threat actors, personnel

(such as through theft or misuse), sophisticated nation states, and nation-state-supported actors. Some actors now engage and are expected to continue to engage in cyber-attacks, including without limitation nation-state actors for geopolitical reasons and in conjunction with military conflicts and defense activities. During times of war and other major conflicts, we, and the third parties upon which we rely, may be vulnerable to a heightened risk of these attacks, including retaliatory cyber-attacks, that could materially disrupt our systems and operations, supply chain, and ability to distribute our services.

Our systems and those of certain of our third-party service providers could be vulnerable to hardware and cybersecurity issues. We and the third parties upon which we rely may be subject to a

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variety of evolving threats, including but not limited to social-engineering attacks (including through phishing attacks), malicious code (such as viruses and worms), malware (including as a result of advanced persistent threat intrusions), denial-of-service attacks (such as credential stuffing), credential harvesting, personnel misconduct or error, ransomware attacks, supply-chain attacks, software bugs, server malfunctions, software or hardware failures, loss of data or other information technology assets, adware, telecommunications failures, earthquakes, fires, floods, and other similar threats. In particular, severe ransomware attacks are becoming increasingly prevalent and can lead to significant interruptions in our operations, loss of sensitive data and income, reputational harm, and diversion of funds. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting such payments.

To the extent we or our systems rely on third-party service providers through either a connection to, or an integration with, those third-parties' systems, the risk of cybersecurity attacks and loss, corruption or unauthorized publication of our information or the confidential information of our clients, employees, and others, may increase. We rely on third-party service providers and technologies to operate critical business systems to process sensitive data in a variety of contexts, including, without limitation, cloud-based infrastructure, data center facilities, encryption and authentication technology, employee email, content delivery to customers, and other functions. Our ability to monitor these third parties' information security practices is limited, and these third parties may not have adequate information security measures in place. Other third-party risks may include data location uncertainty, and the possibility of data storage in inappropriate jurisdictions where laws or security measures may be inadequate. Any damage or failure that causes an interruption in the operations of our third-party service providers could have an adverse effect on our business, operating results, financial condition and prospects. While we may be entitled to damages if our third-party service providers fail to satisfy their privacy or security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award. In addition, supply-chain attacks have increased in frequency and severity, and we cannot guarantee that third parties' infrastructure in our supply chain or our third-party partners' supply chains have not been compromised.

As a result of the COVID-19 pandemic, our workforce shifted from in-person to remote work environment. We have since transitioned to a hybrid work environment in which a portion of our workforce may work in-person. Many employees utilize network connections, and computers and devices outside our premises or network, including working at home, while in transit and in public locations. This transition to a prolonged hybrid work environment may exacerbate certain risks to our business, including increasing the stress on, and our vulnerability to disruptions of, our technology infrastructure and computer systems, increased risk of phishing, ransomware, and other cybersecurity attacks, and increased risk of unauthorized dissemination of personal or confidential information.

Future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities' systems and technologies.

Any or all of the issues described above could adversely affect our ability to attract new clients and continue our relationship with existing clients and could subject us to governmental or third-party lawsuits, investigations, regulatory fines or other actions or liability, thereby harming our business, operating results, financial condition and prospects. These disruptions could jeopardize the security of information stored in and transmitted through our computer systems and network infrastructure, including personal or confidential information of our clients, employees and others, which may result in significant liability and damage our reputation. Certain data privacy and security obligations may require us to implement and maintain specific security measures or industry-standard or reasonable security measures to protect our information technology systems and sensitive information. Applicable data privacy and security obligations may require us to notify relevant stakeholders of security incidents. Such disclosures are costly, and the disclosure or the failure to comply with such requirements could lead to adverse consequences.

While we have implemented security measures designed to protect against security incidents, it is difficult or impossible to defend against every risk being posed by changing technologies as well as criminals intent on committing cyber-crime and any measures we employ may not be successful in preventing, detecting or stopping attacks. The increasing sophistication and resources of cyber

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criminals and other non-state threat actors and increased actions by nation-state actors make keeping up with new threats difficult and could result in a breach of security. Controls employed by our information technology department and our third-party service providers, including cloud vendors, could prove inadequate and we may be unable in the future to detect vulnerabilities in our information technology systems because such threats and techniques change frequently, are often sophisticated in nature, and may not be detected until after a security incident has occurred. We may expend significant resources or modify our business activities to try to protect against security incidents. Further, we may experience delays in developing and deploying remedial measures designed to address any such identified vulnerabilities.

Our contracts may not contain limitations of liability, and even where they do, there can be no assurance that limitations of liability in our contracts are sufficient to protect us from liabilities, damages, or claims related to our data privacy and security obligations. We cannot be sure that our insurance coverage will be adequate or sufficient to protect us from or to mitigate liabilities arising out of our privacy and security practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay future claims.

Operating and growing our business may require additional capital, and if capital is not available to us, our business, operating results, financial condition, and prospects may suffer.

Operating and growing our business is expected to require further investments in our technology and operations. We may be presented with opportunities that we want to pursue, and unforeseen challenges may present themselves, either of which could cause us to require additional capital. If our cash needs exceed our expectations or we experience rapid growth, we could experience strain in our cash flow, which could adversely affect our operations in the event we were unable to obtain other sources of liquidity. If we seek to raise funds through equity or debt financing, those funds may prove to be unavailable, may only be available on terms that are not acceptable to us or may result in significant dilution to you or higher levels of leverage. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue

to pursue our business objectives and to respond to business opportunities, challenges or unforeseen circumstances could be significantly limited, and our business, operating results, financial condition, and prospects could be materially and adversely affected.

We are subject to certain operational risks, including, but not limited to, employee or customer fraud, the obligation to repurchase sold loans in the event of a documentation error, and data processing system failures and errors.

Employee errors and employee and client misconduct could subject us to financial losses or regulatory sanctions and seriously harm our reputation. Misconduct by our employees could include, among other things, improper use of confidential information and fraud. It is not always possible to prevent employee errors and misconduct or documentation errors, and the precautions we take to prevent and detect this activity may not be effective in all cases. In addition, we rely heavily upon information supplied by third parties, including the information contained in credit applications, property appraisals, title information and valuation, and employment and income documentation, in deciding which loans we will originate as well as the terms of those loans. If any of the information upon which we rely is misrepresented, either fraudulently or inadvertently, and the misrepresentation is not detected prior to the mortgage being funded, the value of that mortgage may be significantly lower than expected, or we may fund a mortgage that we would not have funded or on terms we would not have extended. Whether a misrepresentation is made by the mortgage applicant or another third party, we generally bear the risk of loss associated with such misrepresentation. A loan subject to a material misrepresentation is typically unsellable or subject to repurchase if it is sold prior to detection of the misrepresentation. The sources of the misrepresentations are often difficult to identify, and it is often difficult to recover any of the monetary losses we may suffer. These risks could adversely affect our business, results of operation, financial condition, and reputation.

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We are periodically required to repurchase mortgage loans that we have sold, or indemnify purchasers of our mortgage loans, if these loans fail to meet certain criteria or characteristics or under other circumstances.

At the time a loan is sold to an investor, we make certain representations and warranties. If defects are subsequently discovered in these representations and warranties that cause a loan to no longer satisfy the applicable investor eligibility requirements, we may be required to repurchase that loan. We are also required to indemnify several of our investors for borrowers' prepayments and defaults. In addition, with respect to delinquent Ginnie Mae mortgage loans that we service, we are required to repurchase such loans prior to foreclosing and liquidating the mortgaged properties securing such loans. As of September 30, 2023, Ginnie Mae accounted for 28.8% of the UPB of our servicing portfolio.

As of September 30, 2023, we have a reserve of \$20.0 million for repurchase and indemnification obligations. Actual repurchase and indemnification obligations could materially exceed the reserves we have recorded in our financial statements. There can be no guarantee that future losses will not be in excess of the recorded liability.

Seasonality may cause fluctuations in our financial results.

The mortgage origination industry can be seasonal. We typically experience an increase in our mortgage origination activity during the second and third quarters and reduced activity in the first and fourth quarters as homebuyers tend to purchase their homes during the spring and summer in order to move to a new home before the start of the school year. Accordingly, our loan origination revenues vary from quarter to quarter and comparisons of sequential quarters may not be meaningful.

If we fail to protect our brand and reputation, our ability to grow our business and increase the volume of mortgages we originate and service may be adversely affected.

Maintaining strong brand recognition and a reputation for trustworthiness and for delivering a superior client experience is important to our business. If we fail to protect our brand and deliver on these expectations, or if negative public opinion relating to Guild or other mortgage industry participants resulting from actual or alleged conduct in mortgage origination, servicing or other activities, government oversight or regulation, litigation or other matters should occur, these events could harm our reputation and damage our ability to attract and retain clients or maintain our referral network, which could adversely affect our business. Our reputation may also be negatively impacted by our environmental, social and governance practices and disclosures, including climate change practices and disclosures.

We could be forced to incur greater expense marketing our brand or maintaining our reputation in the future to preserve our position in the market and, even with such greater expense, we may not be successful in doing so. Many of our competitors have more resources than we do and can spend more advertising their brands and services. If we are unable to maintain or enhance consumer awareness of our brand cost-effectively and maintain our reputation, or otherwise experience negative publicity, our business, operating results, financial condition and prospects could be materially and adversely affected.

We are subject to certain risks associated with investing in real estate and real estate related assets, including risks of loss from adverse weather conditions, man-made or natural disasters, pandemics, terrorist attacks and the effects of climate change, which may cause disruptions in our operations and could materially and adversely affect the real estate industry generally and our business, financial condition, liquidity and results of operations.

Weather conditions and man-made or natural disasters such as hurricanes, tornadoes, earthquakes, pandemics, floods, droughts, fires, and other environmental conditions can adversely impact properties that we own or that collateralize loans we own or service, as well as properties where we conduct business. Future adverse weather conditions and man-made or natural disasters could also adversely impact the demand for, and value of, our assets, as well as the cost to service or manage such assets, directly impact the value of our assets through damage, destruction or loss, and thereafter materially impact the availability or cost of insurance to protect against these events. Terrorist attacks and other acts of violence, including the Russia-Ukraine conflict and the Israel-Hamas war, have caused and may continue to cause consumer confidence and spending to decrease or result

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in disruptions in U.S. financial markets and negatively impact the U.S. economy in general. It is not possible to predict the broader consequences of this conflict, which could include further sanctions, embargoes, regional instability, geopolitical shifts and adverse effects on macroeconomic conditions, currency exchange rates and financial markets, all of which could impact our business, financial condition, and results of operations.

Potentially adverse consequences of global warming and climate change, including rising sea levels and increased intensity of extreme weather events, could similarly have an impact on our properties and the local economies of certain areas in which we operate. Although we believe the properties collateralizing our loan assets or underlying our MSR assets are appropriately covered by insurance, we cannot predict at this time if we or our borrowers will be able to obtain appropriate coverage at a reasonable cost in the future, or if we will be able to continue to pass along all of the costs of insurance. There also is a risk that one or more of our property insurers may not be able to fulfill their obligations with

respect to claims payments due to a deterioration in its financial condition or may even cancel policies due to increasing costs of providing insurance coverage in certain geographic areas.

Certain types of losses, generally of a catastrophic nature, that result from events described above such as earthquakes, floods, hurricanes, tornados, terrorism, acts of war, and pandemics, may also be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations and other factors, including terrorism or acts of war, also might make the insurance proceeds insufficient to repair or replace a property if it is damaged or destroyed. Under these circumstances, the insurance proceeds received might not be adequate to restore our economic position with respect to the affected real property. Any uninsured loss could result in the loss of cash flow from, and the asset value of, the affected property, which could have an adverse effect on our business, financial condition, liquidity, and results of operations.

Risks Related to Regulatory Environment

Our mortgage loan origination and servicing activities are subject to a highly complex legal and regulatory framework, and non-compliance with or changes in laws and regulations governing our industry could harm our business, operating results, financial condition, and prospects.

The mortgage industry is subject to a highly complex legal and regulatory framework. In addition to the licensing requirements for each of the jurisdictions in which we originate or service loans, we must comply with a number of federal, state, and local consumer protection and other laws including, among others, the Truth in Lending Act, Real Estate Settlement Procedures Act, Equal Credit Opportunity Act ("ECOA"), Fair Credit Reporting Act, Fair Housing Act, Telephone Consumer Protection Act ("TCPA"), Gramm-Leach-Bliley Act ("GLBA"), Electronic Fund Transfer Act of 1978, Servicemembers Civil Relief Act, Military Lending Act, Homeowners Protection Act, Home Mortgage Disclosure Act, Secure and Fair Enforcement for Mortgage Licensing Act, Federal Trade Commission Act ("FTCA"), Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, federal, state and local laws designed to discourage predatory lending and servicing practices, prohibit unfair, deceptive, or abusive acts or practices, protect customer privacy, and regulate debt collection and consumer credit reporting, and state foreclosure laws. These and other laws and regulations directly affect our business and require constant compliance monitoring, internal and external audits, and examinations by federal and state regulators. Changes to the laws, regulations, and guidelines relating to the origination and servicing of mortgages, including those already adopted and those that may in the future be adopted, their interpretation or the manner in which they are enforced, could render our current business practices non-compliant or make compliance more difficult or expensive.

As a non-depository lending and servicing institution, we are subject to the regulatory authority of the Consumer Financial Protection Bureau ("CFPB"), including, without limitation, its authority to conduct investigations, bring enforcement actions, impose monetary penalties, require remediation of practices, pursue administrative proceedings or litigation, and obtain cease and desist orders for violations of applicable federal consumer financial laws. The CFPB has been active in investigations and enforcement actions, and has issued civil money penalties to parties when the CFPB has determined that such parties have violated the laws and regulations it enforces. Our failure to comply with the federal consumer protection laws and regulations to which we are subject, whether that failure is actual or alleged, could expose us to enforcement actions or potential litigation liabilities. Additional

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regulatory uncertainty now exists as a result of a decision issued by the United States Court of Appeals for the Fifth Circuit on October 19, 2022, striking down a CFPB rulemaking as a result of its conclusion that the funding structure for the CFPB violates the Appropriations Clause of the U.S. Constitution. Because all CFPB rulemakings depend on the expenditure of CFPB funds, there is a risk that prior CFPB activities, including the promulgation of regulations impacting the mortgage market and upon which lenders, such as Guild, have relied in conducting their activities, may also be deemed unconstitutional.

It is possible that we are not, and will not in the future be, in full compliance with current and future laws and regulations, or interpretations of the foregoing. Our failure, or the failure of our loan officers, other employees, correspondent sellers or others with whom we have business relationships, to operate in compliance with any of the laws, regulations, and guidelines relating to the origination, servicing, and collection of mortgages could result in, among other things, the loss of licenses and approvals required for us to engage in the business of originating, servicing, and collecting mortgage loans, governmental investigations and enforcement actions, damage to our brand and reputation, civil and criminal liability and administrative penalties, which could have a material and adverse effect on our business, operating results, financial condition, and prospects.

The Financial Stability Oversight Council ("FSOC") has recommended that federal and state regulators strengthen the prudential regulation of nonbank mortgage origination and servicing companies and has issued guidance describing the process FSOC would follow if it were to consider making a determination to subject a nonbank financial company to supervision by the Board of Governors of the Federal Reserve System and prudential standards. The FSOC has also been conducting a review of the secondary mortgage market focused on the regulation of the GSEs. Additionally, the Conference of State Bank Supervisors ("CSBS") has issued a proposal for enhancing regulatory prudential standards for nonbank mortgage servicers subject to licensing and supervision by state financial regulators. The CSBS prudential regulatory proposal includes standards for capital, liquidity, risk management, data standards and integrity, data protection and cyber risk, corporate governance, servicing transfer requirements, and change of control requirements. To the extent that the FSOC and other regulators move forward with new prudential reforms of nonbank mortgage originators or servicers (including designating nonbank mortgage companies for heightened prudential regulation by the Federal Reserve), the markets they serve, or the secondary mortgage market, it could materially affect the operating costs, competitiveness, business plan, and prospects of our business.

Failure to comply with fair lending laws and regulations could lead to a wide variety of sanctions that could have a material adverse effect on our business, financial condition, and results of operations.

Anti-discrimination statutes, such as the Fair Housing Act, ECOA, and other fair lending laws and regulations prohibit creditors from discriminating against loan applicants and borrowers based on certain characteristics, such as race, religion, and national origin. The Department of Justice and other federal agencies, including the CFPB, are responsible for enforcing these laws and regulations. In 2015, the U.S. Supreme Court confirmed that the "disparate impact" theory applies to cases brought under the Fair Housing Act, while emphasizing that a causal relationship must be shown between a specific policy of the defendant and a discriminatory result that is not justified by a legitimate objective of the defendant. As a result, various federal regulatory agencies and departments take the position that these laws apply not only to intentional discrimination, but also to neutral practices that have a disparate impact on a group that shares a characteristic that a creditor may not consider in making credit decisions (i.e., creditor or servicing practices that have a disproportionately negative effect on a protected class of individuals). Although it is still unclear whether the theory applies under the ECOA, regulatory agencies and private plaintiffs can be expected to continue to apply it to both the Fair Housing Act and ECOA in the context of mortgage loan lending and servicing. Compliance with anti-discrimination prohibitions, and particularly the disparate impact theory, creates a significant administrative burden and potential liability for failure to comply. In addition, regulatory agencies and consumer advocacy groups are becoming more aggressive in asserting fair lending, fair housing and other claims that the practices of lenders and loan servicers result in a disparate impact on protected classes. A successful regulatory challenge to our performance under these fair lending laws and regulations could result in a wide variety of sanctions,

including damages, injunctive or equitable relief, and civil money penalties. In addition to reputational harm, such sanctions could have a material adverse effect on our business, financial condition, and results of operations. Beyond exposure to

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potential fair lending or servicing claims under disparate impact theory, lenders face increasing regulatory, enforcement and litigation risk under the Fair Housing Act and ECOA from claims of "redlining" and "reverse redlining." Redlining is the practice of avoiding providing services to individuals living in communities of color because of the race or national origin of the people who live in those communities. Reverse redlining is targeting an applicant in a certain neighborhood for a higher cost products or services. In late 2021, the Department of Justice launched a "combating redlining initiative" and partnership with other federal and state agencies, including the CFPB, to crack down on discriminatory lending practices, making clear they are a high priority across the financial services regulatory ecosystem. In addition, the CFPB recently announced that it intends to use its authority under the Consumer Financial Protection Act to identify, prohibit, and prosecute discrimination as an unfair, deceptive, or abusive act or practices to target discriminatory conduct, even where fair lending laws such as the ECOA may not apply. More restrictive laws and regulations may be adopted in the future, and governmental bodies or courts may interpret existing laws or regulations in a more restrictive manner, which could make compliance more difficult or expensive. Any such changes in laws, regulations or interpretations could have a detrimental effect on our business.

We are subject to state licensing and operational requirements. Our failure to obtain and maintain the appropriate state licenses would prohibit us from originating or servicing mortgages in those states and adversely affect our operations.

Because we are not a federally chartered depository institution, we do not benefit from exemptions to state mortgage lending, loan servicing or debt collection licensing and regulatory requirements. In most states in which we operate, one or more regulatory agencies regulate and enforce laws relating to mortgage servicing companies and mortgage origination companies such as us. These rules and regulations generally require that we seek and maintain certain licenses and comply with certain business practice standards, including requirements as to the form and content of contracts and other documentation and the licensing of our employees. As a nonbank mortgage lender, we are subject to licensure, regulation, and supervision by every state and district in which we do business. States examine nonbank mortgage lenders and servicers periodically, depending on state law requirements and other factors such as the lender's size and compliance history. These examinations may include a review of the nonbank lender's compliance with all federal and state consumer protection laws, compliance management system, and internal controls. Complying with this regulatory framework requires a meaningful dedication of management and financial resources. Changes to existing state legislation or the adoption of new state legislation, as well as our entry into new markets in states in which we had not previously operated, could increase our compliance costs. This could render business in any one state or states cost-prohibitive and could materially affect our business and our growth strategy. Any failure to comply with these licensing and operational requirements could have a material and adverse effect on our business, operating results, financial condition, and prospects.

Changes in the guidelines of the GSEs, FHA, VA, USDA, and Ginnie Mae could adversely affect our business.

We are required to follow specific guidelines and eligibility standards that impact the way we service and originate GSE and U.S. government agency loans, including guidelines and standards with respect to credit standards for mortgage loans, our staffing levels, and other servicing practices, and the servicing and ancillary fees that we may charge. In addition, we are required to meet certain minimum financial requirements relating to our net worth, capital ratio, and liquidity in order to sell the loans that we originate to certain investors, including the GSEs. A change in these guidelines could require us to expend additional resources to originate and service mortgages or make it more difficult for us to do so profitably or at all, and a failure to meet applicable financial requirements could materially impair our ability to originate and service loans, any of which could have a material and adverse effect on our business, operating results, financial condition, and prospects. In August 2022, the Federal Housing Finance Agency ("FHFA") and Ginnie Mae announced updated minimum financial eligibility requirements for Fannie Mae and Freddie Mac Seller/Servicers, and Ginnie Mae for single family issuers. The updated minimum financial eligibility requirements modify the definitions of tangible net worth and eligible liquidity, modify their minimum standard measurement and include a new risk-based capital ratio, among other changes. In September 2022, at the direction of the FHFA, Fannie Mae and Freddie Mac announced similar revisions to minimum financial eligibility requirements. The majority of the requirements became effective on September 30, 2023 with origination liquidity

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and certain other capital requirements effective as of December 31, 2023. On October 21, 2022, Ginnie Mae extended the compliance date for its risk-based capital requirements to December 31, 2024. Certain of these new capital requirements may impact liquidity in Ginnie Mae markets and while the ultimate impact remains uncertain, such requirements could have the effect of devaluing certain Ginnie Mae MSRs. If we misjudge the magnitude of the costs and benefits of these updated minimum financial eligibility requirements and their impacts on our business, our financial results could be negatively impacted.

In addition, changes in the nature or extent of the guarantees provided by the GSEs, Ginnie Mae, the USDA or the VA, or the insurance provided by the FHA, or coverage provided by private mortgage insurers, could also have broad adverse market implications. Any future increases in guarantee fees or changes to their structure or increases in the premiums we are required to pay to the FHA or private mortgage insurers for insurance, or to the VA or the USDA for guarantees, could increase mortgage origination costs and insurance premiums for our clients. These industry changes could result in reduced demand for our mortgage services, resulting in reduced origination volume and profitability for us, which could materially and adversely affect our business, operating results, financial condition, and prospects.

Material changes to the laws, regulations or practices applicable to reverse mortgage programs operated by FHA and HUD could adversely affect our reverse mortgage business.

We acquired Cherry Creek Mortgage LLC in April 2023 and as a result now originate reverse mortgage loan products. The reverse mortgage industry is largely dependent upon the FHA and HUD, and there can be no guarantee that these entities will retain Congressional authorization to continue the Home Equity Conversion Mortgage ("HECM") program or that they will not make material changes to the laws, regulations, rules or practices applicable to reverse mortgage programs. The vast majority of reverse mortgage loan products we originate are HECMs, which are FHA-insured loans that must comply with the FHA's and other regulatory requirements. Guild may also originate non-HECM reverse mortgage products, for which there is a limited secondary market. The FHA regulations governing the HECM products have changed from time to time. For example, FHA has added disbursement limits that restrict the amount of loan proceeds that a borrower can receive during the first year of the loan, implemented collateral risk assessment guidelines that require HECM lenders to obtain a second property appraisal if FHA determines that additional support for the collateral value is needed, and added credit-based underwriting criteria designed to assess borrowers' ability and willingness to meet their financial obligations. Our reverse mortgage business is also subject to state statutory and regulatory

requirements including, but not limited to, licensing requirements, required disclosures and permissible fees. If we fail to comply with applicable laws and regulations relating to the origination of reverse mortgages, we could be subject to adverse regulatory actions, including potential fines, penalties or sanctions, and our business, reputation, and financial condition could be adversely affected. We continue to evaluate our reverse mortgage business and the future loan production under such business remains uncertain.

We are subject to stringent and evolving laws, regulations, rules, contractual obligations, policies and other obligations related to data privacy and security. Our actual or perceived failure to comply with such obligations could lead to regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse business consequences.

In the ordinary course of our business, we and the third parties upon which we rely, may collect, receive, store, process, generate, use, transfer, disclose, make accessible, protect, secure, dispose of, transmit, and share (collectively, process) personal data and other sensitive information, including proprietary and confidential business data, trade secrets, intellectual property, sensitive third-party data and financial information. Our data processing activities may subject us to numerous data privacy and security obligations, such as various laws, regulations, guidance, industry standards, external and internal privacy and security policies, contractual requirements, and other obligations relating to data privacy and security.

Federal, state, and local governments have enacted numerous data privacy and security laws, including data breach notification laws, personal data privacy laws, financial privacy laws (e.g., the GLBA), consumer protection laws (e.g., Section 5 of the FTCA), and other similar laws (e.g.,

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wiretapping laws). For example, the TCPA imposes various consumer consent requirements and other restrictions on certain telemarketing activity and other communications with consumers by phone, fax or text message. TCPA violations can result in significant financial penalties, including penalties or criminal fines imposed by the Federal Communications Commission or fines of up to \$1,500 per violation imposed through private litigation or by state authorities. As another example, the California Consumer Privacy Act of 2018 ("CCPA") requires businesses to provide specific disclosures in privacy notices and honor requests of California residents to exercise certain privacy rights. The CCPA provides for civil penalties of up to \$7,500 per violation and allows private litigants affected by certain data breaches to recover significant statutory damages. The California Privacy Rights Act of 2020, which became operative on January 1, 2023, expanded the CCPA's requirements to apply to personal information of business representatives and employees and established a new regulatory agency to implement and enforce the law. Other states, such as Virginia, Colorado, Utah and Connecticut, have also passed comprehensive privacy laws, and similar laws are being considered in several other states, as well as at the federal and local levels. These developments may further complicate compliance efforts, and may increase legal risk and compliance costs for us, the third parties upon whom we rely, and our customers.

We may be bound by contractual obligations related to data privacy and security, and our efforts to comply with such obligations may not be successful. For example, certain privacy laws, such as the CCPA, allow our customers to impose specific contractual restrictions on their service providers. We may also be contractually subject to industry standards adopted by industry groups and may become subject to such obligations in the future. We may publish privacy policies, marketing materials and other statements, such as compliance with certain certifications or self-regulatory principles, regarding data privacy and security. If these policies, materials or statements are found to be deficient, lacking in transparency, deceptive, unfair, or misrepresentative of our practices, we may be subject to investigation, enforcement actions or other adverse consequences.

Obligations related to data privacy and security are quickly changing, becoming increasingly stringent, and creating regulatory uncertainty. Additionally, these obligations may be subject to differing applications and interpretations, which may be inconsistent or conflict among jurisdictions. Preparing for and complying with these obligations requires us to devote significant resources. These obligations may necessitate changes to our services, information technologies, systems, and practices and to those of any third parties that process personal data on our behalf. We may at times fail (or be perceived to have failed) in our efforts to comply with our data privacy and security obligations. Moreover, despite our efforts, our personnel or third parties on whom we rely may fail to comply with such obligations, which could negatively impact our business operations. If we or the third parties on which we rely fail, or are perceived to have failed, to address or comply with applicable data privacy and security obligations, we could face significant consequences, including but not limited to: government enforcement actions (e.g., investigations, fines, penalties, audits, inspections, and similar); litigation (including class-action claims); additional reporting requirements and/or oversight; bans on processing personal data; and orders to destroy or not use personal data. Any of these events could have a material adverse effect on our reputation, business, or financial condition, including but not limited to: loss of customers; inability to process personal data or to operate in certain jurisdictions; limited ability to develop or commercialize our services; expenditure of time and resources to defend any claim or inquiry; adverse publicity; or substantial changes to our business model or operations.

[Risks Related to Our Organization and Structure](#)

We are controlled by MCMI, and MCMI's interests may conflict with our interests and the interests of our other stockholders.

MCMI holds all of our issued and outstanding Class B common stock and controls approximately 95.2% of the combined voting power of our outstanding common stock. As a result, MCMI controls any action requiring the general approval of our stockholders, including the election of our Board of Directors, the adoption of amendments to our certificate of incorporation and bylaws, and the approval of any merger or sale of substantially all of our assets. So long as MCMI continues to directly or indirectly own a significant amount of our equity, even if such amount is less than a majority of the combined voting power of our outstanding common stock, MCMI will continue to be able to substantially influence the outcome of votes on all matters requiring approval by the stockholders. The

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interests of MCMI could conflict with or differ from our interests or the interests of our other stockholders. For example, the concentration of ownership held by MCMI could delay, defer or prevent a change of control of our Company or impede a merger, takeover or other business combination that may otherwise be attractive to us or our other stockholders.

We are a "controlled company" within the meaning of the New York Stock Exchange ("NYSE") rules and, as a result, we are permitted to rely on exemptions from certain corporate governance requirements that provide protection to stockholders of other companies.

Because MCMI controls a majority of the combined voting power of our outstanding common stock, we are considered a controlled company under the applicable rules of the NYSE. As a controlled company, we are permitted to elect not to comply with certain corporate governance requirements of the NYSE, including the requirements that:

- a majority of our Board of Directors consist of independent directors;

- we have a nominating and corporate governance committee that is composed entirely of independent directors; and
- we have a compensation committee that is composed entirely of independent directors.

These requirements will not apply to us as long as we remain a controlled company. Accordingly, investors in our Class A common stock may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the NYSE. We have currently elected not to rely on the exemptions above, however we may choose to do so at any time.

Our directors and executive officers have significant control over our business.

Our directors and executive officers beneficially own, directly or indirectly, in the aggregate, approximately 35.4% of the outstanding shares of our Class A common stock and 100% of the outstanding shares of our Class B common stock (to the extent the Chairman of our Board of Directors may be deemed to beneficially own all of the shares of our Class B common stock beneficially owned by MCMI), representing an aggregate of approximately 96.9% of the combined voting power of our outstanding common stock. As a result, in addition to their day-to-day management roles, our executive officers and directors will be able to exercise significant influence on our business as stockholders, including influence over election of members of the Board of Directors and the authorization of other corporate actions requiring stockholder approval.

We are a holding company and depend upon distributions from GMC to meet our obligations.

We are a holding company with no material assets other than our ownership of equity interests in GMC, which is our wholly owned subsidiary. Our ability to pay dividends and to pay taxes and cover other expenses depends on the financial results and cash flows of GMC. As the sole member of GMC, we intend to cause GMC to make distributions to us in amounts sufficient to meet our obligations. Certain laws and regulations, however, may result in restrictions on GMC's ability to make distributions to us. To the extent that we need funds and GMC is restricted from making such distributions under applicable law or regulation or under the terms of any of its financing arrangements, we may not be able to obtain funds on terms acceptable to us or at all and as a result could suffer an adverse effect on our liquidity and financial condition.

Risks Related to our Class A Common Stock

Sales of a substantial number of shares of our Class A common stock by our existing stockholders in the public market could cause the price of our Class A common stock to fall.

Sales of a substantial number of shares of our Class A common stock in the public market, or the perception that these sales might occur, could significantly reduce the market price of our Class A common stock. If our existing stockholders sell, or indicate an intention to sell, substantial amounts of our common stock (including shares of our Class B common stock that would convert to Class A common stock in connection with such sales) in the public market, the trading price of our Class A common stock could substantially decline. Furthermore, if MCMI or our executive officers and directors

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were to sell a substantial portion of the shares they hold, it could cause the price of our Class A common stock to decline.

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

We may issue capital stock in the future. Any such issuance would result in dilution to all other stockholders. In the future, we may issue stock, including as a grant of equity awards to employees, directors, and consultants under our equity incentive plans, to raise capital through equity financings or to acquire or make investments in companies, products or technologies for which we may issue equity securities as consideration or for financing purposes. Any such issuances of capital stock in the future may cause stockholders to experience significant dilution of their ownership interests and the per share value of our Class A common stock to decline.

Although we have paid dividends in the past, there is no assurance that we will pay dividends in the foreseeable future.

Although we have paid some special dividends in the past, including a special dividend effective September 7, 2023 to stockholders of record as of August 23, 2023, there is no assurance that we will pay cash dividends on our Class A common stock in the foreseeable future. We anticipate that most of our future earnings will be retained to support our operations and finance the growth and development of our business. Any future determination to declare and pay cash dividends, if any, will be made at the discretion of our Board of Directors and will depend on a variety of factors including applicable laws, our financial condition, results of operations, contractual restrictions, capital requirements, business prospects, general business or financial market conditions, and other factors our Board of Directors may deem relevant. Because we are a holding company, our ability to pay dividends depends on our receipt of cash dividends from GMC, which may further restrict our ability to pay dividends. Investors should not purchase our Class A common stock with the expectation of receiving cash dividends.

Certain provisions in our certificate of incorporation and bylaws and of Delaware law may prevent or delay an acquisition of Guild, which could decrease the trading price of our Class A common stock.

Our certificate of incorporation, bylaws, and Delaware law contain provisions that are intended to deter coercive takeover practices and inadequate takeover bids by making such practices or bids unacceptably expensive to the bidder and to encourage prospective acquirers to negotiate with our Board of Directors rather than to attempt a hostile takeover. These provisions include, among others, those establishing:

- a dual class common stock structure, which provides MCMI with the ability to control the outcome of matters requiring stockholder approval, even if it beneficially owns significantly less than a majority of the shares of our outstanding common stock;
- the division of our Board of Directors into three classes of directors, with each class serving a staggered three-year term, which could have the effect of making the replacement of incumbent directors more time-consuming and difficult;
- the inability of our stockholders to call a special meeting;
- the inability of our stockholders to act by written consent after MCMI and its affiliated private equity funds cease to beneficially own a majority of the combined voting power of our capital stock;
- rules regarding how stockholders may present proposals or nominate directors for election at stockholder meetings;

- the right of our Board of Directors to issue preferred stock without stockholder approval;
- the inability of stockholders to remove directors without cause after MCMI, any other investment funds affiliated with MCMI, and any company or other entity controlled by, controlling or under common control with MCMI or any such investment fund (other than any portfolio company) cease to beneficially own a majority of the combined voting power of our capital stock; and

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- the ability of our directors, not our stockholders, to fill vacancies on the Board of Directors.

In addition, because we have not elected to be exempt from Section 203 of the Delaware General Corporation Law (the "DGCL"), this provision could also delay or prevent a change of control that stockholders may favor. Section 203 of the DGCL provides that, subject to limited exceptions, a person that acquires, or is affiliated with a person that acquires, more than 15% of the outstanding voting stock of a Delaware corporation (an "interested stockholder") must not engage in any business combination with that corporation, including by merger, consolidation or acquisitions of additional shares, for a three-year period following the date on which the person became an interested stockholder, unless (i) prior to such time, the board of directors of such corporation approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder; (ii) upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of such corporation at the time the transaction commenced (excluding for purposes of determining the voting stock outstanding (but not the outstanding voting stock owned by the interested stockholder) the voting stock owned by directors who are also officers or held in employee benefit plans in which the employees do not have a confidential right to tender or vote stock held by the plan); or (iii) on or subsequent to such time the business combination is approved by the board of directors of such corporation and authorized at a meeting of stockholders by the affirmative vote of at least two-thirds of the outstanding voting stock of such corporation not owned by the interested stockholder.

We believe these provisions protect our stockholders from coercive or otherwise unfair takeover tactics by requiring potential acquirers to negotiate with our Board of Directors and by providing our Board of Directors with more time to assess any acquisition proposal. These provisions are not intended to make Guild immune from takeovers. However, these provisions will apply even if the offer may be considered beneficial by some stockholders and could delay or prevent an acquisition that our Board of Directors determines is not in the best interests of Guild and its stockholders. These provisions may also prevent or discourage attempts to remove and replace incumbent directors.

Our Board of Directors has the ability to issue blank check preferred stock, which may discourage or impede acquisition attempts or other transactions.

Our Board of Directors has the power, subject to applicable law, to issue series of preferred stock that could, depending on the terms of the series, impede the completion of a merger, tender offer or other takeover attempt. For instance, subject to applicable law, a series of preferred stock may impede a business combination by including class voting rights, which would enable the holder or holders of such series to block a proposed transaction. Our Board of Directors will make any determination to issue shares of preferred stock based on its judgment as to our and our stockholders' best interests. Our Board of Directors, in so acting, could issue shares of preferred stock having terms which could discourage an acquisition attempt or other transaction that some, or a majority, of the stockholders may believe to be in their best interests or in which stockholders would have received a premium for their stock over the then-prevailing market price of the stock.

Our certificate of incorporation and bylaws contain exclusive forum provisions that may discourage lawsuits against us and our directors and officers.

Our certificate of incorporation provides that, unless the Board of Directors otherwise determines, the state courts in the State of Delaware or, if no state court located within the State of Delaware has jurisdiction, the federal court for the District of Delaware, will be the sole and exclusive forum for any derivative action or proceeding brought on behalf of Guild, any action asserting a claim of breach of a fiduciary duty owed by any director or officer of Guild to Guild or Guild's stockholders, any action asserting a claim against Guild or any director or officer of Guild arising pursuant to any provision of the DGCL or Guild's certificate of incorporation or bylaws, or any action asserting a claim against Guild or any director or officer of Guild governed by the internal affairs doctrine under Delaware law (collectively, the "covered actions"). This exclusive forum provision applies to all covered actions, including any covered action in which the plaintiff chooses to assert a claim or claims under federal law in addition to a claim or claims under Delaware law, although stockholders will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder. This exclusive forum provision does not apply to actions that do not assert any covered Delaware state law claims, such as, for example, any action asserting solely federal securities law

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claims, and the enforceability of similar choice of forum provisions in other companies' organizational documents has been challenged in legal proceedings and it is possible that, in connection with claims arising under federal securities laws or otherwise, a court could find this exclusive forum provision to be inapplicable or unenforceable.

Our bylaws provide that the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action under the Securities Act of 1933, as amended (the "Securities Act"). Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions, and thus both state and federal courts have jurisdiction to entertain such claims. Our bylaws prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations. Notwithstanding the foregoing, the exclusive forum provision shall not apply to claims seeking to enforce any liability or duty created by the Securities Exchange Act of 1934.

These exclusive forum provisions may limit the ability of Guild's stockholders to bring a claim in a judicial forum that such stockholders find favorable for disputes with Guild or Guild's directors or officers, which may discourage such lawsuits against Guild and Guild's directors and officers. Alternatively, if a court were to find these exclusive forum provisions inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings described above, Guild may incur additional costs associated with resolving such matters in other jurisdictions or forums, which could materially and adversely affect Guild's business, financial condition or results of operations.

The dual class structure of our common stock may adversely affect the trading market for our Class A common stock.

We cannot predict the potential effects our dual class structure may have on our Class A common stock, such as a lower or more volatile market price. In 2017, S&P Dow Jones and FTSE Russell announced that they would begin excluding most newly public companies with multiple classes of shares of common stock from being added to certain indices, including the Russell 2000, the S&P 500, the S&P MidCap 400 and the S&P SmallCap 600. As a result, our dual class capital structure would make us ineligible for inclusion in any of these indices, and mutual funds, exchange-traded funds and other investment vehicles that attempt to passively track these indices likely will not invest in our stock. Furthermore, we cannot assure you that other stock indices will not take a similar approach to S&P Dow Jones or FTSE Russell in the future. It is unclear what effect, if any, these policies will have on the valuations of publicly traded companies excluded from these indices. Given the sustained flow of investment funds into passive strategies that seek to

track certain indices, however, it is possible that exclusion from such indices could make our Class A common stock less attractive to investors. As a result, the market price of our Class A common stock could be adversely affected.

Risks Related to Being a Public Company

Our quarterly and annual operating results or other operating metrics may fluctuate significantly and may not meet expectations of research analysts, which could cause the trading price of our Class A common stock to decline.

Our quarterly and annual operating results and other operating metrics have fluctuated in the past and may in the future fluctuate as a result of a number of factors, many of which are outside of our control and may be difficult to predict. Period-to-period variability or unpredictability of our results could result in our failure to meet our expectations or those of any analysts that cover us or investors with respect to revenue or other operating results for a particular period. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our Class A common stock could decline significantly, and we could face litigation, including securities class action litigation.

We have in the past identified material weaknesses in our internal control over financial reporting and concluded that our disclosure controls and procedures were not effective. Any failure to maintain effective internal control over financial reporting or to maintain effective disclosure controls and procedures in the future may have a material and adverse effect on our business, operating results, financial condition and prospects.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for evaluating and reporting on our system of internal control. Our internal

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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 GAAP. As a public company, we are required to comply with the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley Act") and other rules that govern public companies. In particular, we are required to certify our compliance with Section 404 of the Sarbanes-Oxley Act, which requires us to furnish annually a report by management on the effectiveness of our internal control over financial reporting. In addition, our independent registered public accounting firm is required to report on the effectiveness of our internal control over financial reporting. Also, as a publicly-traded company, we are required to maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file with, or submit to, the SEC is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. In our Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 December 31, 2023, we reported having a material weakness because we did not have a sufficient complement of personnel with requisite experience in the design and operation of controls and did not perform an effective risk assessment, including risk of fraud. This resulted in ineffective general information technology controls over user access and change management within the general ledger and loan systems. The deficiencies also contributed to ineffective monitoring of consistent operation of internal control over financial reporting and ineffective evaluation of the reliability of information used in controls.

During fiscal year 2022, we developed and executed measures designed to address the above-described material weakness and enhance our internal controls over financial reporting. These measures included the following: (1) investing in and continuing to hire additional finance, accounting and IT resources with appropriate knowledge and expertise to effectively design, operate and document financial reporting processes and internal controls, (2) enhancing risk assessment, including over source systems to identify the appropriate complement of controls to address access and other information technology specific risks, (3) designing and implementing controls to formalize roles and review responsibilities to align with our team's skills and experience, including over segregation of duties and information technology solutions, (4) implementing and monitoring our approach to remediation of control activities, (5) engaging third party specialists to conduct a comprehensive review, update and enhancement of the design and documentation of key business processes to ensure the components of internal control over financial reporting are present and functioning, and (6) reporting regularly to the audit committee on the progress and results of the remediation plan, including the identification, status, and resolution of internal control deficiencies.

Management has concluded, through testing of the design and operating effectiveness of the newly designed controls that the previously identified material weaknesses in our internal control over financial reporting were remediated as of December 31, 2022. However, we cannot assure you that in the future those controls and procedures will be adequate to prevent or identify irregularities or errors or to facilitate the fair presentation of our consolidated financial statements or that our disclosure controls and procedures will remain effective. As a result, investors, counterparties and consumers may lose confidence in the accuracy and completeness of our financial and other reports filed with or submitted to, the SEC our access to capital markets and perceptions of our creditworthiness could be adversely affected, and the market price of our Class A common stock could decline. In addition, we could become subject to investigations by the stock exchange on which our securities are listed, the SEC or other regulatory authorities, which could require additional financial and management resources. These events could have a material and adverse effect on our business, operating results, financial condition and prospects.

General Risk Factors

Our existing and any future indebtedness could adversely affect our ability to operate our business, our financial condition or the results of our operations.

Our existing and any future indebtedness could have important consequences, including:

- requiring us to dedicate a substantial portion of our cash flow to payments on our indebtedness, which would reduce the amount of cash flow available to fund working capital, capital expenditures or other corporate purposes;
- increasing our vulnerability to general adverse economic, industry and market conditions;

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- subjecting us to restrictive covenants that may reduce our ability to take certain corporate actions or obtain further debt or equity financing;
- limiting our ability to plan for and respond to business opportunities or changes in our business or industry; and
- placing us at a competitive disadvantage compared to our competitors that have less debt or better debt servicing options.

Failure to make payments or comply with other covenants under our existing debt instruments could result in an event of default. If an event of default occurs and the lender accelerates the amounts due, we may need to seek additional financing, which may not be available on acceptable terms, in a timely manner or at all. In that event, we may not be able to make accelerated payments, and the lender could seek to enforce security interests in the collateral securing such indebtedness, which includes substantially all of our assets.

Our risk management strategies may not be fully effective in mitigating our risk exposures in all market environments or against all types of risk.

We have devoted significant resources to develop our risk management policies and procedures and expect to continue to devote such resources to the risk management program in the future. Nonetheless, our risk management strategies may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk, including market, interest rate, credit, liquidity, operational, cybersecurity, legal, regulatory and compliance risks, as well as other risks that we may not have identified or anticipated. As our products and services change and grow and the markets in which we operate evolve, our risk management strategies may not always adapt to those changes in a timely or effective manner. Some of our methods of managing risk are based upon our use of observed historical market behavior and management's judgment. As a result, these methods may not predict future risk exposures, which could be different or significantly greater than the historical measures indicate. Although we employ a broad and diversified set of risk monitoring and risk mitigation techniques, those techniques and the judgments that accompany their application cannot anticipate every economic and financial outcome or the timing of such outcomes. Any of these circumstances could have an adverse effect on our business, financial condition and results of operations.

If we are unable to attract, integrate and retain qualified personnel, our ability to develop and successfully grow our business could be harmed.

Our business depends on our ability to retain our key executives and management and to hire, develop and retain qualified loan officers and other employees. Our ability to expand our business depends on our being able to hire, train and retain sufficient numbers of employees to staff our in-house servicing centers, as well as other personnel. Our success in recruiting highly skilled and qualified personnel can depend on factors outside of our control, including the strength of the general economy and local employment markets and the availability of alternative forms of employment. If the services of any of our key personnel should become unavailable for any reason, we may not be able to identify and hire qualified persons on terms acceptable to us, which could have a material and adverse effect on our business, operating results, financial condition and prospects.

Furthermore, staffing reductions that occurred during 2022 could create an additional risk of claims being made on behalf of affected employees. Any alleged violation of applicable wage laws or other labor- or employment-related laws could result in complaints by current or former employees, adverse media coverage, investigations and damages or penalties which could have a materially adverse effect on our reputation, business, operating results and prospects. In addition, responding to any such proceeding may result in a significant diversion of management's attention and resources, significant defense costs and other professional fees.

We may from time to time be subject to litigation, which may be extremely costly to defend, could result in substantial judgment or settlement costs and could subject us to other remedies.

From time to time, we have been, and may continue to be, involved in various legal proceedings, including, but not limited to, actions related to our lending and servicing practices as well as alleged violations of the local, state and federal laws to which our business is subject. Claims may

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be expensive to defend and may divert management's time away from our operations, regardless of whether they are meritorious or ultimately lead to a judgment against us. We cannot assure you that we will be able to successfully defend or resolve any current or future litigation matters, and the resolution of such matters may result in significant financial payments by, or penalties imposed upon, us, restrictions on our business and operations, or other remedies, in which case those litigation matters could have a material and adverse effect on our business, operating results, financial condition and prospects.

Changes in tax laws may adversely affect our tax rate, cash flow and financial performance.

On August 16, 2022, President Biden signed into law the Inflation Reduction Act of 2022, which, among other things, imposed a 15% minimum tax on book income of certain large corporations, a 1% excise tax on net stock repurchases and several tax incentives to promote clean energy. Further proposed tax changes that may be enacted in the future could impact our current or future tax structure and effective tax rates. The Biden administration has previously proposed other legislation that would further broaden the tax base and limit tax deductions in certain situations. It is unclear at this time if any of these proposals will be enacted in the future. These provisions could have a material, adverse impact on our tax rate, cash flow and financial results. There can be no assurance that future tax law changes will not increase the rate of the corporate income tax significantly, impose new limitations on deductions, credits or other tax benefits, or make other changes that may adversely affect our business, cash flows or financial performance.

March 14, 2024.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information with respect to Guild's repurchases of shares of its Class A common stock during the three months ended September 30, 2023 March 31, 2024:

Period	Total Number of Shares Purchased	Average Price Paid	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 ⁽¹⁾	
				Per Share ⁽¹⁾	(in thousands) ⁽²⁾
July 1, 2023 to July 31, 2023	18,055	\$ 11.51	18,055	\$	13,093
August 1, 2023 to August 31, 2023	29,226	\$ 12.27	29,226	\$	12,734
September 1, 2023 to September 30, 2023	39,806	\$ 11.28	39,806	\$	12,286
Total	87,087	\$ 11.74	87,087		

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽¹⁾	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs (in thousands) ⁽¹⁾
January 1, 2024 to January 31, 2024	8,340	\$13.84	8,340	\$ 10,995
February 1, 2024 to February 29, 2024	6,342	\$14.54	6,342	\$ 10,903
March 1, 2024 to March 31, 2024	3,065	\$14.25	3,065	\$ 10,859
Total	17,747	\$14.16	17,747	

⁽¹⁾ Average price paid per share includes costs associated with the repurchases.

(2) On May 5, 2022, our Board of Directors approved a stock share repurchase program for the repurchase of up to \$20.0 million of our outstanding Class A common stock over a period of 24 months from such date. On March 7, 2024, our Board of Directors extended the share repurchase program to May 5, 2025. As of September 30, 2023 March 31, 2024, \$12.3 million remained \$10.9 million remains available for repurchase. The share repurchase program allows us to repurchase shares of our Class A common stock from time to time on the open market or in privately negotiated transactions. We are not obligated to purchase any shares under the share repurchase program and the timing of any repurchases will depend on a number of factors, including, but not limited to, stock price, trading volume, market conditions, and other general business considerations. The share repurchase program may be modified, suspended or terminated by our Board of Directors at any time.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

Table ITEM 5. OTHER INFORMATION

Trading Plans

During the fiscal quarter ended March 31, 2024, none of our directors or officers (as defined in Rule 16a-1(f) under the Act) informed us of the adoption or termination of a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement," as those terms are defined in Item 408 of Regulation S-K.

ITEM 6. EXHIBITS

EXHIBIT INDEX

Exhibit	Description
3.1	Amended and Restated Certificate of Incorporation of Guild Holdings Company (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-39645) filed on October 26, 2020)
3.2	Amended and Restated Bylaws of Guild Holdings Company (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-39645) filed on October 26, 2020)
10.1	Registration Rights Agreement, dated October 21, 2020, by and among Guild Holdings Company and the holders listed on Schedule I thereto (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-39645) filed on October 26, 2020)
10.2	Guild Holdings Company 2020 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-1 (File No. 333-249225), filed on October 9, 2020)
10.3†	Compensation Deferral Plan for Executives (incorporated by reference to Exhibit 10.7 to the Company's Registration Statement on Form S-1 (File No. 333-249225), filed on October 9, 2020)
10.4†	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-1 (File No. 333-249225), filed on October 1, 2020)
10.5†	Executive Nonqualified Excess Plan (incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1 (File No. 333-249225), filed on October 1, 2020)
10.6†	Executive Nonqualified Excess Plan Adoption Agreement, dated as of November 6, 2017 (incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1 (File No. 333-249225), filed on October 1, 2020)
10.7†	Form of Restricted Stock Unit Agreement for IPO Grants to Employees under the Guild Holdings Company 2020 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.56 to the Company's Registration Statement on Form S-1 (File No. 333-249225), filed on October 1, 2020)
10.8†	Form of Restricted Stock Unit Agreement for IPO Grants to Non-Employee Directors under the Guild Holdings Company 2020 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.57 to the Company's Registration Statement on Form S-1 (File No. 333-249225), filed on October 1, 2020)
10.9†	Amended and Restated Executive Compensation Agreement between Guild Mortgage Company LLC and Terry Schmidt, effective as of July 1, 2023 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-39645), filed on August 7, 2023/August 4, 2023)
10.10†	Amended and Restated Executive Compensation Agreement between Guild Mortgage Company LLC and David Neylan, effective as of July 1, 2023 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-39645), filed on August 4, 2023)
10.11†	Amended and Restated Executive Compensation Agreement between Guild Mortgage Company LLC and Amber Kramer, effective as of January 1, 2021 (incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K (File No. 001-39645), filed on March 14, 2022)
10.12†	Form of Restricted Stock Unit Agreement to Employees under the Guild Holdings Company 2020 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.15 to the Company's Annual Report on Form 10-K (File No. 001-39645), filed on March 14, 2022)
10.13†	Form of Restricted Stock Unit Agreement to Non-Employee Directors under the Guild Holdings Company 2020 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Guild Holdings Company's Quarterly Report on Form 10-Q (File No. 001-39645), filed on August 8, 2022)
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/Rule 15d-14(a), as adopted pursuant to Section 302 of promulgated under the Sarbanes-Oxley Securities and Exchange Act of 2002, 1934, as amended.
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/Rule 15d-14(a), as adopted pursuant to Section 302 of promulgated under the Sarbanes-Oxley Securities and Exchange Act of 2002, 1934, as amended.
32.1# 32.1**	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following financial information from Guild's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 March 31, 2024 formatted in Inline XBRL (Extensible Business Reporting Language) includes: (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Income , Operations , (iii) the Condensed Consolidated Statements of Changes in Stockholders' Equity, (iv) the Condensed Consolidated Statements of Cash Flows, and (v) Notes to the Condensed Consolidated Financial Statements
104	Cover Page Interactive Data File - (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

This certification is ** The certifications attached hereto are not deemed filed considered "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 as amended ("Exchange Act"), or otherwise subject to the liability limitations of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended section.

† Indicates management contract or the Exchange Act compensatory plan.

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SIGNATURES

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

GUILD HOLDINGS COMPANY

Dated: **November 8, 2023** May 9, 2024

By: /s/ Terry L. Schmidt
Name: Terry L. Schmidt
Title: Chief Executive Officer

Dated: **November 8, 2023** May 9, 2024

By: /s/ Desiree A. Kramer
Name: Desiree A. Kramer
Title: Chief Financial Officer

8757

Exhibit 31.1

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Terry L. Schmidt, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Guild Holdings Company;
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: **November 8, 2023** May 9, 2024

By: /s/ Terry L. Schmidt
Terry L. Schmidt
Chief Executive Officer

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Desiree A. Kramer, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Guild Holdings Company;
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: November 8, 2023 May 9, 2024

By:

/s/ Desiree A. Kramer

Desiree A. Kramer
Chief Financial Officer

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

In connection with the Quarterly Report on Form 10-Q of Guild Holdings Company (the "Company") for the period ending **September 30, 2023** **March 31, 2024** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (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 of the Company.

Date: **November 8, 2023** **May 9, 2024**

By: _____ /s/ Terry L. Schmidt
Terry L. Schmidt
Chief Executive Officer

Date: **November 8, 2023** **May 9, 2024**

By: _____ /s/ Desiree A. Kramer
Desiree A. Kramer
Chief Financial Officer

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