

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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2021 or

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

For the transition period from _____ to _____

COMMISSION FILE NUMBER: 000-26489

ENCORE CAPITAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

48-1090909
(IRS Employer
Identification No.)

350 Camino De La Reina, Suite 100
San Diego, California 92108
(Address of principal executive offices, including zip code)

(877) 445-4581
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:
Trading Symbol(s)
ECPG

Name of Each Exchange on Which Registered
The NASDAQ Stock Market LLC

Title of Each Class
Common Stock, \$0.01 Par Value Per Share

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

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

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
Emerging growth company

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

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

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

The aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$1,422.7 million at June 30, 2021, based on the closing price of the common stock of \$47.39 per share on such date, as reported by NASDAQ.

The number of shares of our Common Stock outstanding at February 17, 2022, was 24,531,157.

Documents Incorporated by Reference

Portions of the registrant's definitive proxy statement in connection with its annual meeting of stockholders to be held in 2022 are incorporated by reference in Items 10, 11, 12, 13, and 14 of Part III of this Annual Report on Form 10-K for the fiscal year ended December 31, 2021, which proxy statement will be filed no later than 120 days after the close of the registrant's fiscal year December 31, 2021.

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PART I
Item 1—Business

Our Business

We are an international specialty finance company providing debt recovery solutions and other related services for consumers across a broad range of financial assets. We primarily purchase portfolios of defaulted consumer receivables at deep discounts to face value and manage them by working with individuals as they repay their obligations and work toward financial recovery. Defaulted receivables are consumers' unpaid financial obligations to credit originators, including banks, credit unions, consumer finance companies and commercial retailers. Defaulted receivables may also include receivables subject to bankruptcy proceedings. We also provide debt servicing and other portfolio management services to credit originators for non-performing loans in Europe.

Through Midland Credit Management, Inc. and its domestic affiliates (collectively, "MCM") we are a market leader in portfolio purchasing and recovery in the United States. Through Cabot Credit Management Limited ("CCM") and its subsidiaries and European affiliates (collectively, "Cabot") we are one of the largest credit management services providers in Europe and a market leader in the United Kingdom. These are our primary operations.

We also have additional international investments and operations as we have explored new asset classes and geographies including: (1) an investment in Encore Asset Reconstruction Company ("EARC") in India and (2) an investment in portfolio in Mexico. We refer to these additional international operations as our Latin America and Asia-Pacific ("LAAP") operations.

To date, operating results from LAAP have not been significant to our total consolidated operating results. Our long-term growth strategy is focused on continuing to invest in our core portfolio purchasing and recovery business in the United States and United Kingdom and strengthening and developing our business in the rest of Europe. As a result, descriptions of our operations in Part I - Item 1 of this Form 10-K will focus primarily on MCM (United States) and Cabot (Europe) operations.

Throughout this Annual Report on Form 10-K, when we refer to our United States operations, we include accounts originated in the United States that are serviced through our operations centers in the United States, India and Costa Rica. When we refer to our international operations, we are referring to accounts originated outside of the United States. Those accounts are generally serviced in the country of origin. When we refer to Europe, we are referring to Europe including the United Kingdom.

Company Information

We were incorporated in Delaware in 1999. In June 2013, we completed our merger with Asset Acceptance Capital Corp., which was another leading provider of debt recovery solutions in the United States. In July 2013, by acquiring a majority ownership interest in the indirect holding company of CCM, Janus Holdings S.à r.l., we acquired control of CCM. In February 2014, CCM acquired Marlin Financial Group Limited, a leading acquirer of non-performing consumer debt in the United Kingdom. In August 2014, we acquired Atlantic Credit & Finance, Inc., which was a market leader in the United States in buying and collecting on freshly charged-off debt. In June 2015, CCM expanded in the United Kingdom by acquiring Hillesden Securities Ltd and its subsidiaries ("dlc"). In March 2016, we completed the divestiture of our membership interests in Propel Acquisition LLC and its subsidiaries, our tax lien business. In November 2017, CCM strengthened its debt servicing offerings with the acquisition of Wescot Credit Services Limited ("Wescot"), a leading U.K. contingency debt collection and BPO services company. In July 2018, we completed the purchase of all of the outstanding equity of CCM not owned by us. As a result, CCM became our wholly owned subsidiary.

Our headquarters is located in San Diego, California 92108 and our telephone number is (877) 445-4581. Our website address is www.encorecapital.com. The site provides access, free of charge, to relevant investor related information, such as our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports that are filed with or furnished to the Securities and Exchange Commission ("SEC") pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, press releases, featured articles, an event calendar, and frequently asked questions. SEC filings are available on our Internet site as soon as reasonably practicable after being filed with, or furnished to, the SEC. Also available on our website are our Standards of Business Conduct and charters for the committees of our Board of Directors. We intend to disclose any amendment to, or waiver of, a provision of our Standards of Business Conduct on our website. The content of our Internet site is not incorporated by reference into this Annual Report on Form 10-K. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC (<http://www.sec.gov>).

Our Competitive Advantages

Analytic Strength. We believe that success in our business depends on our ability to establish and maintain an information and data advantage. Leveraging an industry-leading financially distressed consumer database, our in-house team of statisticians, business analysts, and software programmers have developed, and continually enhance, proprietary behavioral and valuation models, custom software applications, and other business tools that guide our portfolio purchases.

We have been able to leverage over 20 years of data, insights, modeling and operational experience. Each year we invest significant capital to purchase credit bureau and customized consumer data that describe account level and macroeconomic factors related to credit, savings, and payment behavior. This robust data accumulation from our collection channels and other sources supports our direct mail, call center and digital collection efforts and our market-leading proprietary scorecards for legal placements. We leverage these and other powerful statistical models to drive each collection activity.

We have made significant progress in developing our digital collection strategies, which we continue to optimize along with our collections websites. In developing our digital platform, we have allowed consumers to access account information, supporting documents and perform payments online. By leveraging direct mail, email and search engines we have bolstered data accumulation and collections payments through our digital platform. Innovation and investment in digital collection technology and speech analytics have enhanced our ability to collect and enabled us to quickly adapt to the varying operating conditions resulting from the COVID-19 pandemic, as they provide real-time insights that help optimize our interaction with consumers, as well as valuable information for training purposes.

Consumer Intelligence and Principled Intent. Across the full extent of our operations, we strive to treat consumers with respect, compassion and integrity. From affordable payment plans to hardship solutions, we work with our consumers as they attempt to return to financial health. We are committed to having a dialogue that is honorable and constructive and hope to play an important and positive role in our consumers' financial recovery. We believe that our interests and those of the financial institutions from which we purchase portfolios are closely aligned with the interests of government agencies seeking to protect consumer rights. To demonstrate our commitment to conducting business ethically, we developed our Consumer Bill of Rights. Its articles govern the principled treatment we aim to provide consumers. Operating with a consumer-first approach has built trust among consumers and issuers of consumer credit, allowing us to improve liquidation and maintain purchasing supply. We expect to continue to invest in infrastructure and processes that support consumer advocacy and financial literacy while promoting an appropriate balance between corporate and consumer responsibility.

At the core of our analytic approach is a focus on characterizing our consumers' willingness and ability to repay their financial obligations. In this effort, we apply tools and methods from statistics, economics, and management science across the full extent of our business. During portfolio valuation, we use internally developed proprietary statistical models that determine the likelihood and expected amount of collections from each consumer within a portfolio. Subsequently, the expectations for each account are aggregated to arrive at a portfolio-level liquidation model and a valuation for the entire portfolio is determined. During the collection process, we apply a number of proprietary operational frameworks to match our collection approach to an individual consumer's payment behavior.

Our data collection practices and analytics processes are designed with consumer experience in mind. Over time we have adjusted our execution to optimize lifetime liquidation with a high-touch, focused approach. We connect with the consumer through extended conversations and offer expanded interaction and payment options. Our analytics infrastructure provides insights to consumer sentiment, allowing us to tailor our communication and collections efforts to each consumer. This sustained consumer focus and other operational enhancements have led to improved liquidation effectiveness and fair consumer treatment.

Regulatory Expertise. Both the U.S. and UK markets have established regulatory systems and compliance requirements, benefiting scaled market participants such as Encore. Issuers of consumer debt sell charged-off receivables to a select universe of trusted buyers, further necessitating a robust compliance and regulatory framework. As the cost of compliance increases, economies of scale are important to the provision of cost effective credit management services. Our established regulatory framework uniquely positions us to capture new portfolios and realize cost-efficiencies.

Although MCM and Cabot both operate in developed and established credit markets, fundamental differences exist between the two from the standpoint of the regulatory approach being followed. The U.S. environment is governed by a rules-based approach which details specific rules on how the company should conduct operations when interacting with consumers. The UK landscape is principles-based in nature; outcomes and principles are set by the regulators. Parties under their purview are responsible for determining how to appropriately achieve the stated outcomes and principles. We have strategically structured our compliance infrastructure at MCM and Cabot to account for these key market-specific factors.

Many credit providers seek to do business with credit management companies that provide consistent, compliant and consumer-focused services to protect the credit provider's own reputation. Encore's established regulatory and compliance programs are a key differentiator that enables the Company to successfully and efficiently demonstrate its expertise to credit providers. MCM has achieved certification from all major U.S. issuers who sell their charged-off accounts to third parties. Cabot also maintains a leading track record of regulatory approval and was the first large UK-based credit management service company to receive full FCA authorization.

Strong Capital Stewardship. We continue to maintain a focus on raising and deploying capital prudently to maximize the return on our invested capital. Our operational scale and geographic diversification enable us to adjust to market trends and deploy capital to maximize risk-adjusted returns.

Operational Scale and Cost Efficiency. We are a market leader in portfolio purchasing and recovery in the United States and one of the largest credit management services providers in Europe. This operational scale combined with cost efficiency is central to our purchasing and collection strategies. We also experience considerable cost advantages stemming from our scale and focus on collecting in a cost-efficient manner. Our operations in India and Costa Rica have been critical to achieving these efficiencies.

Our Strategy

Competitive Advantage. We strive to enhance our competitive advantages through innovation, which we expect will result in collections growth and improved productivity. To continue generating strong risk-adjusted returns, we intend to continue investing in analytics and technology, risk management and compliance. We will also continue investing in initiatives that enhance our relationships with consumers, expand our digital capabilities and collections, improve liquidation rates on our portfolios or reduce costs.

Market Focus. We continue to concentrate on our core portfolio purchasing and recovery business in the U.S. and the U.K. markets, where scale helps us generate our highest risk-adjusted returns. We believe these markets have attractive structural characteristics including: (1) a large and consistent flow of purchasing opportunities; (2) a strong regulatory framework that creates advantages for firms with sufficient financial and operational capabilities; (3) a high degree of sophistication and data availability; and (4) stable long term returns and resilience in the event of macroeconomic disruption. In addition, we are strengthening our presence in Spain, France, Portugal and Ireland, each of which we believe shares a number of these same attractive market characteristics.

Balance Sheet Strength. We are focused on strengthening our balance sheet while delivering strong financial and operational results. This includes increasing our cash flow generation through efficient collection operations. Depending on our relative leverage, we may apply excess cash toward reducing our debt or, in circumstances in which we are operating within or below the lower end of our target leverage range, we may allocate capital toward share repurchases. Furthermore, we believe our global funding structure enhances access to capital markets and provides us with financial flexibility, particularly with respect to our ability to allocate capital to our markets with the best risk-adjusted returns.

Our Priority Framework

We have tailored our strategy to optimize our ability to achieve and maintain strong returns throughout the credit cycle. With respect to our balance sheet, we will strive to maintain financial flexibility and operate with leverage in a range that we believe benefits the company, and we also target a strong debt rating. Our capital allocation priorities include portfolio purchases at attractive returns, strategic merger and acquisition (M&A) consideration, and the return of capital to stockholders.

Purchasing Approach

We provide sellers of delinquent receivables liquidity and immediate value through the purchase of charged-off consumer receivables. We believe that we are a valuable partner to these sellers given our financial strength, focus on principled intent, and track record of financial success.

Identify purchase opportunities. We maintain relationships with various financial service providers such as banks, credit unions, consumer finance companies, retailers, utilities companies and government agencies. These relationships frequently generate recurring purchase opportunities. We identify purchase opportunities and secure, where possible, exclusive negotiation rights. We believe that we are a valued partner for credit originators from whom we purchase portfolios, and our ability to secure exclusive negotiation rights is typically a result of our strong relationships and our purchasing scale. Receivable portfolios are typically sold either through a general auction, in which the seller requests bids from market participants, or in a private sale where the buyer negotiates directly with a seller. The sale transaction can be either for a one-time spot purchase or for a "forward flow" contract. A "forward flow" contract is a commitment to purchase receivables over a duration that is typically three to twelve months, but can be longer, with specifically defined volume, frequency, and pricing. Typically, these

forward flow contracts have provisions that allow for early termination or price renegotiation should the underlying quality of the portfolio deteriorate over time or if any particular month's delivery is materially different than the original portfolio used to price the forward flow contract. In the U.S., where we have the ability in many of our forward flow contracts to terminate upon a certain specified amount of notice, we generally attempt to secure forward flow contracts for receivables because a consistent volume of receivables over a set duration can enable us to more accurately forecast and plan our operational needs.

Evaluate purchase opportunities using analytical models. Once a portfolio of interest is identified, we obtain detailed information regarding the portfolio's accounts, including certain information regarding the consumers themselves. We use this account-level information to perform due diligence and evaluate the portfolio. We use statistical analysis and forecasting to analyze this information to create expected future cash forecasts for the portfolio. Our collection expectations are based on, among other things, account characteristics and credit file variables, which we use to predict a consumer's willingness and ability to repay their debt. Our servicing strategy and collections channel capacity are also a major determinant of collections expectations and portfolio expected value. Additional adjustments to cash expectations are made to account for qualitative factors that may affect the payment behavior of our consumers (such as prior collection activities or the underwriting approach of the seller), and to ensure our valuations are aligned with our operations.

Formal approval process. Once we have determined the estimated value of the portfolio and have completed our qualitative due diligence, we present the purchase opportunity to our investment committee, which either sets the maximum purchase price for the portfolio based on an Internal Rate of Return ("IRR"), or declines to bid. Members of the investment committee vary based on the type, amount, IRR and jurisdiction of the purchase opportunity, but include our Chief Executive Officer and Chief Financial Officer for all material purchases.

We believe long-term success is best achieved by combining a diversified asset sourcing approach with an account-level scoring methodology and a disciplined evaluation process.

Collection Approach

MCM (United States)

We continue to expand and build upon the insight developed from previous collections when developing our account collection strategies for portfolios we have acquired. We refine our collection approach to determine the most effective collection strategy to pursue for each account. Our current collection approaches consist of:

- **Direct Mail and Email.** We develop innovative mail and email campaigns offering consumers payment programs, and occasionally appropriate discounts, to encourage settlement of their accounts.
- **Call Centers.** We maintain domestic collection call centers in Phoenix, Arizona, St. Cloud, Minnesota, Troy, Michigan, and Roanoke, Virginia and international call centers in Gurgaon, India and San Jose, Costa Rica. Call centers generally consist of multiple collection departments. Account managers supervised by group managers are trained and divided into specialty teams. Account managers assess our consumers' willingness and capacity to pay. They attempt to work with consumers to evaluate sources and means of repayment to achieve a lump sum settlement or develop payment programs customized to the individual's ability to pay. In cases where a payment plan is developed, account managers encourage consumers to pay through automatic payment arrangements. We continuously educate account managers to understand and apply applicable laws and policies that are relevant in the account manager's daily collection activities. Our ongoing training and monitoring efforts help ensure compliance with applicable laws and policies by account managers.
- **Digital Collections.** We have made significant progress in developing our digital strategies and continue to analyze and optimize our digital strategies and our collection website. Currently consumers can access their account information, view supporting documents and make payments through our website. We leverage direct mail, email, and search engines to promote our digital channel to our consumers. Account managers in our call centers are also encouraged to make consumers aware of our digital channels including our website. We expect digital collections to increase as we continue to develop our digital strategies and more consumers become aware of the digital channel.
- **Legal Action.** We generally refer accounts for legal action when the consumer has not responded to our direct mail efforts or our calls and it appears the consumer is able, but unwilling, to pay their obligations. When we decide to pursue legal action, we place the account into our internal legal channel or refer them to our network of retained law firms. If placed to our internal legal channel, attorneys in that channel will evaluate the accounts and make the final determination whether to pursue legal action. If referred to our network of retained law firms, we rely on our law firms' expertise with respect to applicable debt collection laws to evaluate the accounts placed in that channel in order to make the decision about whether or not to pursue collection litigation. Prior to engaging an external law

firm (and throughout our engagement of any external law firm), we monitor and evaluate the firm's compliance with consumer credit laws and regulations, operations, financial condition, and experience, among other key criteria. The law firms we hire may also attempt to communicate with the consumers in an attempt to collect their debts prior to initiating litigation. We pay these law firms a contingent fee based on amounts they collect on our behalf.

- **Third-Party Collection Agencies.** We selectively employ a strategy that uses collection agencies. Collection agencies receive a contingent fee based on amounts they collect on our behalf. Generally, we use these agencies when they can generate more collections than our internal call centers or can do so at a lower cost.
- **Inactive.** We strive to use our financial resources judiciously and efficiently by not deploying resources on accounts where the prospects of collection are remote based on a consumer's situation.
- **No Resale.** Our policy is to not resell accounts to third parties in the ordinary course of business.

We expand and build upon the insight developed during our purchase process when developing our account collection strategies for portfolios we have acquired. Our proprietary consumer-level collectability analysis is the primary determinant of whether an account is actively serviced post-purchase. The channel identification process is analogous to a decision tree where we first differentiate those consumers who we believe are unable to pay from those who we believe are able to pay. Consumers who we believe are financially incapable of making any payments, or are facing extenuating circumstances or hardships that would prevent them from making payments, are excluded from our collection process. It is our practice to attempt to contact consumers and assess each consumer's willingness to pay through analytics, phone calls, email and/or letters. If the consumer's contact information is unavailable or out of date, the account is routed to our skip tracing process, which includes the use of different skip tracing companies to provide accurate phone numbers and addresses. The consumers that engage with us are presented with payment plans that are intended to suit their needs or are sometimes offered discounts on their obligations. For the consumers that do not respond to our calls, emails or our letters we must then decide whether to pursue collections through legal action. Throughout our ownership period of accounts, we periodically refine our collection approach to determine the most effective collection strategy to pursue for each account.

Cabot (Europe)

In Europe, we also use direct mail and email, call centers, legal action, third-party collection agencies and digital methods to pursue collections.

We use insights developed during our purchasing process to build account collection strategies. Our proprietary consumer-level collectability analysis is the primary determinant of how an account will be serviced post-purchase. We continuously refine this analysis to determine the most effective collection strategy to pursue for each account we own. We purchase both paying portfolios, which consist of accounts where over 50% of the investment value is associated with consumers who are already repaying some of their debt, albeit at levels that still require the debt to be written off under the originators' internal accounting policies, and non-paying portfolios, where 50% or more of the investment value is associated with consumers who are not repaying some of their debt, which are higher risk and have less predictable cash flows than paying portfolios. Paying portfolios tend to have a higher purchase price relative to face value than non-paying accounts due to the higher expectations for collections, as well as lower anticipated collection costs. Non-paying portfolios often consist of a substantial number of accounts without contact details and for which the vendor has made numerous unsuccessful attempts to collect.

We employ a variety of collections strategies from the point of purchase, tailored to both the type of account and the consumer's financial strength. For paying accounts, we seek to engage with the consumers to transfer their payment stream to us and understand their detailed financial situation. For non-paying accounts, we apply a segmentation framework tailoring our communication and contact intensity in line with our assessment of their credit bureau data, the size of their debt, our belief as to the consumer's ability to pay their debt, and whether we have an existing relationship with them from other accounts. Where contact is made and consumers indicate both a willingness and ability to pay, we create tailor-made payment plans to suit the consumer's situation. In doing so, we utilize U.K. regulatory protocols to assess affordability and ensure their plan is fair, balanced and sustainable. Where we identify consumers with an ability to pay but who appear to be unwilling to pay their debt due, we pursue a range of collections strategies, which may include litigation processes in order to stimulate engagement and enable us to agree to a suitable plan. Scoring is applied in conjunction with manual selection criteria to determine whether litigation might be an option, also informing any enforcement action that may be deemed most appropriate to the consumer's situation. Relationships with consumers are maintained through the duration of the payment plan, seeking to review plans at least annually in order to take into account fluctuations in consumers' financial situations. Again, scoring is used to vary the intensity of contact effort, mirroring the likelihood of a consumer's financial situation having changed. In the event that a consumer breaks their plan, segmentation is used to tailor the communication and contact intensity as we seek to re-engage with the consumer and understand the reason for the break. By understanding the reason for the break we can tailor the solutions we recommend to rehabilitate the plan and put the consumer back on the path to financial recovery. In this way, we have built strong relationships with our consumer base with a robust repayment stream, reflected in exceptional customer service scores.

Debt Servicing

Our debt servicing operations, which are performed by subsidiaries of Cabot, include early stage collections, business process outsourcing and contingent collections for credit originators. We mainly provide debt servicing for consumer accounts, but also provide services for business-to-business accounts. We believe our debt servicing operations provide us: exposure to the oversight requirements of financial services clients that drive a continually evolving compliance agenda; access to proprietary debt purchase opportunities; and an opportunity to support clients across the collections and recoveries lifecycle, thereby allowing us to remain close to evolving trends.

Seasonality

MCM (United States)

While seasonality does not have a material impact on our business, collections are generally higher in the first three calendar quarters and are the slowest in the fourth calendar quarter. Relatively higher collections for a quarter can result in a lower cost-to-collect ratio compared to the other quarters, as our fixed costs are relatively constant and applied against a larger collection base. The seasonal impact on our business may also be influenced by our purchasing levels, the types of portfolios we purchase, and our operating strategies.

In addition, seasonality could have an impact on the relative level of quarterly earnings. In quarters with stronger collections, total costs are higher as a result of the additional efforts required to generate those collections. Since revenue for each pool group declines steadily over time, in quarters with higher collections and higher costs (e.g., the first three calendar quarters), all else being equal, earnings could be lower than in quarters with lower collections and lower costs (e.g., the fourth calendar quarter). Additionally, in quarters where a greater percentage of collections come from our legal and agency outsourcing channels, cost to collect will be higher than if there were more collections from our internal collection sites.

Cabot (Europe)

While seasonality does not have a material impact on European operations, in the years preceding the COVID-19 pandemic collections were generally strongest in the second and third calendar quarters and slower in the first and fourth quarters, largely driven by the impact of the December holiday season and the New Year holiday, and the related impact on consumers' ability to repay their balances. This drove a higher level of payment plan defaults over this period, which were typically repaired across the first quarter of the following year. The August vacation season in the United Kingdom also had an unfavorable effect on the level of collections, but this was traditionally compensated for by higher collections in July and September. Following the start of the COVID-19 pandemic there has been more variability in quarterly collections and the impact of seasonality has been more difficult to predict.

Compliance and Enterprise Risk Management

We have established a compliance management system framework, operational procedures, and governance structures to enable us to conduct business in accordance with applicable rules, regulations, and guidelines. Our philosophy rests on well-established risk management principles including a model leveraging three lines of defense. Our first line of defense consists of business lines or other operating units, whose role is to own and manage risks and associated mitigating controls. Our second

line of defense is comprised of strong legal, compliance, and enterprise risk management functions, who ensure that the business maintains policies and procedures in compliance with existing laws and regulations, advise the business on assessing risk and strengthening controls, and provide additional, related support. These second-line functions facilitate oversight by our management and Board of Directors and are responsible for promoting compliance with applicable laws and regulations, assisting in formulating and maintaining policies and procedures, and engaging in training, risk assessments, testing, monitoring, complaint response, compliance audits and corrective actions. Our third line of defense is provided by our internal audit function, providing independent assurance that both first and second line functions are performing their roles appropriately within the context of our framework.

Beyond written policies, one of our core internal goals is the adherence to principled intent as it pertains to all consumer interactions. We believe that it is in our shareholders' and our employees' best interest to treat all consumers with the highest standards of integrity. Specifically, we have strict policies and a code of ethics that guide all dealings with our consumers. Our employees undergo comprehensive training on legal and regulatory compliance, and we engage in regular call monitoring checks, data checks, performance reviews, and other operational reviews to ensure compliance with company guidelines.

Credit originators who sell us defaulted consumer receivables routinely conduct examinations of our collection practices and procedures and typically make reports with recommendations to us as to how they believe we can improve those practices and procedures. We respond to these reports in the ordinary course of business and make changes to our practices and procedures that we believe are appropriate to address any issues raised in such reports.

Information Technology

Our Technology. We strive to utilize best of breed technologies throughout our business from our core collection platforms and decision engines to our enterprise wide predictive dialer capability. Using these industry leading platforms in conjunction with certain company-specific integrations, provides us with an overall solution that enables us to both interact with consumers in their preferred manner, such as telephone calls, SMS, email, web chat, etc., as well as monitor such consumer interactions for compliance with applicable rules and regulations.

Process Control. To provide assurance that our technology solutions continue to operate efficiently and securely, we have developed strong process and control environments. These governance, risk management, and control protocols govern all areas of the enterprise, including from physical, information and cyber security, change management, data protection and segregation of duties.

Information Security. We divide our information security program into the three core tenets that we believe result in a solid information security practice: (1) Governance Risk and Compliance (GRC); (2) Security Operations; and (3) Security Engineering and Architecture. We invest in technologies to protect our organization and consumer and proprietary data throughout its life cycle. We believe that our adoption and implementation of leading security frameworks and certifications demonstrate our commitment to protecting consumer information and our enterprise. To ensure the integrity and reliability of our environment, we periodically engage outside specialists to examine and test our systems, technical posture as well as our detection and response capabilities, including our disaster recovery plans. Through this work, we are able to adopt recommendations and adjust our information and cyber security posture to the constantly changing threat landscape.

Competition

The consumer credit recovery industry is highly competitive in the United States, the United Kingdom and throughout Europe. We compete with a wide range of collection and financial services companies, traditional contingency collection agencies and in-house recovery departments. Competitive pressures affect the availability and pricing of receivable portfolios, as well as the availability and cost of qualified recovery personnel.

When purchasing receivables, we compete primarily on the basis of price, the ease of negotiating and closing the prospective portfolio purchases with us, our ability to obtain funding, and our reputation with respect to the quality of services that we provide. We believe that our ability to compete effectively in this market is also dependent upon, among other things, our relationships with credit originators and portfolio resellers of charged-off consumer receivables, and our ability to provide quality collection strategies in compliance with applicable laws.

We believe that smaller competitors in the United States and the United Kingdom are facing difficulties in the portfolio purchasing market because of the higher cost to operate due to increased regulatory pressure and scrutiny applied by regulators. In addition, sellers of charged-off consumer receivables are sensitive to the reputational risks involved in the industry and are therefore being more selective with buyers in the marketplace. We believe this favors larger participants in this market, such as us, that are better able to adapt to these pressures.

Government Regulation

There have been various governmental actions taken, or proposed, in response to the COVID-19 pandemic, such as limiting debt collection efforts and encouraging or requiring extensions, modifications or forbearance, with respect to certain loans and fees. In addition, in certain jurisdictions courts have closed and/or government actions have affected the litigation process. Government actions have not been consistent across jurisdictions and the efficacy and ultimate effect of such actions is not known. We continue to monitor federal, state and international regulatory developments in relation to COVID-19 and their potential impact on our operations.

MCM (United States)

Our U.S. debt purchasing business and collection activities are subject to federal, state, and municipal statutes, rules, regulations, and ordinances that establish specific requirements and procedures that debt purchasers and collectors must follow when collecting consumer accounts, including requirements to obtain and maintain relevant licenses in certain U.S. states in which we conduct our activities. It is our policy to comply with the provisions of all applicable laws in all of our recovery activities, including any applicable state licensing requirements. Our failure to comply with these laws or to maintain relevant state licenses could have a material adverse effect on us to the extent that they limit our recovery activities or subject us to fines or penalties in connection with such activities.

The federal Fair Debt Collection Practices Act ("FDCPA") and comparable state and local laws establish specific requirements and procedures that debt collectors must follow when communicating with consumers, including the time, place and manner of the communications, and prohibit unfair, deceptive, or abusive debt collection practices. Pursuant to the Dodd-Frank Wall Street Reform and Consumer Financial Protection Act of 2010 (the "Dodd-Frank Act"), Congress transferred the Federal Trade Commission's ("FTC") role of administering the FDCPA to the Consumer Financial Protection Bureau ("CFPB"), along with certain other federal statutes, and gave the CFPB authority to implement regulations under the FDCPA. The FTC and the CFPB share enforcement responsibilities under the FDCPA.

In addition to the FDCPA, the federal laws that directly or indirectly apply to our business (including the regulations that implement these laws) include, but are not limited to, the following:

- Dodd-Frank Act, including the Consumer Financial Protection Act (Title X of the Dodd-Frank Act, "CFPA")
- Electronic Fund Transfer Act and the CFPB's Regulation E
- Equal Credit Opportunity Act and the CFPB's Regulation B
- Fair Credit Billing Act
- Fair Credit Reporting Act ("FCRA") and the CFPB's Regulation V
- Federal Trade Commission Act ("FTCA")
- Gramm-Leach-Bliley Act and the CFPB's Regulation P
- Health Insurance Portability and Accountability Act
- Servicemembers' Civil Relief Act
- Telephone Consumer Protection Act ("TCPA")
- Truth In Lending Act and the CFPB's Regulation Z
- U.S. Bankruptcy Code
- Wire Act
- Credit CARD Act
- Foreign Corrupt Practices Act

The Dodd-Frank Act was adopted to reform and strengthen regulation and supervision of the U.S. financial services industry. It contains comprehensive provisions governing the oversight of financial institutions, some of which apply to us. Among other things, the Dodd-Frank Act established the CFPB, which has broad authority to implement and enforce "federal consumer financial law," as well as authority to examine financial institutions, including credit issuers that may be sellers of receivables and debt buyers and collectors such as us, for compliance with federal consumer financial law. The CFPB has broad authority to prevent unfair, deceptive, or abusive acts or practices by issuing regulations or by using its enforcement authority without first issuing regulations. State Attorneys General and state financial regulators have authority to enforce the CFPA's general prohibitions against unfair, deceptive, or abusive acts or practices, as well as state-specific prohibitions against unfair or deceptive acts or practices. Additionally, the FTCA prohibits unfair and deceptive acts or practices in connection with a trade or business and gives the FTC enforcement authority to prevent and redress violations of this prohibition.

The Dodd-Frank Act also gave the CFPB supervisory and examination authority over a variety of institutions that may engage in debt collection, including us. Accordingly, the CFPB is authorized to supervise and conduct examinations of our business practices. The prospect of supervision has increased the potential consequences of noncompliance with federal consumer financial law.

The CFPB can conduct hearings, adjudication proceedings, and investigations, either unilaterally or jointly with other state and federal regulators, to determine if federal consumer financial law has been violated. The CFPB has authority to impose monetary penalties for violations of applicable federal consumer financial laws (including the CFPA, FDCPA, and FCRA, among other consumer protection statutes), require remediation of practices, and pursue enforcement actions. The CFPB also has authority to obtain cease and desist orders (which can include orders for restitution or rescission of contracts, as well as other kinds of affirmative relief), costs, and monetary penalties ranging from \$5,000 per day for ordinary violations of federal consumer financial laws to \$25,000 per day for reckless violations and \$1 million per day for knowing violations. The CFPB has been active in its supervision, examination and enforcement of financial services companies, including bringing enforcement actions, imposing fines and mandating large refunds to customers of several financial institutions for practices relating to debt collection practices.

The CFPB and the FTC continue to devote substantial attention to debt collection activities, and, as a result, the CFPB and the FTC have brought multiple investigations and enforcement actions against debt collectors for violations of the FDCPA and other applicable laws. Continued regulatory scrutiny by the CFPB and the FTC over debt collection practices may result in additional investigations and enforcement actions against the debt collection industry.

In September 2015, we entered into a consent order (the “2015 Consent Order”) with the CFPB in which we settled allegations arising from our practices between 2011 and 2015. In September 2020, the CFPB filed a lawsuit alleging that we violated the 2015 Consent Order. In the lawsuit, the CFPB alleged that we did not perfectly adhere to certain operational provisions of the 2015 Consent Order, leading to alleged violations of federal consumer financial law. In October 2020, we entered into a stipulated judgment (“Stipulated Judgment”) with the CFPB to resolve the lawsuit. The Stipulated Judgment requires us to, among other things, continue to follow a narrow subset of the operational requirements contained in the 2015 Consent Order, all of which have long been part of our routine practices. In connection with the Stipulated Judgment, the CFPB formally terminated the 2015 Consent Order.

Additionally, we are subject to ancillary state Attorney General investigations related to similar debt collection practices. For example, in 2018, we entered into settlement agreements with the Attorneys General of 42 U.S. states and the District of Columbia in connection with our debt collection and litigation practices.

In October 2020, the CFPB issued final rules in the form of a new Regulation F to implement the Fair Debt Collection Practices Act, which rules restate and clarify prohibitions on harassment and abuse, false or misleading representations, and unfair practices by debt collectors when collecting consumer debt. The rules included provisions related to, among other things, the use of newer technologies (text, voicemail and email) to communicate with consumers and limits relating to telephonic communications. In December 2020, the CFPB also issued an additional debt collection final rule focused on consumer disclosures. This final rule amends Regulation F to provide additional requirements regarding validation information and disclosures provided at the outset of debt collection communications, prohibit suits and threats of suits regarding time-barred debt, and identify actions that must be taken before a debt collector may report information about a debt to consumer reporting agencies. The rules became effective on November 30, 2021. Based on our assessment of the rules, we believe that the new rules will not have a material incremental effect on our operations.

In addition, the CFPB has issued guidance in the form of bulletins on debt collection and credit furnishing activities generally, including one that specifically addresses representations regarding credit reports and credit scores during the debt collection process, another that focuses on the application of the CFPA’s prohibition of unfair, deceptive, or abusive acts or practices on debt collection and another that discusses the risks that in-person collection of consumer debt may create in violating the FDPCA and CFPA. The CFPB also accepts debt collection consumer complaints and released template letters for consumers to use when corresponding with debt collectors. The CFPB makes publicly available its data on consumer complaints. The Dodd-Frank Act also mandates the submission of multiple studies and reports to Congress by the CFPB, and CFPB staff regularly make speeches on topics related to credit and debt. All of these activities could trigger additional legislative or regulatory action. In addition, the CFPB has engaged in enforcement activity in sectors adjacent to our industry, impacting credit originators, collection firms, and payment processors, among others. The CFPB’s enforcement activity in these spaces, especially in the absence of clear rules or regulatory expectations, can be disruptive to third parties as they attempt to define appropriate business practices. As a result, certain commercial relationships we maintain may be disrupted or impacted by changes in third-parties’ business practices or perceptions of elevated risk relating to the debt collection industry.

Our activities are also subject to federal and state laws concerning identity theft, data privacy, and cybersecurity. The Gramm-Leach-Bliley Act and its implementing regulations require us generally to protect the confidentiality of our consumers’ nonpublic personal information and to disclose to our consumers our privacy policy and practices, including those regarding sharing consumers’ nonpublic personal information with third parties. In addition, the FCRA requires us to prevent identity theft and to securely dispose of consumer credit reports. Certain state laws impose similar or stricter privacy obligations as well as obligations to provide notification of security breaches of personal information to affected individuals, consumer reporting agencies, businesses and governmental agencies. The applicable regulatory framework for privacy and cybersecurity issues is evolving and uncertain. For example, the California Consumer Privacy Act (“CCPA”), which became effective January 1,

2020, imposes more stringent requirements on certain businesses with respect to California data privacy. The CCPA includes provisions that give California residents expanded rights to access and delete certain personal information, opt out of certain personal information sharing, and receive detailed information about how certain personal information is used. Compliance with any new or developing privacy laws in the United States, including any state or federal laws, may require significant resources and subject us to a variety of regulatory and private sanctions.

In addition to the federal statutes detailed above, many states have general consumer protection statutes, laws, regulations, or court rules that apply to debt purchasing and collection. In a number of states and cities, we must maintain licenses to perform debt recovery services and must satisfy ongoing compliance and bonding requirements. It is our policy to comply with all material licensing, compliance and bonding requirements. Our failure to comply with existing requirements, changing interpretations of existing requirements, or adoption of new requirements, could subject us to a variety of regulatory and private sanctions. These could include license suspension or revocation; orders or injunctive relief, including orders providing for rescission of transactions or other affirmative relief; and monetary relief, including restitution, damages, fines and/or penalties. In addition, failure to comply with state licensing and compliance requirements could restrict our ability to collect in regions, subject us to increased regulation, increase our costs, or adversely affect our ability to collect our receivables.

State laws, among other things, also may limit the interest rate and the fees that apply to our consumers' accounts, limit the time in which we may file legal actions to enforce those accounts, and require specific account information for certain collection activities. By way of example, the California Fair Debt Buying Practices Act that directly applies to debt buyers, applies to accounts sold after January 1, 2014. The law requires, among other things, debt buyers operating in California to have in their possession specific account information before debt collection efforts can begin. Moreover, the New York State Department of Financial Services issued debt collection regulations, which took effect in September 2015, that established requirements for collecting debt in the state. In addition, other state and local requirements and court rulings in various jurisdictions may also affect our ability to collect.

The relationship between consumers and credit card issuers is also extensively regulated by federal and state consumer protection and related laws and regulations. These laws may affect some of our operations because the majority of our receivables originate through credit card transactions. The laws and regulations applicable to credit card issuers, among other things, impose disclosure requirements when a credit card account is advertised, when it is applied for and when it is opened, at the end of monthly billing cycles, and at year-end. Federal law requires, among other things, that credit card issuers disclose to consumers the interest rates, fees, grace periods, and balance calculation methods associated with their credit card accounts. Some laws prohibit discriminatory practices in connection with the extension of credit. If the originating institution fails to comply with applicable statutes, rules, and regulations, it could create claims and rights for consumers that would reduce or eliminate their obligations related to those receivables. When we acquire receivables, we generally require the credit originator or portfolio reseller to represent that they have complied with applicable statutes, rules, and regulations relating to the origination and collection of the receivables before they were sold to us.

Federal statutes further provide that, in some cases, consumers cannot be held liable for, or their liability is limited with respect to, charges to their credit card accounts that resulted from unauthorized use of their credit cards. These laws, among others, may give consumers a legal cause of action against us, or may limit our ability to recover amounts owing with respect to the receivables, whether or not we committed any wrongful act or omission in connection with the account.

These laws and regulations, and others similar to the ones listed above, as well as laws applicable to specific types of debt, impose requirements or restrictions on collection methods or our ability to enforce and recover certain of our receivables. Effects of the law, including those described above, and any new or changed laws, rules, or regulations, and reinterpretation of the same, may adversely affect our ability to recover amounts owing with respect to our receivables or the sale of receivables by creditors and resellers.

Cabot (Europe)

Our operations in Europe are affected by local statutes, rules and regulations. It is our policy to comply with these laws in all of our recovery activities in Europe, where applicable.

Financial Conduct Authority Regulation. UK debt purchase and services collections businesses are principally regulated by the Financial Conduct Authority ("FCA"), the UK Information Commissioner's Office and the UK Office of Communications. Cabot has three regulated entities in the UK: the debt purchase brand Cabot Credit Management Group Limited ("CCMG"), the servicing brand Wescot Credit Services Limited ("Wescot") and Cabot's law firm, Mortimer Clarke Solicitors Limited ("Mortimer Clarke"). The FCA regards debt collection as a "high risk" activity primarily due to the potential impact that poor practice can have on already vulnerable consumers and as a result maintains a high focus on the sector. The FCA Handbook sets out the FCA rules and other provisions. Firms wishing to carry on regulated consumer credit activities must comply with all applicable sections of the FCA Handbook, including "Treating Customers Fairly" principles, as well as

the applicable consumer credit laws and regulations. The FCA also publishes guidance on various topics from time to time that it expects firms to comply with. In the context of the COVID-19 pandemic, the FCA has made it clear by way of its guidance to consumer credit and debt management firms that it expects such firms to adjust policies and lending and collection practices as necessary to accommodate customers that continue to experience financial difficulties as a result of the COVID-19 pandemic.

The FCA has applied its rules to consumer credit firms in a number of areas, including its high-level principles and conduct of business standards. In December 2021 the FCA published the Consumer Duty, which aims to provide a higher level of consumer protection in retail financial markets and combines existing consumer treatment requirements with enhanced standards. It is expected that the FCA will establish the final rules of the new Consumer Duty in July 2022. The FCA has significant powers and, as the FCA deepens its understanding of the industry through continued supervision, it is likely that the regulatory requirements applicable to the debt purchase industry will continue to increase via requirements such as the Consumer Duty. In addition, it is likely that the compliance framework that will be needed to continue to satisfy the FCA requirements will demand continued investment and resources in our compliance governance framework.

The Senior Managers and Certification Regime (“SMCR”), designed to drive accountability and risk ownership within businesses, came into effect for UK operations in December 2019, and affected the majority of colleagues who need to be aware and adhere to the required standards of conduct.

Companies authorized by the FCA must be able to demonstrate that they meet the threshold conditions for authorization and comply on an ongoing basis with the FCA’s high level standards for authorized firms, such as its Principles for Business (including the principle of “treating customers fairly”), and rules and guidance on systems and controls. In addition to the full authorization of its business with the FCA, CCMG, Wescot and Mortimer Clarke have appointed certain individuals who have significant control or influence over the management of the respective businesses, known as Senior Management Function Managers (“SMF Managers”). SMF Managers are subject to statements of principle and codes of practice established and enforced by the FCA.

The FCA has the ability to, among other things, impose significant fines, ban certain individuals from carrying on trade within the financial services industry, impose requirements on a firm’s permission, cease certain products from being collected upon and in extreme circumstances remove permissions to trade.

In addition to the permissions granted originally as part of its FCA authorization, in February 2017, CCMG was granted a variation of permissions from the FCA in order to administer regulated mortgage contracts.

Consumer protection. The Consumer Credit Act of 1974 (and its related regulations) (the “UK Consumer Credit Act”) and the UK Consumer Rights Act 2015 set forth requirements for the entry into and ongoing management of consumer credit arrangements in the United Kingdom. A failure to comply with these requirements can make agreements unenforceable or can result in a requirement that charged and collected interest be repaid. The FCA continue to review the provisions of the UK Consumer Credit Act and having up to this point prioritized changes linked to Brexit are now working with the UK Government to focus on terms that have been identified as requiring the most urgent updates.

Data protection. In addition to these regulations on debt collection and debt purchase activities, Cabot must comply with the General Data Protection Regulation 2016/679 (“GDPR”) and where applicable the UK Data Protection Act 2018. This substantially replaced the previous legislation (Data Protection Act of 1998) and introduced significant changes to the data protection regime including but not limited to: the conditions for obtaining consent to process personal data; transparency and providing information to individuals regarding the processing of their personal data; enhanced rights for individuals; notification obligations for personal data breach; and new supervisory authorities, including a European Data Protection Board (“EDPB”). Data Protection Officer(s) have been appointed for the UK, Spain and Ireland who are supported by Privacy Champions at each European/UK site to promote and enforce good data protection practices.

Ireland. The regulatory regime in Ireland has been subject to significant changes in recent years. In July 2015, the Irish Parliament introduced the Consumer Protection (Regulation of Credit Servicing Firms) Act 2015 (as amended, the “2015 Act”), which requires credit servicing firms to be regulated by the Central Bank of Ireland to ensure regulatory protection for consumers following the sale of consumer loan portfolios to unregulated entities. Cabot Financial (Ireland) Limited is authorized by the Central Bank of Ireland under Part V of the Central Bank Act 1997 as amended by the 2015 Act as a Credit Servicing Firm. As a result, Cabot Financial (Ireland) Limited is subject to the Central Bank of Ireland’s supervisory and enforcement regime and is subject to various regulatory consumer protection codes. Cabot Financial (Ireland) Limited was already obligated to ensure compliance with these codes through its contractual agreements to service loans on behalf of various Irish financial institutions and is audited on a regular basis against such obligations. The Central Bank of Ireland also maintains a register of key senior managers and has powers to act where individuals fail to meet the required standards of conduct. These powers are due to be further strengthened with the introduction of an enhanced regime in 2022 (SEARs – Senior Executive

Accountability Regime), this is expected to align to the UK SMCR and widen accountability and the nature of action that can be taken where the required standards are not achieved.

In June 2016, the United Kingdom held a referendum in which voters approved the United Kingdom's withdrawal from the European Union, commonly referred to as "Brexit." The United Kingdom formally exited the European Union on January 31, 2020 although an agreement was not reached until the end of the allocated transition period in December 2020. Even though an agreement has been reached there remains a significant lack of clarity over the terms of the United Kingdom's future relationship with the European Union in certain key areas including Financial Services, where a temporary additional transition period has been assigned while negotiations continue. The full impact of Brexit is still emerging and could, among other outcomes, disrupt the free movement of goods, services and people between the United Kingdom and the European Union, undermine bilateral cooperation in key policy areas and significantly disrupt trade between the United Kingdom and the European Union.

In October 2021 the Non Performing Loan Directive ("NPL Directive") was approved by the European Council with the implementation period commencing in December 2021. The purpose of the NPL Directive is to help develop an efficient, transparent and consistent secondary loan marketplace across Europe. The NPL Directive does not impact the UK based business and the full impact of the legislation on our business in Europe will be assessed over the coming months and will depend on current local regulatory regimes and the extent that the legislation is adopted by local governments. Implementation of the NPL Directive is required by December 31, 2023.

In addition, the other markets in which we currently operate (including Spain, France, Italy and Portugal) are subject to local laws and regulations, and we continue to review the required risk and compliance programs to facilitate compliance with applicable laws and regulations in those markets. Our operations outside the United States are subject to the U.S. Foreign Corrupt Practices Act, which prohibits U.S. companies and their agents and employees from providing anything of value to a foreign official for the purposes of influencing any act or decision of these individuals in order to obtain an unfair advantage, to help, obtain, or retain business.

Human Capital Management

As of December 31, 2021, we had 6,604 employees, of which approximately 20% were in the United States and 80% were in our international locations. We have no employees in North America represented by a labor union or subject to the terms of collective bargaining agreements. We have employees in Spain and the United Kingdom who are represented by collective bargaining agreements. We believe that our relations with our employees in all locations are positive.

Our approach to human capital management starts with a strong foundation anchored in our commitment to values and ethics. Attracting, developing and retaining talent is critical to executing our strategy and our ability to compete effectively. We believe in the importance of creating a diverse and inclusive work environment for our employees, supporting their well-being with fair and market-competitive pay and benefits, and investing in their growth and development.

We also value feedback from our employees and regularly survey them to understand how they feel about the company and subsequently take appropriate actions and employ employee engagement best practices to improve their work experience.

Commitment to Values and Ethics

We hold our employees to the highest ethical practices and decision making as guided by our Standards of Business Conduct (the "Standards"), which embody Encore's Mission, Vision and Values, provide guidance on specific behaviors, and set the foundation for ethical decision making. Our Standards reflect our commitment to operating in a fair, honest, responsible and ethical manner and provide direction for reporting complaints in the event of alleged violations of our policies (including through our Employee Compliance Hotline).

Diversity and Inclusion

At Encore, we are committed to cultivating an inclusive culture that reflects our consumers and our communities, where our actions and mindset ensure every individual can thrive. We see advancing Diversity and Inclusion as a journey that we will continually work on to build a better Encore for our employees and other stakeholders. We value diverse viewpoints and inclusive experiences and strive for balanced representation in our overall organization. We foster a culture of respect and inclusion in various ways, including offering unconscious bias and diversity training, tracking gender diversity, and celebrating diversity through global cultural appreciation initiatives. As of December 31, 2021, approximately 46% of our total workforce were women.

Financial, Health and Mental Well-Being

We strive to retain and attract the most talented employees by taking a holistic approach to well-being. This includes competitive compensation and benefits in the form of base salary, short-term incentives, opportunities for long-term incentives, retirement and financial support, and recognition programs as part of our financial well-being offerings. We also provide competitive benefits that include comprehensive health and welfare insurance, generous time-off and leave, and programs such as Employee Assistance Program, paid time off for volunteering activities, and wellness incentives to support the health and mental well-being of our employees.

In response to the global COVID-19 pandemic, we implemented programs and services that we determined were in the best interest of our employees, their families, our consumers and business partners, as well as the communities in which we operate. These include continued work-from-home arrangements for a majority of our eligible employees, reimbursement of certain home office related expenses, enhanced information technology (IT) support, backup childcare, enhanced medical insurance coverage, activities and programs supporting mental health, and regular communications and updates to employees.

Growth and Development

We are committed to actively fostering a learning culture and investing in ongoing professional and career development for our employees. We empower managers and employees with collective accountability for developing themselves and others, and promote ongoing dialogue, coaching, feedback, and improvement through our performance management practices. We offer employees an extensive number of programs and tools for their personal and professional development including instructor-led training courses, leadership development programs, on-demand virtual learning, individual development planning, mentoring, roles-based functional and technical training, compliance training, peer learning opportunities, and tuition reimbursement programs. We also aligned our talent and succession planning framework at a global level to support the development of our internal talent pipeline for current and future organizational needs, and to provide an overall health gauge of our global talent pool.

Item 1A—Risk Factors

There are risks and uncertainties in our business that could cause our actual results to differ from those anticipated. We urge you to read these risk factors carefully in connection with evaluating our business and in connection with the forward-looking statements and other information contained in this Annual Report on Form 10-K. Any of the risks described herein could affect our business, financial condition, or future results and the actual outcome of matters as to which forward-looking statements are made. The list of risks is not intended to be exhaustive, and the order in which the risks appear is not intended as an indication of their relative weight or importance. Additional risks and uncertainties not currently known to us, or that we currently deem to be immaterial, also may adversely affect our business, financial condition and/or operating results.

Risks Related to Our Business and Industry

The impact of the COVID-19 pandemic and the measures implemented to contain the spread of the virus have had, and could continue to have, an impact on our business and results of operations.

The COVID-19 pandemic and resulting containment measures have caused economic and financial disruptions that have adversely affected, and could continue to affect, our business and results of operations. The extent to which the pandemic will continue to affect our business and results of operations will depend on future developments that we are not able to predict, including the duration, spread and severity of the outbreak; the nature, extent and effectiveness of containment measures; the extent and duration of the effect on the economy; and how quickly and to what extent normal economic and operating conditions can resume. It is also possible that any adverse impacts of the pandemic and containment measures may continue once the pandemic is controlled.

The COVID-19 pandemic and resulting containment measures have contributed to among other things:

- Adverse impacts on our daily business operations and our ability to perform necessary business functions, including as a result of illness or as a result of restrictions on movement, which has caused expected delays in collections;
- Widespread changes to financial and economic conditions of consumers;
- Uncertainty in certain jurisdictions with respect to near-term availability of receivable portfolios that meet our purchasing standards;
- Governmental actions discussed, proposed or taken to provide forms of relief, such as limiting debt collections efforts and encouraging or requiring extensions, modifications or forbearance, with respect to certain loans and fees;
- Impacts on the court system and the legal process, which have impacted our ability to collect through the litigation process;
- Adverse impacts on third-party service providers;
- Impacts on capital and credit market conditions, which may limit our access to funding, increase our cost of capital, and affect our ability to meet liquidity needs;
- Increased spending on business continuity efforts and readiness efforts for returning to our offices, which may in turn require that we cut costs and investments in other areas; and
- An increased risk of an information or cyber security incident, fraud or a failure in the effectiveness of our compliance programs due to, among other things, an increase in remote work.

We do not yet know the full extent of how the COVID-19 pandemic could affect our business, results of operations and financial condition. However, the effects could have a material impact on our business and results of operations and heighten many of the other risks described in this “Risk Factors” section.

Financial and economic conditions affect the ability of consumers to pay their obligations, which could harm our financial results.

Economic conditions globally and locally directly affect unemployment and credit availability. Adverse conditions, economic changes, and financial disruptions place financial pressure on the consumer, which may reduce our ability to collect on our consumer receivable portfolios and may adversely affect the value of our consumer receivable portfolios. Further, increased financial pressures on the financially distressed consumer may result in additional regulatory requirements or restrictions on our operations and increased litigation filed against us. These conditions could increase our costs and harm our business, financial condition, and operating results.

We may not be able to purchase receivables at favorable prices, which could limit our growth or profitability.

Our ability to continue to operate profitably depends upon the continued availability of receivable portfolios that meet our purchasing standards and are cost-effective based upon projected collections exceeding our costs. Due, in part, to fluctuating prices for receivable portfolios, fluctuating supply and competition within the marketplace, there has been considerable variation in our purchasing volume and pricing from quarter to quarter and we expect that to continue. The volume of our portfolio purchases may be limited when prices are high and may or may not increase when portfolio pricing is more favorable to us. Further, our rates of return may decline when portfolio prices are high. We do not know how long portfolios will be available for purchase on terms acceptable to us, or at all.

The availability of receivable portfolios at favorable prices depends on a number of factors, including:

- volume of defaults in consumer debt;
- continued sale of receivable portfolios by originating institutions and portfolio resellers at sufficient volumes and acceptable price levels;
- competition in the marketplace;
- our ability to develop and maintain favorable relationships with key major credit originators and portfolio resellers;
- our ability to obtain adequate data from credit originators or portfolio resellers to appropriately evaluate the collectability of, estimate the value of, and collect on portfolios; and
- changes in laws and regulations governing consumer lending, bankruptcy, and collections.

We enter into “forward flow” contracts, which are commitments to purchase receivables on a periodic basis over a specified period of time in accordance with certain criteria, which may include a specifically defined volume, frequency, and pricing. In periods of decreasing prices, we may end up paying an amount higher for such debt portfolios in a forward flow contract than we would otherwise agree to pay at the time for a spot purchase, which could result in reduced returns. We would likely only be able to terminate such forward flow agreements in certain limited circumstances.

In addition, because of the length of time involved in collecting charged-off consumer receivables on acquired portfolios and the volatility in the timing of our collections, we may not be able to identify trends and make changes in our purchasing strategies in a timely manner. Ultimately, if we are unable to continually purchase and collect on a sufficient volume of receivables to generate cash collections that exceed our costs or to generate satisfactory returns, our business, financial condition and operating results will be adversely affected.

A significant portion of our portfolio purchases during any period may be concentrated with a small number of sellers, which could adversely affect our volume and timing of purchases.

A significant percentage of our portfolio purchases for any given fiscal quarter or year may be concentrated with a few large sellers, some of which may also involve forward flow arrangements. We cannot be certain that any of our significant sellers will continue to sell charged-off receivables to us, that such sales would be on terms or in quantities acceptable to us, or that we would be able to replace these purchases with purchases from other sellers.

A significant decrease in the volume of portfolio available from any of our principal sellers would force us to seek alternative sources of charged-off receivables.

We may be unable to find alternative sources from which to purchase charged-off receivables, and even if we could successfully replace these purchases, the search could take time and the receivables could be of lower quality, cost more, or both, any of which could adversely affect our business, financial condition and operating results.

We face intense competition that could impair our ability to maintain or grow our purchasing volumes.

The charged-off receivables purchasing market is highly competitive. We compete with a wide range of other purchasers of charged-off consumer receivables. To the extent our competitors are able to better maximize recoveries on their assets or are willing to accept lower rates of return, we may not be able to grow or sustain our purchasing volumes or we may be forced to acquire portfolios at expected rates of return lower than our historical rates of return. Some of our competitors may obtain alternative sources of financing at more favorable rates than those available to us, the proceeds from which may be used to fund expansion and to increase the amount of charged-off receivables they purchase.

We face bidding competition in our acquisition of charged-off consumer receivables. We believe that successful bids are predominantly awarded based on price and, to a lesser extent, based on service, reputation, and relationships with the sellers of charged-off receivables. Some of our current competitors, and potential new competitors, may have more effective pricing and collection models, greater adaptability to changing market needs, and more established relationships in our industry than we do. Moreover, our competitors may elect to pay prices for portfolios that we determine are not economically sustainable and, in that event, we may not be able to continue to offer competitive bids for charged-off receivables.

If we are unable to develop and expand our business or to adapt to changing market needs as well as our current or future competitors, we may experience reduced access to portfolios of charged-off consumer receivables in sufficient face value amounts at appropriate prices, which could adversely affect our business, financial condition and operating results.

We may purchase receivable portfolios that are unprofitable or we may not be able to collect sufficient amounts to recover our costs and to fund our operations.

We acquire and service charged-off receivables that the obligors have failed to pay and the sellers have deemed uncollectible and have written off. The originating institutions and/or portfolio resellers generally make numerous attempts to recover on these nonperforming receivables, often using a combination of their in-house collection and legal departments, as well as third-party collection agencies. In order to operate profitably over the long term, we must continually purchase and collect on a sufficient volume of charged-off receivables to generate revenue that exceeds our costs. These receivables are difficult to collect, and we may not be successful in collecting amounts sufficient to cover the costs associated with purchasing the receivables and funding our operations. If we are not able to collect on these receivables, collect sufficient amounts to cover our costs or generate satisfactory returns, this may adversely affect our business, financial condition and operating results.

We may experience losses on portfolios consisting of new types of receivables or receivables in new geographies due to our lack of collection experience with these receivables, which could harm our business, financial condition and operating results.

We continually look for opportunities to expand the classes of assets that make up the portfolios we acquire. Therefore, we may acquire portfolios consisting of assets with which we have little or no collection experience or portfolios of receivables in new geographies where we do not historically maintain an operational footprint. Our lack of experience with these assets may hinder our ability to generate expected levels of profits from these portfolios. Further, our existing methods of collections may prove ineffective for these new receivables, and we may not be able to collect on these portfolios. Our inexperience with these receivables may have an adverse effect on our business, financial condition and operating results.

The statistical models we use to project remaining cash flows from our receivable portfolios may prove to be inaccurate and, if so, our financial results may be adversely affected.

We use internally developed models to project the remaining cash flows from our receivable portfolios. These models consider known data about our consumers' accounts, including, among other things, our collection experience and changes in external consumer factors, in addition to data known when we acquire the accounts. Our models also consider data provided by third parties including public sources. We may not be able to achieve the collections forecasted by our models. Our models may not appropriately identify or assess all material factors and yield correct or accurate forecasts as our historical collection experience may not reflect current or future realities. We also have no control over the accuracy of information received from third parties. If such information is not accurate our models may not accurately project estimated remaining cash flows. If we are not able to achieve the levels of forecasted collection, our revenues will be reduced or we may be required to record a charge, which may adversely affect our business, financial condition and operating results.

A significant portion of our collections relies upon our success in individual lawsuits brought against consumers and our ability to collect on judgments in our favor.

We generate a significant portion of our revenue by collecting on judgments that are granted by courts in lawsuits filed against consumers. A decrease in the willingness of courts to grant these judgments, a change in the requirements for filing these cases or obtaining these judgments, or a decrease in our ability to collect on these judgments could have an adverse effect on our business, financial condition and operating results. As we increase our use of the legal channel for collections, our short-term margins may decrease as a result of an increase in upfront court costs and costs related to counter claims. We may not be able to collect on certain aged accounts because of applicable statutes of limitations and we may be subject to adverse effects of regulatory changes. Further, courts in certain jurisdictions require that a copy of the account statements or applications be attached to the pleadings in order to obtain a judgment against consumers. If we are unable to produce those account documents, these courts could deny our claims, and our business, financial condition and operating results may be adversely affected.

Increases in costs associated with our collections through collection litigation can raise our costs associated with our collection strategies and the individual lawsuits brought against consumers to collect on judgments in our favor.

We have substantial collection activity through our legal collections channel and, as a consequence, increases in upfront court costs, costs related to counterclaims, and other court costs may increase our total cost in collecting on accounts in this channel, which may have an adverse effect on our business, financial condition and operating results.

Our business, financial condition and operating results may be adversely affected if consumer bankruptcy filings increase or if bankruptcy laws change.

Our business model may be uniquely vulnerable to an economic recession, which typically results in an increase in the amount of defaulted consumer receivables, thereby contributing to an increase in the amount of personal bankruptcy filings. Under certain bankruptcy filings, a consumer's assets are sold to repay credit originators, with priority given to holders of secured debt. Since the defaulted consumer receivables we purchase are generally unsecured, we often are not able to collect on those receivables. In addition, since we purchase receivables that may have been delinquent for a long period of time, this may be an indication that many of the consumers from whom we collect will be unable to pay their debts going forward and are more likely to file for bankruptcy in an economic recession. Furthermore, potential changes to existing bankruptcy laws could contribute to an increase in consumer bankruptcy filings. We cannot be certain that our collection experience would not decline with an increase in consumer bankruptcy filings. If our actual collection experience with respect to a defaulted consumer receivable portfolio is significantly lower than we projected when we purchased the portfolio, our business, financial condition and operating results could be adversely affected.

We are subject to audits conducted by sellers of debt portfolios and may be required to implement specific changes to our policies and practices as a result of adverse findings by such sellers as a part of the audit process, which could limit our ability to purchase debt portfolios from them in the future, which could materially and adversely affect our business.

Pursuant to purchase contracts, we are subject to audits that are conducted by sellers of debt portfolios. Such audits may occur with little notice and the assessment criteria used by each seller varies based on their own requirements, policies and standards. Although much of the assessment criteria is based on regulatory requirements, we may be asked to comply with additional terms and conditions that are unique to particular debt originators. From time to time, sellers may believe that we are not in compliance with certain of their criteria and in such cases, we may be required to dedicate resources and to incur expenses to address such concerns, including the implementation of new policies and procedures. In addition, to the extent that we are unable to satisfy the requirements of a particular seller, such seller could remove us from their panel of preferred purchasers, which could limit our ability to purchase debt portfolios from that seller in the future, which could adversely affect our business, financial condition and operating results.

We rely on third parties to provide us with services in connection with certain aspects of our business, and any failure by these third parties to perform their obligations, or our inability to arrange for alternative third-party providers for such services, could have an adverse effect on our business, financial condition and operating results.

We use outside collection services to collect a substantial portion of our charged-off receivables. We are dependent upon the efforts of third-party service providers including collection agencies, law firms, data providers, tracing service providers and other servicers to help service and collect our charged-off receivables. Our third-party servicers could fail to perform collection services for us adequately, remit those collections to us or otherwise perform their obligations adequately. In addition, one or more of those third-party service providers could cease operations abruptly or become insolvent, or our relationships with such third-party service providers may otherwise change adversely. Further, we might not be able to secure replacement third-party service providers or promptly transfer account information to our new third-party service provider or in-house in the event our agreements with our third-party collection agencies and attorneys were terminated. In addition, to the extent these third-party service providers violate laws, other regulatory requirements or their contractual obligations, or act inappropriately in the conduct of their business, our business and reputation could be negatively affected or penalties could be directly imposed upon us. Any of the foregoing factors could cause our business, financial condition and operating results to be adversely affected.

We have entered into agreements with third parties to provide us with services in connection with our business, including payment processing, credit card authorization and processing, payroll processing, record keeping for retirement and benefit plans and certain information technology functions. Any failure by a third party to provide us with contracted services on a timely basis or within service level expectations and performance standards may have an adverse effect on our business, financial condition and operating results. In addition, we may be unable to find, or enter into agreements with, suitable replacement third party providers for such services, which could adversely affect our business, financial condition and operating results.

We are dependent on our data gathering systems and proprietary consumer profiles, and if access to such data was lost or became public, our business could be materially and adversely affected.

Our models and consumer databases provide information that is critical to our business. We rely on data provided to us by multiple credit reference agencies, our servicing partners and other sources in order to operate our systems, develop our proprietary consumer profiles and run our business generally. If these credit reference agencies were to terminate their agreements or stop providing us with data for any reason, for example, due to a change in governmental regulation, or if they were to considerably raise the price of their services, our business could be materially and adversely affected. Also, if any of the proprietary information or data that we use became public, for example, due to a change in government regulations, we could lose a significant competitive advantage and our business could be negatively impacted.

If we become unable to continue to acquire or use information and data in the manner in which it is currently acquired and used, or if we were prohibited from accessing or aggregating the data in these systems or profiles for any reason, we may lose a significant competitive advantage, in particular if our competitors continue to be able to acquire and use such data, and our business could be materially and adversely affected.

If our technology and telecommunications systems were to fail, or if we are not able to successfully anticipate, invest in, or adopt technological advances within our industry, it could have an adverse effect on our operations.

Our success depends in large part on sophisticated computer and telecommunications systems. The temporary or permanent loss of our computer and telecommunications equipment and software systems, through casualty, operating malfunction, software virus, or service provider failure, could disrupt our operations. In the normal course of our business, we must record and process significant amounts of data quickly and accurately to properly bid on prospective acquisitions of receivable portfolios and to access, maintain, and expand the databases we use for our collection activities. Any simultaneous failure of our information systems and their backup systems would interrupt our business operations.

In addition, our business relies on computer and telecommunications technologies, and our ability to integrate new technologies into our business is essential to our competitive position and our success. We may not be successful in anticipating, investing in, or adopting technological changes on a timely or cost-effective basis. Computer and telecommunications technologies are evolving rapidly and are characterized by short product life cycles.

We continue to make significant modifications to our information systems to ensure that they continue to be adequate for our current and foreseeable demands and continued expansion, and our future growth may require additional investment in these systems. These system modifications may exceed our cost or time estimates for completion or may be unsuccessful. If we cannot update our information systems effectively, our business, financial condition and operating results may be adversely affected.

In the event of a cyber security breach or similar incident, our business and operations could suffer.

We rely on information technology networks and systems to process and store electronic information. We collect and store sensitive data, including personally identifiable information of our consumers, on our information technology networks. Despite the implementation of security measures, our information technology networks and systems have been, and in the future may be, vulnerable to disruptions and shutdowns due to attacks by hackers or breaches due to malfeasance by contractors, employees and others who have access to our networks and systems. The occurrence of any of these cyber security events could compromise our networks and the information stored on our networks could be accessed. Any such access could disrupt our operations, adversely affect the willingness of sellers to sell to us or result in legal claims, liability, reputational damage or regulatory penalties under laws protecting the privacy of personal information, any of which could adversely affect our business, financial condition and operating results.

We have significant international operations, which exposes us to additional risks and uncertainties.

Our international operations subject us to a number of additional risks and uncertainties, including:

- compliance with and changes in international laws, including regulatory and compliance requirements that could affect our business;
- differing accounting standards and practices;
- increased exposure to U.S. laws that apply abroad, such as the Foreign Corrupt Practices Act, and exposure to other anti-corruption laws such as the U.K. Bribery Act;
- social, political and economic instability or recessions;
- fluctuations in foreign economies and currency exchange rates;

- difficulty in hiring, staffing and managing qualified and proficient local employees and advisors to run international operations;
- the difficulty of managing and operating an international enterprise, including difficulties in maintaining effective communications with employees due to distance, language, and cultural barriers;
- difficulties implementing and maintaining effective internal controls and risk management and compliance initiatives;
- potential disagreements with our joint venture business partners;
- differing labor regulations and business practices; and
- foreign and, in some circumstances, U.S. tax consequences.

Each of these could adversely affect our business, financial condition and operating results.

We may not be able to adequately protect the intellectual property rights upon which we rely and, as a result, any lack of protection may diminish our competitive advantage.

We rely on proprietary software programs and valuation and collection processes and techniques, and we believe that these assets provide us with a competitive advantage. We consider our proprietary software, processes, and techniques to be trade secrets, but they are not protected by patent or registered copyright. We may not be able to protect our technology and data resources adequately, which may diminish our competitive advantage, which may, in turn, adversely affect our business, financial condition and operating results.

The United Kingdom's exit from the European Union could have a material adverse effect on our business, financial condition and results of operations.

In June 2016, the United Kingdom held a referendum in which voters approved the United Kingdom's exit from the E.U., commonly referred to as "Brexit." The United Kingdom formally exited the European Union on January 31, 2020 although an agreement was not reached until the end of the allocated transition period in December 31, 2020. Even though an agreement has been reached there remains a significant lack of clarity over the terms of the United Kingdom's future relationship with the European Union in certain key areas including financial services where a temporary additional transition period has been assigned while negotiations continue.

These developments may have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. In addition, Brexit has caused, and may continue to cause, both significant volatility in global stock markets and currency exchange rate fluctuations, as well as create significant uncertainty among United Kingdom businesses and investors. We generate a significant portion of our earnings in the United Kingdom, and any of the foregoing factors could have a material adverse effect on our business, financial condition and operating results.

Exchange rate fluctuations could adversely affect our business, financial condition and operating results.

Because we conduct some business in currencies other than U.S. dollars, primarily the British Pound, but report our financial results in U.S. dollars, we face exposure to fluctuations in currency exchange rates upon translation of these business results into U.S. dollars. In the normal course of business, we may employ various strategies to manage these risks, including the use of derivative instruments. These strategies may not be effective in protecting us against the effects of fluctuations from movements in foreign exchange rates. Fluctuations in foreign currency exchange rates could adversely affect our financial condition and operating results.

Risks Related to Government Regulation and Litigation

Our business is subject to extensive laws and regulations, which have increased and may continue to increase.

As noted in detail in "Item 1 - Part 1 - Business - Government Regulation" of this Annual Report on Form 10-K, extensive laws and regulations directly apply to key portions of our business. These laws and regulations are also subject to review from time to time and may be subject to significant change. Changes in laws and regulations applicable to our operations, or the manner in which they are interpreted or applied, could limit our activities in the future or could significantly increase the cost of regulatory compliance. These negative effects could result from changes in collection laws and guidance, laws related to credit reporting, consumer bankruptcy laws, laws related to the management and enforcement of consumer debt, court and enforcement procedures, the statute of limitation for debts, accounting standards, taxation requirements, employment laws, communications laws, data privacy and protection laws, anti-bribery and corruption laws and anti-money laundering laws. For example, on October 30, 2020, the CFPB issued final rules in the form of new Regulation F to implement the Fair Debt Collection Practices

Act, which rules restate and clarify prohibitions on harassment and abuse, false or misleading representations, and unfair practices by debt collectors when collecting consumer debt as discussed in more detail under “Part I - Item 1—Business - Government Regulation.”

We sometimes purchase accounts in asset classes that are subject to industry-specific and/or issuer-specific restrictions that limit the collection methods that we can use on those accounts. Further, we have seen a trend in laws, rules and regulations requiring increased availability of historic information about receivables in order to collect. If credit originators or portfolio resellers are unable or unwilling to meet these evolving requirements, we may be unable to collect on certain accounts. Our inability to collect sufficient amounts from these accounts, through available collection methods, could adversely affect our business, financial condition and operating results.

In addition, the CFPB has engaged in enforcement activity in sectors adjacent to our industry, impacting credit originators, collection firms, and payment processors, among others. Enforcement activity in these spaces by the CFPB or others, especially in the absence of clear rules or regulatory expectations, may be disruptive to third parties as they attempt to define appropriate business practices. As a result, certain commercial relationships we maintain may be disrupted or impacted by changes in third-parties’ business practices or perceptions of elevated risk relating to the debt collection industry, which could reduce our revenues, or increase our expenses, and consequently adversely affect our business, financial condition and operating results.

Additional consumer protection or privacy laws, rules and regulations may be enacted, or existing laws, rules or regulations may be reinterpreted or enforced in a different manner, imposing additional restrictions or requirements on the collection of receivables.

Any of the developments described above may adversely affect our ability to purchase and collect on receivables and may increase our costs associated with regulatory compliance, which could adversely affect our business, financial condition and operating results.

Failure to comply with government regulation could result in the suspension, termination or impairment of our ability to conduct business, may require the payment of significant fines and penalties, or require other significant expenditures.

The U.S. collections industry is heavily regulated under various federal, state, and local laws, rules, and regulations. Many states and several cities require that we be licensed as a debt collection company. The CFPB, FTC, state Attorneys General and other regulatory bodies have the authority to investigate a variety of matters, including consumer complaints against debt collection companies, and can bring enforcement actions and seek monetary penalties, consumer restitution, and injunctive relief. If we, or our third-party collection agencies or law firms fail to comply with applicable laws, rules, and regulations, including, but not limited to, identity theft, privacy, data security, the use of automated dialing equipment, laws related to consumer protection, debt collection, and laws applicable to specific types of debt, it could result in the suspension or termination of our ability to conduct collection operations, which would adversely affect us. Further, our ability to collect our receivables may be affected by state laws, which require that certain types of account documentation be presented prior to the institution of any collection activities.

Our failure or the failure of third-party agencies and attorneys, or the credit originators or portfolio resellers selling receivables to us, to comply with existing or new laws, rules, or regulations could limit our ability to recover on receivables, affect the willingness of financial institutions to sell portfolios to us, cause us to pay damages to consumers or result in fines or penalties, which could reduce our revenues, or increase our expenses, and consequently adversely affect our business, financial condition and operating results. For example, on September 8, 2020, the CFPB filed a lawsuit alleging that Encore and certain of our US subsidiaries had violated a consent order (the “2015 Consent Order”) pursuant to which we had previously settled allegations raised by the CFPB arising from practices during the period between 2011 and 2015. In the lawsuit, the CFPB alleged that we did not perfectly adhere to certain operational provisions of the 2015 Consent Order, leading to alleged violations of federal consumer financial law. On October 15, 2020, we entered into a stipulated judgment (“Stipulated Judgment”) with the CFPB to resolve the lawsuit. The Stipulated Judgment requires us to, among other things: (1) continue to follow a narrow subset of the operational requirements contained in the 2015 Consent Order, all of which have long been part of the Company’s routine practices; (2) pay a \$15.0 million civil monetary penalty; and (3) provide redress of approximately \$9,000 to 14 affected consumers, which is in addition to approximately \$70,000 of redress that the Company had previously voluntarily provided.

In addition, new federal, state or local laws or regulations, or changes in the ways these rules or laws are interpreted or enforced, could limit our activities in the future and/or significantly increase the cost of regulatory compliance.

Our operations outside the United States are subject to foreign and U.S. laws and regulations that apply to our international operations, including GDPR, the U.K. Consumer Credit Act, the Foreign Corrupt Practices Act, the U.K. Bribery Act and other local laws prohibiting corrupt payments to government officials. Violations of these laws and regulations could result in fines and penalties, criminal sanctions, prohibitions on the conduct of our business and reputational damage.

The debt purchase and collections sector and the broader consumer credit industry in the United Kingdom, Ireland and the other European jurisdictions in which we operate are also highly regulated under various laws and regulations. This legislation is principles-based and therefore the interpretation of compliance is complex and may change over time. Failure to comply with any applicable laws, regulations, rules or contractual compliance obligations could result in investigations, information gathering, public censures, financial penalties, disciplinary measures, liability and/or enforcement actions, including licenses or permissions that we need to do business not being granted or being revoked or the suspension or termination of our ability to conduct collections. In addition, our debt purchase contracts with vendors include certain conditions and failure to comply or revocation of a permission or authorization, or other actions taken by us that may damage the reputation of the vendor, may entitle the vendor to terminate any agreements with us. Damage to our reputation, whether because of a failure to comply with applicable laws, regulations or rules, revocation of a permission or authorization, any other regulatory action or our failure to comply with contractual compliance obligations, could deter vendors from choosing us as their debt purchase or collections provider.

Compliance with this extensive regulatory framework is expensive and labor-intensive. Any of the foregoing could have an adverse effect on our business, financial condition and operating results.

We are subject to ongoing risks of regulatory investigations and litigation, including individual and class action lawsuits, under consumer credit, consumer protection, theft, privacy, collections, and other laws, and we may be subject to awards of substantial damages or be required to make other expenditures or change our business practices as a result.

We operate in an extremely litigious climate and currently are, and may in the future be, named as defendants in litigation, including individual and class action lawsuits under consumer credit, consumer protection, theft, privacy, data security, automated dialing equipment, debt collections, and other laws. Many of these cases present novel issues on which there is no clear legal precedent, which increases the difficulty in predicting both the potential outcomes and costs of defending these cases. We are subject to ongoing risks of regulatory investigations, inquiries, litigation, and other actions by the CFPB, FTC, FCA, state Attorneys General, Central Bank of Ireland or other governmental bodies relating to our activities. For example, on September 8, 2020, the CFPB filed a lawsuit alleging that Encore and certain of its US subsidiaries had violated the 2015 Consent Order. On October 15, 2020, we entered into the Stipulated Judgment with the CFPB to resolve the lawsuit. These litigation and regulatory actions involve potential compensatory or punitive damage claims, fines, costs, sanctions, civil monetary penalties, consumer restitution, or injunctive relief, as well as other forms of relief, that could require us to pay damages, make other expenditures or result in changes to our business practices. Any changes to our business practices could result in lower collections, increased cost to collect or reductions in estimated remaining collections. Actual losses incurred by us in connection with judgments or settlements of these matters may be more than our associated reserves. Further, defending lawsuits and responding to governmental inquiries or investigations, regardless of their merit, could be costly and divert management's attention from the operation of our business. All of these factors could have an adverse effect on our business, financial condition and operating results.

Negative publicity associated with litigation, governmental investigations, regulatory actions, cyber security breaches and other public statements could damage our reputation.

From time to time there are negative news stories about our industry or company, especially with respect to alleged conduct in collecting debt from consumers. These stories may follow the announcements of litigation or regulatory actions involving us or others in our industry. Negative publicity about our alleged or actual debt collection practices, about the debt collection industry in general or our cyber security could adversely affect our stock price, our position in the marketplace in which we compete, and our ability to purchase charged-off receivables, any of which could have an adverse effect on our business, financial condition and operating results.

Risks Related to Our Indebtedness and Common Stock

Our significant indebtedness could adversely affect our financial health and could harm our ability to react to changes to our business.

As described in greater detail in "Note 6: Borrowings" to our consolidated financial statements, as of December 31, 2021, our total long-term indebtedness outstanding was approximately \$3.0 billion. Our substantial indebtedness could have important consequences to investors. For example, it could:

- increase our vulnerability to general economic downturns and industry conditions;

- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate requirements;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- place us at a competitive disadvantage compared to competitors that have less debt;
- increase our exposure to market and regulatory changes that could diminish the amount and value of our inventory that we borrow against under our secured credit facilities; and
- limit, along with the financial and other restrictive covenants contained in the documents governing our indebtedness, our ability to borrow additional funds, make investments and incur liens, among other things.

Any of these factors could adversely affect our business, financial condition and operating results.

Servicing our indebtedness requires a significant amount of cash, and we may not have sufficient cash flow from our business to pay our substantial indebtedness.

Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness or to make cash payments in connection with any conversion or exchange of our convertible notes or exchangeable notes, respectively, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not continue to generate cash flow from operations in the future sufficient to service our indebtedness and make necessary capital expenditures. If we are unable to generate adequate cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring indebtedness or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our indebtedness will depend on the capital markets and our financial condition at that time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations which could, in turn, adversely affect our business, financial condition and operating results.

Despite our current indebtedness levels, we may still incur substantially more indebtedness or take other actions which would intensify the risks discussed above.

Despite our current consolidated indebtedness levels, we and our subsidiaries may be able to incur substantial additional indebtedness in the future. We are not restricted under the terms of the indentures governing our convertible notes or exchangeable notes from incurring additional indebtedness, securing existing or future indebtedness, recapitalizing our indebtedness or taking a number of other actions that could have the effect of diminishing our ability to make payments on our indebtedness. Although our credit facilities and other existing debt currently limit the ability of us and certain of our subsidiaries to incur certain additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, additional indebtedness incurred in compliance with these restrictions, including additional secured indebtedness, could be substantial. Also, these restrictions will not prevent us from incurring obligations that do not constitute indebtedness. To the extent new indebtedness or other new obligations are added to our current levels, the risks described above could intensify.

We may not be able to continue to satisfy the covenants in our debt agreements.

Our debt agreements impose a number of covenants, including restrictive covenants on how we operate our business. Failure to satisfy any one of these covenants could result in negative consequences including the following, each of which could have an adverse effect on our business, financial condition and operating results:

- acceleration or amortization of outstanding indebtedness;
- exercise by our lenders of rights with respect to the collateral pledged under certain of our outstanding indebtedness;
- our inability to continue to purchase receivables needed to operate our business;
- decrease in the level of liquidity that can be accessed under certain of our debt agreements; or
- our inability to secure alternative financing on favorable terms, if at all.

In particular, the Global Senior Facility also requires the Company and the guarantors to observe certain customary affirmative covenants, including three maintenance covenants. These require the Company to ensure that the LTV Ratio (as defined in the Global Senior Facility) does not exceed 0.75 and the SSRCF Ratio (as defined in the Global Senior Facility) does not exceed 0.275. The Company is further required to maintain a Fixed Charge Coverage Ratio (as defined in the Global Senior Facility) of at least 2.0. These financial covenants are, subject in the case of the LTV Ratio to a minimum drawing requirement, tested quarterly (or with respect to the SSRCF Ratio, monthly). The breach of any of these maintenance covenants could lead to the consequences referred to above.

Increases in interest rates could adversely affect our business, financial condition and operating results.

Portions of our outstanding debt bear interest at a variable rate. Increases in interest rates could increase our interest expense which would, in turn, lower our earnings. We may periodically evaluate whether to enter into derivative financial instruments, such as interest rate swap agreements, to reduce our exposure to fluctuations in interest rates on variable interest rate debt and their impact on earnings and cash flows. These strategies may not be effective in protecting us against the effects of fluctuations from movements in interest rates. Increases in interest rates could adversely affect our business, financial condition and operating results.

Changes in the method pursuant to which LIBOR rates are determined, including the potential phasing out of LIBOR after 2021, may affect the value of the financial obligations to be held or issued by us that are linked to LIBOR, or our results of operations or financial condition.

Certain of our debt and other financial instruments have interest rates tied to LIBOR. The Chief Executive of the United Kingdom Financial Conduct Authority (“FCA”), which regulates LIBOR, has announced that the FCA will no longer persuade or compel banks to submit rates for the calculation of LIBOR after 2021. However, the ICE Benchmark Administration, in its capacity as administrator of U.S. Dollar LIBOR, has announced that it intends to extend publication of certain U.S. Dollar LIBOR rates to June 2023. Notwithstanding this possible extension, a joint statement by key regulatory authorities calls on banks to cease entering into new contracts that use U.S. Dollar LIBOR as a reference rate after 2021.

At this time, it is not possible to predict the effect any discontinuance, modification or other reforms to LIBOR, or the establishment of alternative reference rates, may have on our cost of capital. Any further changes or reforms to the determination or supervision of LIBOR may result in a sudden or prolonged increase or decrease in reported LIBOR, which could have an adverse impact on extensions of credit held by us and could have a material adverse effect on us.

Our common stock price may be subject to significant fluctuations and volatility.

The market price of our common stock has been subject to significant fluctuations. These fluctuations could continue. Among the factors that could affect our stock price are:

- our operating and financial performance and prospects;
- our ability to repay our debt;
- our access to financial and capital markets to refinance our debt;
- investor perceptions of us and the industry and markets in which we operate;
- future sales of equity or equity-related securities;
- changes in earnings estimates or buy/sell recommendations by analysts;
- changes in the supply of, demand for or price of portfolios;
- our acquisition activity, including our expansion into new markets;
- regulatory changes affecting our industry generally or our business and operations;
- general financial, domestic, international, economic and other market conditions; and
- the number of short positions on our stock at any particular time.

The stock market in recent years has experienced significant price and volume fluctuations that have often been unrelated to the operating performance of companies. The market price of our common stock could fluctuate significantly for many reasons, including in response to the risks described in this Annual Report on Form 10-K, elsewhere in our filings with the SEC from time to time or for reasons unrelated to our operations, such as reports by industry analysts, investor perceptions or negative announcements by our customers, competitors or suppliers regarding their own performance, as well as industry conditions and general financial, economic and political instability.

The price of our common stock could also be affected by possible sales of our common stock by investors who view our

convertible notes or exchangeable notes as a more attractive means of equity participation in us and by hedging or arbitrage trading activity that we expect to develop involving our common stock.

If securities or industry analysts have a negative outlook regarding our stock or our industry, or our operating results do not meet their expectations, our stock price could decline. The trading market for our common stock is influenced by the research and reports that industry or securities analysts publish about us. If one or more of the analysts who cover our company downgrade our stock or if our operating results do not meet their expectations, our stock price could decline.

Future sales of our common stock or the issuance of other equity securities may adversely affect the market price of our common stock.

In the future, we may sell additional shares of our common stock or other equity or equity-related securities to raise capital or issue equity securities to finance acquisitions. In addition, a substantial number of shares of our common stock are reserved for issuance upon conversion of our convertible notes and exchangeable notes and our at-the-market equity offering program. We are not restricted from issuing additional common stock, including securities that are convertible into or exchangeable for, or that represent the right to receive, common stock.

The liquidity and trading volume of our common stock is limited. The issuance or sale of substantial amounts of our common stock or other equity or equity-related securities (or the perception that such issuances or sales may occur) could adversely affect the market price of our common stock as well as our ability to raise capital through the sale of additional equity or equity-related securities. We cannot predict the effect that future issuances or sales of our common stock or other equity or equity-related securities would have on the market price of our common stock.

We may not have the ability to raise the funds necessary to repurchase our notes upon a fundamental change or change of control or to settle conversions or exchanges in cash, and our future indebtedness may contain limitations on our ability to pay cash upon conversion of our convertible notes.

Holders of our notes will have the right to require us to repurchase their notes upon the occurrence of a fundamental change or a change of control at a repurchase price equal to 100% of their principal amount, plus accrued and unpaid interest, if any. In addition, upon a conversion or exchange of notes we will be required to make cash payments for each \$1,000 in principal amount of notes converted or exchanged of at least the lesser of \$1,000 and the sum of certain daily conversion values. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of the notes surrendered therefor or to settle conversions or exchanges in cash. In addition, certain of our debt agreements contain restrictive covenants that limit our ability to engage in specified types of transactions, which may affect our ability to repurchase our notes. Further, our ability to repurchase our notes or to pay cash upon conversion or exchange may be limited by law, by regulatory authority or by agreements governing our future indebtedness. Our failure to repurchase the notes or to pay cash upon conversion or exchange of the notes at a time when the repurchase or cash payment upon conversion or exchange is required by any indenture pursuant to which the notes were offered would constitute a default under the relevant indenture. Such default could constitute a default under other agreements governing our indebtedness. If the repayment of any indebtedness were to be accelerated, we may not have sufficient funds to repay such indebtedness and repurchase the notes.

Provisions in our charter documents and Delaware law may delay or prevent acquisition of us, which could decrease the value of shares of our common stock.

Our certificate of incorporation and bylaws and Delaware law contain provisions that could make it more difficult for a third party to acquire us without the consent of our Board of Directors. These provisions include advance notice provisions, limitations on actions by our stockholders by written consent and special approval requirements for transactions involving interested stockholders. We are authorized to issue up to five million shares of preferred stock, the relative rights and preferences of which may be fixed by our Board of Directors, subject to the provisions of our articles of incorporation, without stockholder approval. The issuance of preferred stock could be used to dilute the stock ownership of a potential hostile acquirer. The provisions that discourage potential acquisitions of us and adversely affect the voting power of the holders of common stock may adversely affect the price of our common stock and the value of the Convertible Notes.

General

We are dependent on our management team for the adoption and implementation of our strategies and the loss of its services could have an adverse effect on our business.

Our management team has considerable experience in finance, banking, consumer collections, and other industries. We believe that the expertise of our executives obtained by managing businesses across numerous other industries has been critical to the enhancement of our operations. Our management team has created a culture of new ideas and progressive thinking, coupled with increased use of technology and statistical analysis. The management teams at each of our operating subsidiaries are also important to the success of their respective operations. The loss of the services of one or more key members of

management could disrupt our collective operations and seriously impair our ability to continue to acquire or collect on portfolios of charged-off receivables and to manage and expand our business, any of which could have an adverse effect on our business, financial condition and operating results.

We may make acquisitions that prove unsuccessful and any mergers, acquisitions, dispositions or joint venture activities may change our business and financial results and introduce new risks.

From time to time, we may make acquisitions of, or otherwise invest in, other companies that could complement our business, including the acquisition of entities in diverse geographic regions and entities offering greater access to businesses and markets that we do not currently serve. The acquisitions we make may be unprofitable or may take some time to achieve profitability. In addition, we may not successfully operate the businesses that we acquire, or may not successfully integrate these businesses with our own, which may result in our inability to maintain our goals, objectives, standards, controls, policies, culture, or profitability. Through acquisitions, we may enter markets in which we have limited or no experience. Any acquisition may result in a potentially dilutive issuance of equity securities, and the incurrence of additional debt which could reduce our profitability. We also pursue dispositions and joint ventures from time to time. Any such transactions could change our business lines, geographic reach, financial results or capital structure. Our company could be larger or smaller after any such transactions and may have a different investment profile.

We may consume resources in pursuing business opportunities, financings or other transactions that are not consummated, which may strain or divert our resources.

We anticipate that the investigation of various transactions, and the negotiation, drafting, and execution of relevant agreements, disclosure documents and other instruments with respect to such transactions, will require substantial management time and attention and substantial costs for financial advisors, accountants, attorneys and other advisors. If a decision is made not to consummate a specific transaction, the costs incurred up to that point for the proposed transaction likely would not be recoverable. Furthermore, even if an agreement is reached relating to a specific transaction, we may fail to consummate the transaction for any number of reasons, including those beyond our control. Any such event could consume significant management time and result in a loss to us of the related costs incurred, which could adversely affect our financial position and our business.

Failure to establish and maintain effective internal controls could have a material adverse effect on the accuracy and timing of our financial reporting in future periods.

As a publicly traded company, we are subject to the Securities Exchange Act of 1934 (the "Exchange Act") and the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley Act"). The Sarbanes-Oxley Act requires that we maintain effective disclosure controls and procedures and internal control over financial reporting.

During the year ended December 31, 2021, we determined that we did not design and maintain effective controls within our Midland Credit Management operating unit with respect to the determination of certain qualitative factors applied to our estimates of future recoveries. This was evidenced by our failure to sufficiently document and substantiate certain qualitative factors that were applied to the output of our quantitative forecasting model during the year ended December 31, 2021. Accordingly, management has determined that this is a control deficiency that constitutes a material weakness.

A material weakness is a deficiency or combination of deficiencies in internal control over financial reporting that results in a more than reasonable possibility that a material misstatement of annual or interim financial statements will not be prevented or detected on a timely basis.

We are in the process of implementing remedial measures to address the material weakness and we expect that the remediation of this material weakness will be completed no later than December 31, 2022. However we cannot ensure that our efforts will be successful, or that we have identified all material weaknesses. Any failure to implement these remedial measures and to achieve and maintain effective internal controls and disclosure controls and procedures could have a material adverse effect on the market for our common stock.

For a discussion of our internal controls over financial reporting and a description of the identified material weakness, see Part II, Item 9A. Controls and Procedures of this Annual Report on Form 10-K.

Item 1B—Unresolved Staff Comments

None.

Item 2—Properties

We lease office space for our corporate headquarters in San Diego, California. We also lease office space for our call centers, internal legal and consumer support services in the United States, Costa Rica, India, the United Kingdom and other European countries. We believe that our current leased facilities are generally well maintained and in good operating condition. We believe that these facilities are suitable and sufficient for our operational needs. Our policy is to improve, replace, and supplement the facilities as considered appropriate to meet the needs of our operations.

Item 3—Legal Proceedings

We are involved in disputes, legal actions, regulatory investigations, inquiries, and other actions from time to time in the ordinary course of business. Although no assurance can be given with respect to the outcome of these or any other actions and the effect such outcomes may have, based on our current knowledge, we believe any liability resulting from the outcome of such disputes, legal actions, regulatory investigations, inquiries, and other actions will not have a material adverse effect on our business, financial position or results of operations.

For additional information see “Note 13: Commitments and Contingencies” to the consolidated financial statements.

Item 4—Mine Safety Disclosures

Not applicable.

PART II

Item 5—Market for the Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock is traded on the NASDAQ Global Select Market under the symbol “ECPG.”

The closing price of our common stock on February 17, 2022, was \$71.51 per share and there were 26 stockholders of record. Because many of our shares of common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial owners of our stock represented by these stockholders of record.

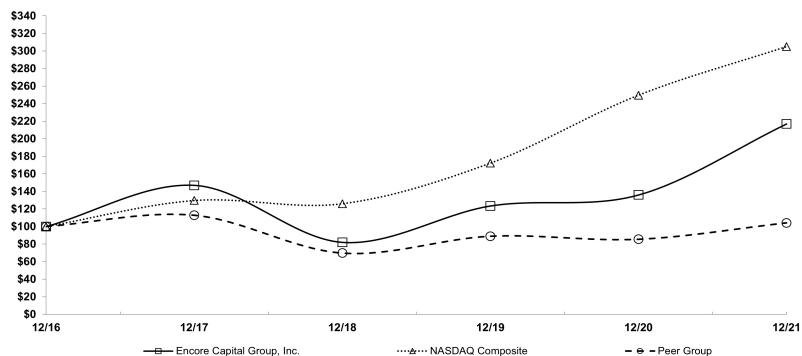
Performance Graph

The following performance graph and related information shall not be deemed “soliciting material” or “filed” with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each, as amended, except to the extent that we specifically incorporate it by reference into such filing.

The following graph compares the total cumulative stockholder return on our common stock for the period from December 31, 2016 through December 31, 2021, with the cumulative total return of (a) the NASDAQ Composite Index, (b) a peer group consisting of B2Holding, Hoist Finance, Intrum, Kruk and PRA Group, Inc. which we believe are comparable companies. Arrow Global was removed from the peer group presented for 2021 as it became a private company. The comparison assumes that \$100 was invested on December 31, 2016, in our common stock and in each of the comparison indices (including reinvestment of dividends). The stock price performance reflected in the following graph is not necessarily indicative of future stock price performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Encore Capital Group, Inc., the NASDAQ Composite Index, and Peer Group



	12/16	12/17	12/18	12/19	12/20	12/21
Encore Capital Group, Inc.	\$ 100.00	\$ 146.95	\$ 82.02	\$ 123.42	\$ 135.95	\$ 216.79
NASDAQ Composite Index	\$ 100.00	\$ 129.64	\$ 125.96	\$ 172.18	\$ 249.51	\$ 304.85
Peer Group	\$ 100.00	\$ 112.77	\$ 69.76	\$ 88.92	\$ 85.46	\$ 104.12

Dividend Policy

As a public company, we have never declared or paid dividends on our common stock. The declaration, payment, and amount of future dividends, if any, is subject to the discretion of our Board of Directors, which may review our dividend policy from time to time in light of the then existing relevant facts and circumstances. Our ability to pay dividends may be restricted by covenants in certain of the indentures governing our senior secured notes and by the terms of our global senior secured

revolving credit facility (“Global Senior Facility”). We may also be subject to additional dividend restrictions under future debt agreements or the terms of securities we may issue in the future.

Share Repurchases

In August 2015, our Board of Directors approved a \$50.0 million share repurchase program. In May 2021, we announced that the Board of Directors had approved an increase in the size of the repurchase program from \$50.0 million to \$300.0 million (an increase of \$250.0 million). Repurchases under this program are expected to be made from cash on hand and/or a drawing from our Global Senior Facility, and may be made from time to time, subject to market conditions and other factors, in the open market, through private transactions, block transactions, or other methods as determined by management and our Board of Directors, and in accordance with market conditions, other corporate considerations, and applicable regulatory requirements. The program does not obligate us to acquire any particular amount of common stock, and it may be modified or suspended at any time at our discretion. During the three months ended December 31, 2021, we repurchased 621,177 shares of our common stock for approximately \$33.1 million under the share repurchase program. Our practice is to retire the shares repurchased.

On November 4, 2021, we commenced a modified “Dutch Auction” tender offer to purchase up to \$300.0 million of shares of our common stock with a price range between \$52.00 and \$60.00 per share. On December 9, 2021, we announced the final results of the tender offer. Through the tender offer, we purchased 4,471,995 shares of common stock at a price of \$60.00 per share, for a total cost of \$268.3 million, excluding fees and expenses. The shares purchased through the tender offer were immediately retired.

The following table presents information with respect to purchases of our common stock during the three months ended December 31, 2021:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares (or Approximate Dollar Value) That May Yet Be Purchased Under the Publicly Announced Plans or Programs ⁽¹⁾
October 1, 2021 to October 31, 2021	406,270	\$ 51.72	406,270	\$ 190,869,343
November 1, 2021 to November 30, 2021 ⁽¹⁾	119,682	\$ 53.82	119,682	\$ 484,428,058
December 1, 2021 to December 31, 2021 ⁽¹⁾	4,567,220	\$ 59.98	4,567,220	\$ 178,805,902
Total	5,093,172	\$ 59.17	5,093,172	\$ 178,805,902

(1) On November 4, 2021, we commenced a modified “Dutch Auction” tender offer to purchase up to \$300.0 million of shares of our common stock. In December 2021, we repurchased 4,471,995 shares through the tender offer at a price of \$60.00 for a total amount of \$268.3 million.

Recent Sales of Unregistered Securities

None.

Equity Compensation Plan Information

See Item 12—“Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.”

Item 6—[Reserved]

Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis is intended to help investors understand our business, financial condition, results of operations, liquidity and capital resources. You should read this discussion together with our consolidated financial statements and related notes thereto included elsewhere in this Annual Report on Form 10-K. This Annual Report on Form 10-K contains "forward-looking statements" relating to Encore Capital Group, Inc. ("Encore") and its subsidiaries (which we may collectively refer to as the "Company," "we," "our" or "us") within the meaning of the securities laws. The words "believe," "expect," "anticipate," "estimate," "project," "intend," "plan," "will," "may," and similar expressions often characterize forward-looking statements. These statements may include, but are not limited to, projections of collections, revenues, income or loss, estimates of capital expenditures, plans for future operations, products or services, and financing needs or plans, as well as assumptions relating to these matters. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we caution that these expectations or predictions may not prove to be correct or we may not achieve the financial results, savings or other benefits anticipated in the forward-looking statements. These forward-looking statements are necessarily estimates reflecting the best judgment of our senior management and involve a number of risks and uncertainties, some of which may be beyond our control or cannot be predicted or quantified, that could cause actual results to differ materially from those suggested by the forward-looking statements. Many factors including, but not limited to, those set forth in this Annual Report on Form 10-K under "Part I, Item 1A—Risk Factors," could cause our actual results, performance, achievements, or industry results to be very different from the results, performance, achievements or industry results expressed or implied by these forward-looking statements. Our business, financial condition, or results of operations could also be materially and adversely affected by other factors besides those listed. Forward-looking statements speak only as of the date the statements were made. We do not undertake any obligation to update or revise any forward-looking statements to reflect new information or future events, or for any other reason, even if experience or future events make it clear that any expected results expressed or implied by these forward-looking statements will not be realized. In addition, it is generally our policy not to make any specific projections as to future earnings, and we do not endorse projections regarding future performance that may be made by third parties.

Our Business

We are an international specialty finance company providing debt recovery solutions and other related services for consumers across a broad range of financial assets. We purchase portfolios of defaulted consumer receivables at deep discounts to face value and manage them by working with individuals as they repay their obligations and work toward financial recovery. Defaulted receivables are consumers' unpaid financial commitments to credit originators, including banks, credit unions, consumer finance companies and commercial retailers. Defaulted receivables may also include receivables subject to bankruptcy proceedings. We also provide debt servicing and other portfolio management services to credit originators for non-performing loans in Europe.

Encore Capital Group, Inc. ("Encore") has three primary business units: MCM, which consists of Midland Credit Management, Inc. and its subsidiaries and domestic affiliates; Cabot, which consists of Cabot Credit Management Limited ("CCM") and its subsidiaries and European affiliates, and LAAP, which is comprised of our investments and operations in Latin America and Asia-Pacific.

MCM (United States)

Through MCM, we are a market leader in portfolio purchasing and recovery in the United States, including Puerto Rico.

Cabot (Europe)

Through Cabot, we are one of the largest credit management services providers in Europe and a market leader in the United Kingdom. Cabot, in addition to its primary business of portfolio purchasing and recovery, also provides a range of debt servicing offerings such as early stage collections, business process outsourcing ("BPO"), and contingent collections, including through Wescot Credit Services Limited ("Wescot"), a leading U.K. contingency debt collection and BPO services company.

LAAP (Latin America and Asia-Pacific)

We have purchased non-performing loans in Mexico. Additionally, we have invested in Encore Asset Reconstruction Company ("EARC") in India. We previously owned non-performing loans in Colombia and Peru (sold in August 2021) and Brazil (sold in April 2020).

To date, operating results from LAAP have not been significant to our total consolidated operating results. Our long-term growth strategy is focused on continuing to invest in our core portfolio purchasing and recovery business in the United States and United Kingdom and strengthening and developing our business in the rest of Europe.

Recent Developments

In March 2020, the World Health Organization declared the outbreak of the novel coronavirus (“COVID-19”) a pandemic, which has resulted in authorities implementing numerous measures to contain the virus, including travel bans and restrictions, quarantines, shelter-in-place orders, and business limitations and shutdowns (including court closures in certain jurisdictions). While we are unable to accurately predict the full impact that COVID-19 will have on our results from operations, financial condition, liquidity and cash flows due to numerous uncertainties, including the duration and severity of the pandemic and containment measures, our compliance with these measures has impacted our day-to-day operations and could disrupt our business and operations for an indefinite period of time. Through a combination of work-from-home and social distancing, we remain fully operational in all the markets we serve. As a result of the COVID-19 pandemic and the resulting containment measures, we have observed, among other things, a decrease in market supply in both US and Europe driven mainly by a decrease in charge off rates.

Government Regulation

As discussed in more detail under “Part I - Item 1—Business - Government Regulation” contained in this Annual Report on Form 10-K, our operations in the United States are subject to federal, state and municipal statutes, rules, regulations and ordinances that establish specific guidelines and procedures that debt purchasers and collectors must follow when collecting consumer accounts, including among others, specific guidelines and procedures for communicating with consumers and prohibitions on unfair, deceptive or abusive debt collection practices. Additionally, our operations in Europe are affected by foreign statutes, rules and regulations regarding debt collection and debt purchase activities. These statutes, rules, regulations, ordinances, guidelines and procedures are modified from time to time by the relevant authorities charged with their administration, which could affect the way we conduct our business.

Portfolio Purchasing and Recovery

MCM (United States)

In the United States, the defaulted consumer receivable portfolios we purchase are primarily charged-off credit card debt portfolios. A small percentage of our capital deployment in the United States is comprised of receivable portfolios subject to Chapter 13 and Chapter 7 bankruptcy proceedings.

We purchase receivables based on robust, account-level valuation methods and employ proprietary statistical and behavioral models across our U.S. operations. These methods and models allow us to value portfolios accurately (limiting the risk of overpaying), avoid buying portfolios that are incompatible with our methods or strategies and align the accounts we purchase with our business channels to maximize future collections. As a result, we have been able to realize significant returns from the receivables we acquire. We maintain strong relationships with many of the largest financial service providers in the United States.

Cabot (Europe)

In Europe, our purchased under-performing debt portfolios primarily consist of paying and non-paying consumer loan accounts. We also purchase: (1) portfolios that are in insolvency status, in particular, individual voluntary arrangements; and (2) non-performing secured mortgage portfolios and real estate assets previously securing mortgage portfolios. When we take possession of the underlying real estate assets or purchase real estate assets, we refer to those as real estate-owned assets, or REO assets.

We purchase paying and non-paying receivable portfolios using a proprietary pricing model that utilizes account-level statistical and behavioral data. This model allows us to value portfolios accurately and quantify portfolio performance in order to maximize future collections. As a result, we have been able to realize significant returns from the assets we have acquired. We maintain strong relationships with many of the largest financial services providers in the United Kingdom and continue to expand in the United Kingdom and the rest of Europe with our acquisitions of portfolios.

Purchases and Collections**Portfolio Pricing, Supply and Demand****MCM (United States)**

Issuers have continued to sell predominantly fresh portfolios. Fresh portfolios are portfolios that are generally sold within six months of the consumer's account being charged-off by the financial institution. Pricing in the fourth quarter was somewhat higher than in previous periods. Issuers continued to sell their volume in mostly forward flow arrangements that are often committed early in the calendar year. We are closely monitoring the impacts of the COVID-19 pandemic on pricing and supply. We have observed a decrease in supply as a result of the COVID-19 pandemic, but expect supply to increase once again.

We believe that smaller competitors continue to face difficulties in the portfolio purchasing market because of the high cost to operate due to regulatory pressure and because issuers are being more selective with buyers in the marketplace. We believe this favors larger participants, like MCM, because the larger market participants are better able to adapt to these pressures and commit to larger forward flow agreements.

Cabot (Europe)

The U.K. market for charged-off portfolios has generally provided a relatively consistent pipeline of opportunities over the past few years, despite historically low charge-off rates, as creditors have embedded debt sales as an integral part of their business models and consumer indebtedness has continued to grow since the financial crisis.

The Spanish debt market continues to be one of the largest in Europe with significant debt sales activity, and an expectation of a significant amount of debt to be sold and serviced in the future. Additionally, financial institutions continue to experience both market and regulatory pressure to dispose of non-performing loans, which should continue to provide debt purchasing opportunities in Spain.

Across all of our European markets, we are closely monitoring the impacts of the COVID-19 pandemic on pricing and supply of portfolios to purchase. Due to the COVID-19 pandemic, banks decreased portfolio sales during 2020 in order to focus on customers' needs. While we have seen a resumption of sales activity across many of our European markets in 2021, underlying default rates are generally low by historic levels, and sales levels are expected to fluctuate from quarter to quarter as banks seek to re-establish a more stable debt sales strategy. In general, supply remains below pre-pandemic levels while portfolio pricing has become more competitive across our European footprint.

Purchases by Geographic Location

The following table summarizes the geographic locations of receivable portfolios we purchased during the periods presented (*in thousands*):

	Year Ended December 31,					
	2021		2020		2019	
MCM (United States)	\$	408,741	\$	542,973	\$	681,777
Cabot (Europe)		255,788		116,899		306,504
Other geographies		—		—		11,577
Total purchases of receivable portfolios	\$	664,529	\$	659,872	\$	999,858

In the United States, capital deployment decreased during the year ended December 31, 2021, as compared to 2020. The majority of our deployments in the U.S. come from forward flow agreements, and the timing, contract duration, and volumes for each contract can fluctuate leading to variation when comparing to prior periods. The decrease in purchases in the U.S. is a result of a decrease in supply, which we believe is temporary. Capital deployment also decreased for the year ended December 31, 2020, as compared to 2019, primarily due to a decrease in supply and our cautious approach to purchasing at the beginning of the COVID-19 pandemic when the potential impacts were relatively unknown.

In Europe, capital deployment increased during the year ended December 31, 2021, as compared to 2020. The increase was primarily the result of significantly lower capital deployment during the prior year driven by limited supply of portfolios and a continuation of our selective purchasing process. European capital deployment decreased for the year ended December 31, 2020, as compared to 2019. The decrease was primarily the result of a relatively limited supply of portfolios during the year ended December 31, 2020 and a heightened return expectation as a result of greater uncertainty relating to the future impact of the COVID-19 pandemic.

The average purchase price as a percentage of face value was 11.5%, 11.3%, and 8.6% for the years ended December 31, 2021, 2020, and 2019, respectively. The average purchase price, as a percentage of face value, varies from period to period depending on, among other factors, the type and quality of the accounts purchased and the length of time from charge-off to the time we purchase the portfolios. For example, the average purchase price as a percentage of face value is higher for fresh portfolios as compared to more seasoned portfolios because we generally expect higher collections from fresh paper. Further, paying portfolios tend to have a higher purchase price relative to face value than non-paying accounts due to the higher expectations for collections, as well as lower anticipated collection costs. As a result, in periods that we purchase a higher percentage of fresh paper or paying portfolios, we expect that our purchase price as a percentage of face value would be higher than would be in periods where a higher ratio of seasoned paper or non-paying portfolios were purchased.

During the years ended December 31, 2021, 2020, and 2019, we also invested \$17.1 million, \$1.5 million, and \$30.9 million in REO assets, respectively.

Collections from Purchased Receivables by Channel and Geographic Location

We utilize three channels for the collection of our purchased receivables: call center and digital collections; legal collections; and collection agencies. The call center and digital collections channel consists of collections that result from our call centers, direct mail program and online collections. The legal collections channel consists of collections that result from our internal legal channel or from our network of retained law firms. The collection agencies channel consists of collections from third-party collection agencies that we utilize when we believe they can liquidate better or less expensively than we can or to supplement capacity in our internal call centers. The collection agencies channel also includes collections on accounts purchased where we maintain the collection agency servicing until the accounts can be recalled and placed in our collection channels. The following table summarizes the total collections by collection channel and geographic area during the periods presented (*in thousands*):

	Year Ended December 31,		
	2021	2020	2019
MCM (United States):			
Call center and digital collections	\$ 971,459	\$ 941,682	\$ 742,272
Legal collections	662,810	573,510	563,038
Collection agencies	7,429	13,750	10,799
Subtotal	1,641,698	1,528,942	1,316,109
Cabot (Europe):			
Call center and digital collections	259,666	245,762	257,317
Legal collections	203,339	165,249	198,903
Collection agencies	181,974	142,935	178,998
Subtotal	644,979	553,946	635,218
Other geographies:			
Call center and digital collections	—	—	25,620
Legal collections	—	—	3,541
Collection agencies	20,682	28,960	46,440
Subtotal	20,682	28,960	75,601
Total collections from purchased receivables	\$ 2,307,359	\$ 2,111,848	\$ 2,026,928

Gross collections from purchased receivables increased by \$195.5 million, or 9.3%, to \$2,307.4 million during the year ended December 31, 2021, from \$2,111.8 million during the year ended December 31, 2020. The increase of collections in the United States was primarily driven by changes in consumer behavior during the COVID-19 pandemic, an increase in legal channel collections and our continued effort in improving liquidation. We are frequently being called upon by our consumers to assist them with their financial recovery through inbound calls and online digital interaction. The large volume of consumer contact resulted in a significant increase in collections and improved our operating efficiency. The increase in collections from purchased receivables in Europe was primarily due to reduced collections in the prior year resulting from the impacts of the COVID-19 pandemic and the favorable impact from foreign currency translation, primarily by the weakening of the U.S. dollar against the British Pound.

Gross collections from purchased receivables increased \$84.9 million, or 4.2%, to \$2,111.8 million during the year ended December 31, 2020, from \$2,026.9 million during the year ended December 31, 2019. The increase of collections in the United

States was primarily due to the acquisition of portfolios with higher returns in recent periods, the increase in our collection capacity and our continued effort in improving liquidation. European collection decreased primarily due to the impacts of the COVID-19 pandemic.

Results of Operations

Results of operations, in dollars and as a percentage of total revenues, adjusted by net allowances, were as follows for the periods presented (*in thousands, except percentages*):

	Year Ended December 31,					
	2021		2020		2019	
Revenues						
Revenue from receivable portfolios	\$ 1,287,730	79.8 %	\$ 1,374,717	91.5 %	\$ 1,269,288	90.8 %
Changes in recoveries	199,136	12.3 %	7,246	0.5 %	—	— %
Total debt purchasing revenue	1,486,866	92.1 %	1,381,963	92.0 %	1,269,288	90.8 %
Servicing revenue	120,778	7.5 %	115,118	7.7 %	126,527	9.1 %
Other revenues	6,855	0.4 %	4,319	0.3 %	9,974	0.7 %
Total revenues	1,614,499	100.0 %	1,501,400	100.0 %	1,405,789	100.6 %
Allowances on receivable portfolios, net					(8,108)	(0.6) %
Total revenues, adjusted by net allowances					1,397,681	100.0 %
Operating expenses						
Salaries and employee benefits	385,178	23.9 %	378,176	25.2 %	376,365	26.9 %
Cost of legal collections	254,280	15.7 %	239,071	15.9 %	202,670	14.5 %
General and administrative expenses	137,695	8.6 %	149,113	9.9 %	148,256	10.6 %
Other operating expenses	106,938	6.6 %	108,944	7.3 %	108,433	7.8 %
Collection agency commissions	47,057	2.9 %	49,754	3.3 %	63,865	4.6 %
Depreciation and amortization	50,079	3.1 %	42,780	2.8 %	41,029	2.9 %
Goodwill impairment	—	— %	—	— %	10,718	0.8 %
Total operating expenses	981,227	60.8 %	967,838	64.4 %	951,336	68.1 %
Income from operations	633,272	39.2 %	533,562	35.6 %	446,345	31.9 %
Other expense						
Interest expense	(169,647)	(10.5) %	(209,356)	(14.0) %	(217,771)	(15.6) %
Loss on extinguishment of debt	(9,300)	(0.6) %	(40,951)	(2.7) %	(8,989)	(0.6) %
Other expense	(17,784)	(1.1) %	(357)	— %	(18,343)	(1.3) %
Total other expense	(196,731)	(12.2) %	(250,664)	(16.7) %	(245,103)	(17.5) %
Income before income taxes	436,541	27.0 %	282,898	18.9 %	201,242	14.4 %
Provision for income taxes	(85,340)	(5.2) %	(70,374)	(4.7) %	(32,333)	(2.3) %
Net income	351,201	21.8 %	212,524	14.2 %	168,909	12.1 %
Net income attributable to noncontrolling interest	(419)	(0.1) %	(676)	(0.1) %	(1,040)	(0.1) %
Net income attributable to Encore Capital Group, Inc. stockholders	\$ 350,782	21.7 %	\$ 211,848	14.1 %	\$ 167,869	12.0 %

Comparison of Results of Operations

Our Annual Report on Form 10-K for the year ended December 31, 2020 includes discussion and analysis of our financial condition and results of operations for the year ended December 31, 2020 as compared to the year ended December 31, 2019 in Item 7 of Part II, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Year Ended December 31, 2021 Compared to Year Ended December 31, 2020

Revenues

Our revenues primarily include revenue recognized from engaging in debt purchasing and recovery activities, our debt purchasing revenue. Effective January 1, 2020, we adopted the CECL accounting standard. Under CECL, we apply our charge-off policy and fully write-off the amortized costs (i.e., face value net of noncredit discount) of the individual receivables we acquire immediately after purchasing the portfolio. We then record a negative allowance that represents the present value of all expected future recoveries for pools of receivables that share similar risk characteristics using a discounted cash flow approach, which is presented as “Investment in receivable portfolios, net” in our consolidated statements of financial condition. The discount rate is an effective interest rate (or “purchase EIR”) established based on the purchase price of the portfolio and the expected future cash flows at the time of purchase.

Debt purchasing revenue includes two components:

- (1) *Revenue from receivable portfolios*, which is the accretion of the discount on the negative allowance due to the passage of time (generally the portfolio balance multiplied by the EIR), and
- (2) *Changes in recoveries*, which includes
 - (a) Recoveries above (below) forecast, which is the difference between (i) actual cash collected/recovered during the current period and (ii) expected cash recoveries for the current period, which generally represents over or under performance for the period; and
 - (b) Changes in expected future recoveries, which is the present value change of expected future recoveries, where such change generally results from (i) collections “pulled forward from” or “pushed out to” future periods (i.e. amounts either collected early or expected to be collected later) and (ii) magnitude and timing changes to estimates of expected future collections (which can be increases or decreases).

Certain pools already fully recovered their cost basis and became zero basis portfolios (“ZBA”) prior to our adoption of CECL. We did not establish a negative allowance for these pools as we elected the Transition Resource Group for Credit Losses’ practical expedient to retain the integrity of these legacy pools. Similar to how we treated ZBA collections prior to the adoption of CECL, all subsequent collections to the ZBA pools are recognized as ZBA revenue, which is included in revenue from receivable portfolios in our consolidated statements of income.

Servicing revenue consists primarily of fee-based income earned on accounts collected on behalf of others, primarily credit originators. We earn fee-based income by providing debt servicing (such as early stage collections, BPO, contingent collections, trace services and litigation activities) to credit originators for non-performing loans in Europe.

Other revenues primarily include revenues recognized from the sale of real estate assets that are acquired as a result of our investments in non-performing secured residential mortgage portfolios and real estate assets in Europe and LAAP. Other revenues also include gains recognized on transfers of financial assets.

The following table summarizes revenues during the periods presented (in thousands, except percentages):

	Year Ended December 31,			
	2021	2020	\$ Change	% Change
Revenue recognized from portfolio basis	\$ 1,240,656	\$ 1,318,306	\$ (77,650)	(5.9) %
ZBA revenue	47,074	56,411	(9,337)	(16.6) %
Revenue from receivable portfolios	1,287,730	1,374,717	(86,987)	(6.3) %
Recoveries above forecast	326,006	228,075	97,931	42.9 %
Changes in expected future recoveries	(126,870)	(220,829)	93,959	(42.5) %
Changes in recoveries	199,136	7,246	191,890	2648.2 %
Debt purchasing revenue	1,486,866	1,381,963	104,903	7.6 %
Servicing revenue	120,778	115,118	5,660	4.9 %
Other revenues	6,855	4,319	2,536	58.7 %
Total revenues	\$ 1,614,499	\$ 1,501,400	\$ 113,099	7.5 %

Our operating results are impacted by foreign currency translation, which represents the effect of translating operating results where the functional currency is different than our U.S. dollar reporting currency. The strengthening of the U.S. dollar relative to other foreign currencies has an unfavorable impact on our international revenues, and the weakening of the U.S. dollar relative to other foreign currencies has a favorable impact on our international revenues. Our international revenues were favorably impacted by foreign currency translation, primarily from the weakening of the U.S. dollar, which weakened, based on average exchange rates, against the British Pound by approximately 6.8%, during the year ended December 31, 2021 as compared to the year ended December 31, 2020.

The decrease in revenue recognized from portfolio basis during the year ended December 31, 2021 as compared to the year ended December 31, 2020 was primarily due to lower portfolio basis driven by the negative changes in expected future period recoveries and a lower volume of purchases in recent quarters.

As discussed above, ZBA revenue represents collections from our legacy ZBA pools. We expect our ZBA revenue to continue to decline as we collect on these legacy pools. We do not expect to have new ZBA pools in the future.

Recoveries above or below forecast represent over and under-performance in the reporting period. Collections during the year ended December 31, 2021 significantly outperformed the projected cash flows by approximately \$326.0 million. We believe the collection over-performance was a result of our improvements in collections operations and changed consumer behavior during the COVID-19 pandemic.

While we now have additional information with respect to the impact on collections of the COVID-19 pandemic, the future outlook remains uncertain, and will continue to evolve depending on future developments, including the duration and spread of the pandemic and related actions taken by governments. When reassessing the future forecasts of expected lifetime recoveries during the year ended December 31, 2021, management considered historical and current collection performance, and believes that for certain static pools collections over-performance resulted in increased total expected recoveries. Although management believes that the relevant macroeconomic conditions have improved and therefore no longer materially impact our collections performance, uncertainty still remains in the geographies in which we operate. As a result of a combination of the above, we have updated our forecast, resulting in a net reduction of total estimated remaining collections which in turn, when discounted to present value, resulted in a negative change in expected future period recoveries of approximately \$126.9 million during the year ended December 31, 2021. During the year ended December 31, 2020, we recorded approximately \$220.8 million in negative change in expected future period recoveries. The circumstances around this pandemic continue to rapidly evolve, and will continue to impact our business and our estimation of expected recoveries in future periods. We will continue to closely monitor the COVID-19 situation and update our assumptions accordingly.

The following tables summarize collections from purchased receivables, revenue, end of period receivable balance and other related supplemental data, by year of purchase (*in thousands, except percentages*):

	Year Ended December 31, 2021			As of December 31, 2021	
	Collections	Revenue from Receivable Portfolios	Changes in Recoveries	Investment in Receivable Portfolios	Monthly EIR
United States:					
ZBA	\$ 44,098	\$ 44,098	\$ —	\$ —	— %
2011	24,216	17,680	6,358	1,517	88.6 %
2012	24,941	17,904	6,057	3,048	42.0 %
2013	58,776	48,451	10,571	9,951	40.5 %
2014	34,896	22,801	1,096	22,921	6.7 %
2015	42,774	20,914	5,642	36,544	3.9 %
2016	87,717	39,458	17,015	66,606	4.1 %
2017	144,243	72,660	25,636	92,180	5.4 %
2018	228,919	100,124	33,363	170,489	3.8 %
2019	400,250	173,946	59,235	301,489	3.8 %
2020	430,514	194,623	101,747	360,847	3.7 %
2021	120,354	81,490	13,528	381,590	3.9 %
Subtotal	1,641,698	834,149	280,248	1,447,182	4.4 %
Europe:					
ZBA	96	95	—	—	— %
2013	93,907	80,836	(38,919)	178,115	3.2 %
2014	84,169	63,648	(17,446)	157,691	3.0 %
2015	57,758	40,064	(10,741)	122,000	2.4 %
2016 ⁽¹⁾	50,980	40,117	(7,321)	107,202	2.8 %
2017	86,107	54,248	(15,455)	207,560	1.9 %
2018	80,629	53,443	(23,720)	246,573	1.6 %
2019	88,448	50,465	(2,676)	198,269	1.8 %
2020	59,803	33,962	22,121	118,991	2.3 %
2021	43,082	28,161	9,347	240,890	1.9 %
Subtotal	644,979	445,039	(84,810)	1,577,291	2.2 %
Other geographies:⁽²⁾					
ZBA	2,881	2,881	—	—	— %
2014	2,712	933	401	37,175	— %
2015	3,222	1,196	918	—	— %
2016	1,533	655	423	—	— %
2017	6,284	1,656	907	3,905	— %
2018	3,905	1,161	1,028	—	— %
2019	145	60	21	—	— %
Subtotal	20,682	8,542	3,698	41,080	— %
Total	\$ 2,307,359	\$ 1,287,730	\$ 199,136	\$ 3,065,553	3.3 %

(1) Portfolio balance includes non-accrual pool groups. The EIR presented is only for pool groups that accrete portfolio revenue.

(2) All portfolios are on non-accrual basis subsequent to the sale of our investments in Colombia and Peru in August 2021.

	Year Ended December 31, 2020			As of December 31, 2020	
	Collections	Revenue from Receivable Portfolios	Changes in Recoveries	Investment in Receivable Portfolios	Monthly EIR
United States:					
ZBA	\$ 51,730	\$ 51,865	\$ —	\$ —	—%
2011	25,497	22,389	2,173	1,741	88.6%
2012	27,740	24,934	742	4,039	42.0%
2013	64,367	59,837	126	10,718	40.5%
2014	47,628	34,687	(4,364)	33,955	6.7%
2015	64,133	31,837	1,397	52,960	3.9%
2016	116,452	57,473	4,277	98,035	3.9%
2017	193,328	105,124	23,054	138,455	5.2%
2018	308,302	157,303	(2,980)	266,170	3.8%
2019	416,315	262,751	(10,325)	469,130	3.8%
2020	213,450	118,448	51,072	496,275	3.7%
Subtotal	1,528,942	926,648	65,172	1,571,478	4.4%
Europe:					
ZBA	184	183	—	—	—%
2013	93,203	86,148	(8,540)	230,333	3.2%
2014	84,255	69,170	(2,488)	197,075	3.0%
2015	55,102	42,970	1,150	151,976	2.4%
2016 ⁽¹⁾	51,584	42,806	(6,275)	131,685	2.9%
2017	87,549	59,801	(12,788)	261,915	1.9%
2018	78,846	59,211	(36,973)	307,267	1.6%
2019	80,502	54,377	(4,804)	245,191	1.8%
2020	22,721	15,908	11,141	125,959	2.3%
Subtotal	553,946	430,574	(59,577)	1,651,401	2.3%
Other geographies:					
ZBA	4,362	4,363	—	—	—%
2014 ⁽¹⁾	3,837	1,703	359	47,909	102.5%
2015 ⁽¹⁾	4,688	2,649	733	3,477	96.7%
2016	2,633	1,827	(52)	1,523	7.2%
2017 ⁽¹⁾	7,303	3,850	212	10,794	6.2%
2018	5,892	2,963	399	5,122	3.7%
2019	245	140	—	214	4.6%
Subtotal	28,960	17,495	1,651	69,039	7.9%
Total	\$ 2,111,848	\$ 1,374,717	\$ 7,246	\$ 3,291,918	3.3%

(1) Portfolio balance includes non-accrual pool groups. The EIR presented is only for pool groups that accrete portfolio revenue.

The increase in servicing revenues during the year ended December 31, 2021 as compared to the year ended December 31, 2020 was primarily attributable to increased fee-based income driven by the favorable impact of foreign currency translation, which was primarily the result of the weakening of the U.S. dollar against the British Pound.

Operating Expenses

The following table summarizes operating expenses during the periods presented (*in thousands, except percentages*):

	Year Ended December 31,			
	2021	2020	\$ Change	% Change
Salaries and employee benefits	\$ 385,178	\$ 378,176	\$ 7,002	1.9 %
Cost of legal collections	254,280	239,071	15,209	6.4 %
General and administrative expenses	137,695	149,113	(11,418)	(7.7) %
Other operating expenses	106,938	108,944	(2,006)	(1.8) %
Collection agency commissions	47,057	49,754	(2,697)	(5.4) %
Depreciation and amortization	50,079	42,780	7,299	17.1 %
Total operating expenses	\$ 981,227	\$ 967,838	\$ 13,389	1.4 %

Our operating results are impacted by foreign currency translation, which represents the effect of translating operating results where the functional currency is different than our U.S. dollar reporting currency. The strengthening of the U.S. dollar relative to other foreign currencies has a favorable impact on our international operating expenses, and the weakening of the U.S. dollar relative to other foreign currencies has an unfavorable impact on our international operating expenses. Our operating expenses were unfavorably impacted by foreign currency translation, primarily by the weakening of the U.S. dollar against the British Pound by approximately 6.8% for the year ended December 31, 2021 as compared to the year ended December 31, 2020.

Operating expenses are explained in more detail as follows:

Salaries and Employee Benefits

The increase in salaries and employee benefits during the year ended December 31, 2021 compared to the year ended December 31, 2020 was primarily due to the following reasons:

- Additional salaries and benefits incurred in connection with our strategic initiatives; and
- The unfavorable impact of foreign currency translation, primarily by the weakening of the U.S. dollar against the British Pound.

Cost of Legal Collections

Cost of legal collections primarily includes contingent fees paid to our external network of attorneys and the cost of litigation. We pursue legal collections using a network of attorneys that specialize in collection matters and through our internal legal channel. Under the agreements with our contracted attorneys, we advance certain out-of-pocket court costs. Cost of legal collections does not include internal legal channel employee costs, which are included in salaries and employee benefits in our consolidated statements of income.

The following table summarizes our cost of legal collections during the periods presented (*in thousands, except percentages*):

	Year Ended December 31,			
	2021	2020	\$ Change	% Change
Court costs	\$ 152,115	\$ 148,596	\$ 3,519	2.4 %
Legal collection fees	102,165	90,475	11,690	12.9 %
Total cost of legal collections	\$ 254,280	\$ 239,071	\$ 15,209	6.4 %

The increase in cost of legal collections during the year ended December 31, 2021 compared to the year ended December 31, 2020 was primarily due to increased legal channel collections. Beginning in late March of 2020, our legal collection channel spending reduced substantially due to court closures in certain jurisdictions as a result of the COVID-19 pandemic, the legal collection channel spending has gradually increased as courts reopened and is now back to historical levels.

General and Administrative Expenses

The decrease in general and administrative expenses during the year ended December 31, 2021 compared to the year ended December 31, 2020 was primarily due to the following reasons:

- A charge of \$15.0 million relating to our settlement with the CFPB recognized in 2020;
- Certain third-party costs of approximately \$6.9 million incurred relating to various financing transactions completed in September 2020;
- The decrease was partially offset by increased information technology related expense and the unfavorable impact of foreign currency translation, primarily by the weakening of the U.S. dollar against the British Pound.

Other Operating Expenses

The decrease in other operating expenses during the year ended December 31, 2021 compared to the year ended December 31, 2020 was primarily due to reduced expenditures for temporary services and direct collection expenses. The decrease was partially offset by the unfavorable impact of foreign currency translation, primarily by the weakening of the U.S. dollar against the British Pound.

Collection Agency Commissions

Collection agency commissions are commissions paid to third-party collection agencies. Collections through the collections agencies channel are predominately in Europe and Latin America and vary from period to period depending on, among other things, the number of accounts placed with an agency versus accounts collected internally. Commission rates vary depending on, among other things, the amount of time that has passed since the charge-off of the accounts placed with an agency, the asset class, and the geographic location of the receivables. Generally, freshly charged-off accounts have a lower commission rate than accounts that have been charged off for a longer period of time, and commission rates for purchased bankruptcy portfolios are lower than the commission rates for charged-off credit card accounts.

Depreciation and Amortization

The increase in depreciation and amortization expense during the year ended December 31, 2021 compared to the year ended December 31, 2020 was primarily due to the following reasons:

- Increased depreciation expense due to accelerated depreciation of certain computer software and equipment; and
- The unfavorable impact of foreign currency translation, primarily by the weakening of the U.S. dollar against the British Pound.

Interest Expense

The following table summarizes our interest expense during the periods presented (*in thousands, except percentages*):

	Year Ended December 31,				% Change		
	2021		2020	\$ Change			
Stated interest on debt obligations	\$	151,861	\$	181,536	\$ (29,675)	(16.3)	%
Amortization of loan fees and other loan costs		16,223		16,343	(120)	(0.7)	%
Amortization of debt discount		1,563		11,477	(9,914)	(86.4)	%
Total interest expense	\$	169,647	\$	209,356	\$ (39,709)	(19.0)	%

In September 2020, we entered into various transactions, agreements and amendments related to our borrowings and completed the implementation of our new global funding structure. In November and December 2020, we completed two offerings of senior secured notes, partially redeemed our Cabot senior secured notes due in 2023 and fully redeemed our Cabot floating rate notes due 2024. In June 2021, we completed an offering of senior secured notes due 2028 and fully redeemed the remaining outstanding portion of our Cabot senior secured notes due 2023. These refinancing transactions successfully reduced the interest rates on our outstanding borrowings.

The decrease in interest expense during the year ended December 31, 2021 compared to the year ended December 31, 2020 was primarily due to the following reasons:

- Lower average debt balances;
- Decreased interest rates as a result of various refinancing transactions; and

- Effective January 1, 2021, we adopted a new accounting standard for our convertible and exchangeable notes and now recognize interest expense at the stated coupon rate of interest, rather than the higher effective interest rate;
- Partially offset by the unfavorable impact of foreign currency translation, primarily by the weakening of the U.S. dollar against the British Pound.

Loss on Extinguishment of Debt

Loss on extinguishment of debt associated with various financing transactions relating to our senior secured notes was \$9.3 million and \$41.0 million during the years ended December 31, 2021 and 2020, respectively. Refer to “Note 6: Borrowings” in the notes to our consolidated financial statements for details of our financing activities.

Other Expense

Other expense or income consists primarily of foreign currency exchange gains or losses, interest income and gains or losses recognized on certain transactions outside of our normal course of business. Other expense was \$17.8 million and \$0.4 million during the years ended December 31, 2021 and 2020, respectively. Other expense recognized during the year ended December 31, 2021 primarily included the loss on the sale of our investment in Colombia and Peru of \$17.4 million.

Provision for Income Taxes

During the years ended December 31, 2021 and 2020, we recorded income tax provisions of \$85.3 million and \$70.4 million, respectively.

The effective tax rates for the respective periods are shown below:

	Year Ended December 31,	
	2021	2020
Federal provision	21.0 %	21.0 %
State provision	2.3 %	3.2 %
Foreign rate differential ⁽¹⁾	(1.0) %	(0.5) %
Change in tax rate ⁽²⁾	(1.3) %	(0.9) %
Change in valuation allowance ⁽³⁾	(2.3) %	0.9 %
Tax effect of CFPB settlement fees ⁽⁴⁾	— %	1.1 %
Other	0.8 %	0.1 %
Effective rate	19.5 %	24.9 %

(1) Relates primarily to lower tax rates on income or loss attributable to international operations.

(2) Includes impact of U.K. tax rate increases.

(3) In 2021, valuation allowance net decrease resulted from the release of valuation allowances in certain foreign subsidiaries.

(4) Non-deductible expense for tax purposes.

The effective tax rate for the year ended December 31, 2021 decreased to 19.5% as compared to 24.9% for the year ended December 31, 2020. The decrease in tax rate was primarily related to the release of valuation allowances in certain foreign subsidiaries during the year.

Our effective tax rate could fluctuate significantly on a quarterly basis and could be adversely affected to the extent earnings are lower than anticipated in countries that have lower statutory tax rates and higher than anticipated in countries that have higher statutory tax rates.

Non-GAAP Disclosure

In addition to the financial information prepared in conformity with Generally Accepted Accounting Principles (“GAAP”), we provide historical non-GAAP financial information. Management believes that the presentation of such non-GAAP financial information is meaningful and useful in understanding the activities and business metrics of our operations. Management believes that these non-GAAP financial measures reflect an additional way of viewing aspects of our business that, when viewed with our GAAP results, provide a more complete understanding of factors and trends affecting our business.

Management believes that the presentation of these measures provides investors with greater transparency and facilitates comparison of operating results across a broad spectrum of companies with varying capital structures, compensation strategies, derivative instruments, and amortization methods, which provide a more complete understanding of our financial performance, competitive position, and prospects for the future. Readers should consider the information in addition to, but not instead of, our financial statements prepared in accordance with GAAP. This non-GAAP financial information may be determined or calculated differently by other companies, limiting the usefulness of these measures for comparative purposes.

Adjusted EBITDA. Management utilizes adjusted EBITDA (defined as net income before discontinued operations, interest income and expense, taxes, depreciation and amortization, stock-based compensation expenses, acquisition, integration and restructuring related expenses, settlement fees and related administrative expenses and other charges or gains that are not indicative of ongoing operations), in the evaluation of our operating performance. Adjusted EBITDA for the periods presented is as follows (in thousands):

	Year Ended December 31,					
	2021		2020		2019	
GAAP net income, as reported	\$	351,201	\$	212,524	\$	168,909
Adjustments:						
Interest expense		169,647		209,356		217,771
Loss on extinguishment of debt		9,300		40,951		8,989
Interest income		(1,738)		(2,397)		(3,693)
Provision for income taxes		85,340		70,374		32,333
Depreciation and amortization		50,079		42,780		41,029
CFPB settlement fees ⁽¹⁾		—		15,009		—
Stock-based compensation expense		18,330		16,560		12,557
Acquisition, integration and restructuring related expenses ⁽²⁾		20,559		4,962		7,049
Loss on sale of Baycorp ⁽³⁾		—		—		12,489
Goodwill impairment ⁽³⁾		—		—		10,718
Net gain on fair value adjustments to contingent considerations ⁽⁴⁾		—		—		(2,300)
Adjusted EBITDA	\$	702,718	\$	610,119	\$	505,851
Collections applied to principal balance ⁽⁵⁾	\$	843,087	\$	740,350	\$	765,748

- (1) Amount represents a charge resulting from the Stipulated Judgment with the CFPB. We have adjusted for this amount because we believe it is not indicative of ongoing operations; therefore, adjusting for it enhances comparability to prior periods, anticipated future periods, and our competitors' results.
- (2) Amount represents acquisition, integration and restructuring related expenses. We adjust for this amount because we believe these expenses are not indicative of ongoing operations; therefore, adjusting for these expenses enhances comparability to prior periods, anticipated future periods, and our competitors' results.
- (3) In August 2019, we completed the sale of Baycorp, which represented our investments and operations in Australia and New Zealand. The sale of Baycorp resulted in a goodwill impairment charge of \$10.7 million and a loss on sale of \$12.5 million during the year ended December 31, 2019. We believe the goodwill impairment charge and the loss on sale are not indicative of ongoing operations, therefore adjusting for these expenses enhances comparability to prior periods, anticipated future periods, and our competitors' results.
- (4) Amount represents the net gain recognized as a result of fair value adjustments to contingent considerations that were established for our acquisitions of debt solution service providers in Europe. We have adjusted for this amount because we do not believe this is indicative of ongoing operations. Refer to the Contingent Consideration section of "Note 2: Fair Value Measurements" in the notes to our consolidated financial statements for further details.
- (5) For periods prior to January 1, 2020, amount represents (a) gross collections from receivable portfolios less the sum of (b) revenue from receivable portfolios and (c) allowance charges or allowance reversals on receivable portfolios. For periods subsequent to January 1, 2020, collections applied to principal balance is calculated in the table below. For consistency with our debt covenant reporting, for periods subsequent to June 30, 2020, the collections applied to principal balance also includes proceeds applied to basis from sales of REO assets and related activities; prior period amounts have not been adjusted to reflect this change as such amounts were immaterial.

	Year Ended December 31,			
	2021		2020	
Collections applied to investment in receivable portfolios, net	\$	1,019,629	\$	737,131
Less: Changes in recoveries		(199,136)		(7,246)
REO proceeds applied to basis		22,594		10,465
Collections applied to principal balance	\$	843,087	\$	740,350

Adjusted Operating Expenses. Management utilizes adjusted operating expenses in order to facilitate a comparison of approximate costs to cash collections for our portfolio purchasing and recovery business. Adjusted operating expenses for our portfolio purchasing and recovery business are calculated by starting with GAAP total operating expenses and backing out stock-based compensation expense, operating expenses related to non-portfolio purchasing and recovery business, acquisition, integration and restructuring related operating expenses, settlement fees and related administrative expenses and other charges or gains that are not indicative of ongoing operations. Adjusted operating expenses related to our portfolio purchasing and recovery business for the periods presented are as follows (*in thousands*):

	Year Ended December 31,					
	2021		2020		2019	
GAAP total operating expenses, as reported	\$	981,227	\$	967,838	\$	951,336
Adjustments:						
Operating expenses related to non-portfolio purchasing and recovery business ⁽¹⁾		(173,453)		(182,930)		(173,190)
CFPB settlement fees ⁽²⁾		—		(15,009)		—
Stock-based compensation expense		(18,330)		(16,560)		(12,557)
Acquisition, integration and restructuring related operating expenses ⁽³⁾		(1,692)		(154)		(7,049)
Goodwill impairment ⁽⁴⁾		—		—		(10,718)
Net gain on fair value adjustments to contingent considerations ⁽⁵⁾		—		—		2,300
Adjusted operating expenses related to portfolio purchasing and recovery business	\$	787,752	\$	753,185	\$	750,122

- (1) Operating expenses related to non-portfolio purchasing and recovery business include operating expenses from other operating segments that primarily engage in fee-based business, as well as corporate overhead not related to our portfolio purchasing and recovery business.
- (2) Amount represents a charge resulting from the Stipulated Judgment with the CFPB. We have adjusted for this amount because we believe it is not indicative of ongoing operations; therefore, adjusting for it enhances comparability to prior periods, anticipated future periods, and our competitors' results.
- (3) Amount represents acquisition, integration and restructuring related operating expenses. We adjust for this amount because we believe these expenses are not indicative of ongoing operations; therefore, adjusting for these expenses enhances comparability to prior periods, anticipated future periods, and our competitors' results.
- (4) The sale of Baycorp resulted in a goodwill impairment charge of \$10.7 million that is included in operating expenses during the year ended December 31, 2019. We believe the goodwill impairment charge is not indicative of ongoing operations, therefore, adjusting for the expense enhances comparability to prior periods, anticipated future periods, and our competitors' results.
- (5) Amount represents the net gain recognized as a result of fair value adjustments to contingent considerations that were established for our acquisitions of debt solution service providers in Europe. We have adjusted for this amount because we do not believe this is indicative of ongoing operations. Refer to the Contingent Consideration section of "Note 2: Fair Value Measurements" in the notes to our consolidated financial statements for further details.

Cost per Dollar Collected

We utilize adjusted operating expenses in order to facilitate a comparison of approximate costs to cash collections from purchased receivables for our portfolio purchasing and recovery business. Collections from other geographies continue to decline as we continue to focus on the U.S. and European markets. The following table summarizes our cost per dollar collected (defined as adjusted operating expenses as a percentage of collections from purchased receivables) for the U.S. and Europe during the periods presented:

	Year Ended December 31,					
	2021		2020		2019	
United States	35.2	%	37.4	%	40.3	%
Europe	30.7	%	29.9	%	28.2	%
Overall cost per dollar collected	34.1	%	35.7	%	37.0	%

The decrease in overall cost-to-collect during the year ended December 31, 2021 as compared to the prior year was driven by improved cost-to-collect in the United States, which was due to continued improvement in operational efficiencies in the collection process, scale effects, and changed consumer behavior during the COVID-19 pandemic. The decrease was partially offset by increased cost-to-collect in Europe due to increased spend in the legal collection channel. Our European legal collection channel spending reduced substantially in 2020 as a result of the COVID-19 pandemic. Legal collection channel spending in Europe has increased as courts reopened in the latter half of the year, driving an increase in cost-to-collect for 2021 compared to 2020.

Effective January 1, 2020, in connection with our change in accounting principle relating to our investment in receivable portfolios, we began to expense all court costs as incurred and no longer capitalize such costs as deferred court costs based on a loss-rate methodology. This change in accounting principle increased the cost-to-collect metric as compared to prior periods because the court costs expense recognized in prior periods only represented costs we did not expect to recover. The change in accounting principle has no impact on the amount of court cost payments incurred.

Despite the increase in expense due to the change in accounting principle discussed above, cost-to-collect decreased during the year ended December 31, 2020 as compared to the year ended December 31, 2019. The decrease was driven by improved cost-to-collect in the United States, which was due to a combination of (1) continued improvement in operational efficiencies in the collection process, (2) a large reduction in legal channel spending due to court closures in certain jurisdictions as a result of the COVID-19 pandemic, the legal channel spending has gradually increased in the third and fourth quarters as compared to the previous quarters but is still lower than historical levels and (3) collection mix shifting towards non-legal collection, which has a lower cost-to-collect.

Over time, we expect our cost-to-collect to remain competitive, but also to fluctuate from quarter to quarter based on seasonality, product mix, acquisitions, foreign exchange rates, the cost of new operating initiatives, and the changing regulatory and legislative environment.

Supplemental Performance Data

The tables included in this supplemental performance data section include detail for purchases, collections and ERC by year of purchase.

Our collection expectations are based on account characteristics and economic variables. Additional adjustments are made to account for qualitative factors that may affect the payment behavior of our consumers and servicing related adjustments to ensure our collection expectations are aligned with our operations. We continue to refine our process of forecasting collections both domestically and internationally with a focus on operational enhancements. Our collection expectations vary between types of portfolio and geographic location. For example, in the U.K., due to the higher concentration of payment plans, as compared to the U.S. and other locations in Europe, we expect to receive streams of collections over longer periods of time. As a result, past performance of pools in certain geographic locations or of certain types of portfolio are not necessarily a suitable indicator of future results in other locations or for other types of portfolio.

The supplemental performance data presented in this section is impacted by foreign currency translation, which represents the effect of translating financial results where the functional currency of our foreign subsidiary is different than our U.S. dollar reporting currency. For example, the strengthening of the U.S. dollar relative to other foreign currencies has an unfavorable reporting impact on our international purchases, collections, and ERC, and the weakening of the U.S. dollar relative to other foreign currencies has a favorable impact on our international purchases, collections, and ERC.

We utilize proprietary forecasting models to continuously evaluate the economic life of each pool.

Cumulative Collections from Purchased Receivables to Purchase Price Multiple

The following table summarizes our receivable purchases and related gross collections by year of purchase (in thousands, except multiples):

Year of Purchase	Purchase Price ⁽¹⁾	Cumulative Collections through December 31, 2021										
		<2012	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
United States:												
<2012	\$ 2,143,750	\$ 3,983,166	\$ 760,285	\$ 554,597	\$ 391,737	\$ 293,528	\$ 206,933	\$ 155,456	\$ 121,545	\$ 99,		
2012	548,803	—	187,721	350,134	259,252	176,914	113,067	74,507	48,832	37,		
2013	551,865	—	—	230,051	397,646	298,068	203,386	147,503	107,399	84,		
2014	517,650	—	—	—	144,178	307,814	216,357	142,147	94,929	69,		
2015	499,061	—	—	—	—	105,610	231,102	186,391	125,673	85,		
2016	553,152	—	—	—	—	—	110,875	283,035	234,690	159,		
2017	528,055	—	—	—	—	—	—	111,902	315,853	255,		
2018	630,526	—	—	—	—	—	—	—	175,042	351,		
2019	676,785	—	—	—	—	—	—	—	—	174,		
2020	538,978	—	—	—	—	—	—	—	—	—		
2021	406,925	—	—	—	—	—	—	—	—	—		
Subtotal	7,595,550	3,983,166	948,006	1,134,782	1,192,813	1,181,934	1,081,720	1,100,941	1,223,963	1,316,		
Europe:												
2013	619,079	—	—	134,259	249,307	212,129	165,610	146,993	132,663	113,		
2014	623,129	—	—	—	135,549	198,127	156,665	137,806	129,033	105,		
2015	419,941	—	—	—	—	65,870	127,084	103,823	88,065	72,		
2016	258,218	—	—	—	—	—	44,641	97,587	83,107	63,		
2017	461,571	—	—	—	—	—	—	68,111	152,926	118,		
2018	433,302	—	—	—	—	—	—	—	49,383	118,		
2019	273,354	—	—	—	—	—	—	—	—	44,		
2020	116,899	—	—	—	—	—	—	—	—	—		
2021	255,788	—	—	—	—	—	—	—	—	—		
Subtotal	3,461,281	—	—	134,259	384,856	476,126	494,000	554,320	635,177	635,		
Other geographies:												
2012	6,721	—	—	3,848	2,561	1,208	542	551	422	—		
2013	29,465	—	—	6,617	17,615	10,334	4,606	3,339	2,468	1,		
2014	85,418	—	—	—	9,652	16,062	18,403	9,813	7,991	6,		
2015	79,215	—	—	—	—	15,061	57,064	43,499	32,622	17,		
2016	61,595	—	—	—	—	—	29,269	39,710	28,992	16,		
2017	49,670	—	—	—	—	—	—	15,471	23,075	15,		
2018	25,731	—	—	—	—	—	—	—	12,910	15,		
2019	2,468	—	—	—	—	—	—	—	—	3,		
Subtotal	340,283	—	—	10,465	29,828	42,665	109,884	112,383	108,480	75,		
Total	\$ 11,397,114	\$ 3,983,166	\$ 948,006	\$ 1,279,506	\$ 1,607,497	\$ 1,700,725	\$ 1,685,604	\$ 1,767,644	\$ 1,967,620	\$ 2,026,		

(1) Adjusted for Put-Backs and Recalls. Put-Backs ("Put-Backs") and recalls ("Recalls") represent ineligible accounts that are returned by us or recalled by the seller pursuant to specific guidelines as set forth in the respective purchase agreement.

(2) Cumulative collections from inception through December 31, 2021, excluding collections on behalf of others.

(3) Cumulative Collections Money Multiple ("CCMM") through December 31, 2021 refers to cumulative collections as a multiple of purchase price.

Total Estimated Collections from Purchased Receivables to Purchase Price Multiple

The following table summarizes our purchases, resulting historical gross collections, and estimated remaining gross collections for purchased receivables, by year of purchase (*in thousands, except multiples*):

	Purchase Price ⁽¹⁾	Historical Collections ⁽²⁾	Estimated Remaining Collections	Total Estimated Gross Collections	Total Estimated Gross Collections to Purchase Price
United States:					
<2012	\$ 2,143,750	\$ 6,710,730	\$ 126,017	\$ 6,836,747	3.2
2012	548,803	1,300,641	47,110	1,347,751	2.5
2013 ⁽³⁾	551,865	1,593,013	135,075	1,728,088	3.1
2014 ⁽³⁾	517,650	1,057,008	74,541	1,131,549	2.2
2015	499,061	840,725	82,906	923,631	1.9
2016	553,152	992,048	153,513	1,145,561	2.1
2017	528,055	1,020,374	256,408	1,276,782	2.4
2018	630,526	1,063,959	370,195	1,434,154	2.3
2019	676,785	991,258	671,044	1,662,302	2.5
2020	538,978	643,964	786,297	1,430,261	2.7
2021	406,925	120,354	873,423	993,777	2.4
Subtotal	7,595,550	16,334,074	3,576,529	19,910,603	2.6
Europe:					
2013 ⁽³⁾	619,079	1,341,299	693,898	2,035,197	3.3
2014 ⁽³⁾	623,129	1,030,941	531,913	1,562,854	2.5
2015 ⁽³⁾	419,941	570,197	340,588	910,785	2.2
2016	258,218	391,159	281,101	672,260	2.6
2017	461,571	513,487	459,259	972,746	2.1
2018	433,302	327,124	510,957	838,081	1.9
2019	273,354	213,068	423,855	636,923	2.3
2020	116,899	82,524	270,655	353,179	3.0
2021	255,788	43,082	530,822	573,904	2.2
Subtotal	3,461,281	4,512,881	4,043,048	8,555,929	2.5
Other geographies:					
2012	6,721	10,015	—	10,015	1.5
2013	29,465	48,302	—	48,302	1.6
2014	85,418	75,713	41,468	117,181	1.4
2015	79,215	173,655	—	173,655	2.2
2016	61,595	122,444	—	122,444	2.0
2017	49,670	67,516	17,915	85,431	1.7
2018	25,731	37,715	—	37,715	1.5
2019	2,468	3,588	—	3,588	1.5
Subtotal	340,283	538,948	59,383	598,331	1.8
Total	\$ 11,397,114	\$ 21,385,903	\$ 7,678,960	\$ 29,064,863	2.6

(1) Purchase price refers to the cash paid to a seller to acquire a portfolio less Put-backs, Recalls, and other adjustments. Put-Backs and Recalls represent ineligible accounts that are returned by us or recalled by the seller pursuant to specific guidelines as set forth in the respective purchase agreement.

(2) Cumulative collections from inception through December 31, 2021, excluding collections on behalf of others.

(3) Includes portfolios acquired in connection with certain business combinations.

Estimated Remaining Gross Collections from Purchased Receivables by Year of Purchase

The following table summarizes our estimated remaining gross collections for purchased receivables by year of purchase (in thousands):

	Estimated Remaining Gross Collections by Year of Purchase ⁽¹⁾											
	2022	2023	2024	2025	2026	2027	2028	2029	2030	>2030		
United States:												
<2012	\$ 40,897	\$ 28,446	\$ 19,725	\$ 13,544	\$ 9,241	\$ 6,204	\$ 4,021	\$ 2,380	\$ 1,212	\$ 347		
2012	14,366	10,174	7,121	4,986	3,492	2,446	1,713	1,201	841	770		
2013 ⁽³⁾	46,708	26,466	18,744	13,283	9,414	6,673	4,730	3,353	2,377	3,327		
2014 ⁽³⁾	22,711	15,871	10,876	7,655	5,398	3,808	2,688	1,897	1,340	2,297		
2015	26,231	17,731	12,084	8,171	5,685	4,003	2,825	1,997	1,415	2,764		
2016	49,737	32,976	22,280	15,228	10,170	7,040	4,954	3,493	2,467	5,168		
2017	81,215	53,152	37,850	25,533	17,886	12,371	8,671	6,109	4,320	9,301		
2018	124,143	82,326	55,248	36,566	24,331	16,170	10,507	7,134	4,774	8,996		
2019	212,950	141,888	100,055	67,343	46,089	31,859	22,158	15,175	10,781	22,746		
2020	254,920	162,534	115,430	79,617	54,131	37,190	25,965	18,116	12,433	25,961		
2021	249,366	222,681	132,106	84,128	57,792	39,111	27,257	19,251	13,677	28,054		
Subtotal	1,123,244	794,245	531,519	356,054	243,629	166,875	115,489	80,106	55,637	109,731		
Europe:												
2013 ⁽³⁾	81,154	74,863	68,723	63,097	56,933	51,374	46,794	42,053	38,333	170,574		
2014 ⁽³⁾	70,649	62,718	56,064	49,605	43,494	38,233	33,944	30,595	27,523	119,088		
2015 ⁽³⁾	46,594	42,161	36,152	31,980	28,704	24,689	21,920	19,276	17,278	71,834		
2016	48,182	42,446	33,996	29,179	24,641	19,709	16,704	13,749	11,856	40,639		
2017	74,622	63,460	53,593	44,922	38,025	32,890	27,375	23,579	20,500	80,293		
2018	73,847	67,443	58,756	50,742	44,427	37,867	32,725	28,072	23,697	93,381		
2019	72,040	61,165	52,193	43,189	35,805	29,159	24,122	20,536	17,252	68,394		
2020	48,735	42,559	35,679	30,293	24,951	18,123	13,638	11,883	9,291	35,503		
2021	80,464	78,072	65,223	54,765	46,747	39,853	34,273	29,051	23,630	78,744		
Subtotal	596,287	534,887	460,379	397,772	343,727	291,897	251,495	218,794	189,360	758,450		
Other geographies:												
2014	7,064	6,542	5,849	4,787	2,812	1,601	1,457	1,457	1,457	8,442		
2017	2,637	2,399	2,114	1,906	1,437	827	750	750	750	4,345		
Subtotal	9,701	8,941	7,963	6,693	4,249	2,428	2,207	2,207	2,207	12,787		
Portfolio												
ERC	1,729,232	1,338,073	999,861	760,519	591,605	461,200	369,191	301,107	247,204	880,968		
ERC ⁽⁴⁾	14,686	29,556	17,200	5,378	615	1,040	1,801	704	14	—		
Total	\$ 1,743,918	\$ 1,367,629	\$ 1,017,061	\$ 765,897	\$ 592,220	\$ 462,240	\$ 370,992	\$ 301,811	\$ 247,218	\$ 880,968		

(1) ERC for Zero Basis Portfolios can extend beyond our collection forecasts. As of December 31, 2021, ERC for Zero Basis Portfolios includes approximately \$79.2 million for purchased consumer and bankruptcy receivables in the United States. ERC for Zero Basis Portfolios in Europe and other geographies was immaterial. ERC also includes approximately \$59.4 million from cost recovery portfolios, primarily in other geographies.

(2) Represents the expected remaining gross cash collections on purchased portfolios over a 180-month period. As of December 31, 2021, ERC for purchased receivables for 84-month and 120-month periods were:

	84-Month ERC	120-Month ERC
United States	\$ 3,331,035	3,505,432
Europe	2,945,164	3,522,005
Other geographies	43,738	50,359
Portfolio ERC	\$ 6,319,937	7,077,796
REO ERC	70,276	70,994
Total ERC	\$ 6,390,213	7,148,790

(3) Includes portfolios acquired in connection with certain business combinations.

(4) Real estate-owned assets ERC includes approximately \$69.4 million and \$1.6 million of estimated future cash flows for Europe and Other Geographies, respectively.

Estimated Future Collections Applied to Principal

As of December 31, 2021, we had \$3.1 billion in investment in receivable portfolios. The estimated future collections applied to the investment in receivable portfolios net balance is as follows (*in thousands*):

Years Ending December 31,	United States	Europe	Other Geographies	Total Amortization
2022	\$ 441,066	\$ 206,376	\$ 9,678	\$ 657,120
2023	331,682	192,116	7,810	531,608
2024	219,359	165,716	5,849	390,924
2025	143,297	143,916	4,787	292,000
2026	97,078	125,696	2,812	225,586
2027	65,499	104,321	1,601	171,421
2028	45,094	89,400	1,457	135,951
2029	31,290	78,877	1,457	111,624
2030	21,896	68,784	1,457	92,137
2031	15,573	65,143	1,457	82,173
2032	11,246	61,551	1,457	74,254
2033	8,406	61,998	1,258	71,662
2034	6,426	64,294	—	70,720
2035	5,285	69,573	—	74,858
2036	3,985	79,530	—	83,515
Total	\$ 1,447,182	\$ 1,577,291	\$ 41,080	\$ 3,065,553

Headcount by Function by Geographic Location

The following table summarizes our headcount by function and by geographic location:

	Headcount as of December 31,		
	2021	2020	2019
United States:			
General & Administrative	1,049	1,167	1,106
Account Manager	310	389	418
Subtotal	1,359	1,556	1,524
Europe:			
General & Administrative	1,023	997	998
Account Manager	1,990	2,483	2,085
Subtotal	3,013	3,480	3,083
Other Geographies ⁽¹⁾ :			
General & Administrative	1,128	1,227	1,173
Account Manager	1,104	1,462	1,475
Subtotal	2,232	2,689	2,648
Total	6,604	7,725	7,255

(1) Headcount for other geographies includes employees in India and Costa Rica that service accounts originated in the United States.

Purchases by Quarter

The following table summarizes the receivable portfolios we purchased by quarter, and the respective purchase prices (*in thousands*):

Quarter	# of Accounts		Face Value		Purchase Price
Q1 2019	854	\$	1,732,977	\$	262,335
Q2 2019	778		2,307,711		242,697
Q3 2019	1,255		5,313,092		259,910
Q4 2019	803		2,241,628		234,916
Q1 2020	943		1,703,022		214,113
Q2 2020	754		1,305,875		147,939
Q3 2020	735		1,782,733		170,131
Q4 2020	558		1,036,332		127,689
Q1 2021	749		1,328,865		170,178
Q2 2021	612		1,151,623		142,728
Q3 2021	767		1,403,794		168,188
Q4 2021	861		1,888,198		183,435

Liquidity and Capital Resources**Liquidity**

The following table summarizes our cash flow activity during the periods presented (*in thousands*):

	Year Ended December 31,					
	2021		2020		2019	
Net cash provided by operating activities	\$	303,053	\$	312,864	\$	244,733
Net cash provided by (used in) investing activities		339,896		82,826		(202,333)
Net cash used in by financing activities		(655,692)		(403,200)		(19,770)

Operating Cash Flows

Cash flows from operating activities represent the cash receipts and disbursements related to all of our activities other than investing and financing activities.

Net cash provided by operating activities was \$303.1 million, \$312.9 million, and \$244.7 million during the years ended December 31, 2021, 2020, and 2019, respectively. Operating cash flows are derived by adjusting net income for non-cash operating items such as depreciation and amortization, changes in recoveries, stock-based compensation charges, and changes in operating assets and liabilities which reflect timing differences between the receipt and payment of cash associated with transactions and when they are recognized in results of operations.

Investing Cash Flows

Net cash provided by investing activities was \$339.9 million and \$82.8 million during the years ended December 31, 2021 and 2020, respectively. Net cash used in investing activities was \$202.3 million during the year ended December 31, 2019. Cash provided by or used in investing activities is primarily affected by receivable portfolio purchases offset by collection proceeds applied to the principal of our receivable portfolios. Receivable portfolio purchases were \$657.3 million, \$644.0 million, and \$1,035.1 million during the years ended December 31, 2021, 2020, and 2019, respectively. Collection proceeds applied to the principal of our receivable portfolios were \$1,019.6 million, \$737.1 million, and \$757.6 million during the years ended December 31, 2021, 2020, and 2019, respectively.

Financing Cash Flows

Net cash used in financing activities was \$655.7 million, \$403.2 million, and \$19.8 million during the years ended December 31, 2021, 2020, and 2019, respectively. Financing cash flows are generally affected by borrowings under our credit facilities and proceeds from various debt offerings, offset by repayments of amounts outstanding under our credit facilities and repayments of various notes. Borrowings under our credit facilities were \$821.9 million, \$1,820.6 million and \$603.6 million during the years ended December 31, 2021, 2020, and 2019, respectively. Repayments of amounts outstanding under our credit facilities were \$896.4 million, \$2,290.8 million and \$586.4 million during the years ended December 31, 2021, 2020, and 2019, respectively. Proceeds from the issuance of senior secured notes were \$353.7 million, \$1,313.4 million, and \$454.6 million during the years ended December 31, 2021, 2020, and 2019, respectively. Repayments of senior secured notes were \$359.2 million, \$1,033.8 million and \$470.8 million during the years ended December 31, 2021, 2020, and 2019, respectively. We repaid \$161.0 million, \$89.4 million, and \$84.6 million of convertible senior notes using cash on hand during the years ended December 31, 2021, 2020, and 2019, respectively.

Capital Resources

Historically, we have met our cash requirements by utilizing our cash flows from operations, cash collections from our investment in receivable portfolios, bank borrowings, debt offerings, and equity offerings. Depending on the capital markets, we consider additional financings to fund our operations and acquisitions. Our primary capital resources are cash collections from our investment in receivable portfolios and bank borrowings. From time to time, we may repurchase outstanding debt or equity and/or restructure or refinance debt obligations. Our primary cash requirements have included the purchase of receivable portfolios, entity acquisitions, operating expenses, the payment of interest and principal on borrowings, and the payment of income taxes.

Currently, all of our portfolio purchases are funded with cash from operations, cash collections from our investment in receivable portfolios, and our bank borrowings.

We are in material compliance with all covenants under our financing arrangements. See “Note 6: Borrowings” in the notes to our consolidated financial statements for a further discussion of our debt. Available capacity under our Global Senior Facility was \$643.4 million as of December 31, 2021.

On August 12, 2015, our Board of Directors approved a \$50.0 million share repurchase program. On May 5, 2021, we announced that the Board of Directors had approved an increase in the size of the repurchase program from \$50.0 million to \$300.0 million (an increase of \$250.0 million). Repurchases under this program are expected to be made from cash on hand and/or a drawing from our Global Senior Facility, and may be made from time to time, subject to market conditions and other factors, in the open market, through private transactions, block transactions, or other methods as determined by our management and Board of Directors, and in accordance with market conditions, other corporate considerations, and applicable regulatory requirements. The program does not obligate us to acquire any particular amount of common stock, and it may be modified or suspended at our discretion. During the year ended December 31, 2021, we repurchased 2,598,034 shares of our common stock for approximately \$121.2 million under the share repurchase program. Our practice is to retire the shares repurchased.

On November 4, 2021, we commenced a modified “Dutch Auction” tender offer to purchase up to \$300.0 million of shares of our common stock with a price range between \$52.00 and \$60.00 per share. On December 9, 2021, we announced the final results of the tender offer. Through the tender offer, we purchased 4,471,995 shares of common stock at a price of \$60.00 per share, for a total cost of \$268.3 million, excluding fees and expenses. The shares purchased through the tender offer were immediately retired.

In May 2021, we terminated our at-the-market equity offering program (the “ATM Program”) pursuant to which we could issue and sell shares of Encore’s common stock having an aggregate offering price of \$50.0 million.

Our cash and cash equivalents as of December 31, 2021 consisted of \$27.7 million held by U.S.-based entities and \$161.9 million held by foreign entities. Most of our cash and cash equivalents held by foreign entities is indefinitely reinvested and may be subject to material tax effects if repatriated. However, we believe that our sources of cash and liquidity are sufficient to meet our business needs in the United States and do not expect that we will need to repatriate the funds.

Included in cash and cash equivalents is cash that was collected on behalf of, and remains payable to, third-party clients. The balance of cash held for clients was \$29.3 million and \$20.3 million as of December 31, 2021 and 2020, respectively.

Cash from operations could also be affected by various risks and uncertainties, including, but not limited to, the effects of the COVID-19 pandemic, including timing of cash collections from our consumers, and other risks detailed in our Risk Factors. However, we believe that we have sufficient liquidity to fund our operations for at least the next twelve months, given our expectation of continued positive cash flows from operations, cash collections from our investment in receivable portfolios, our cash and cash equivalents, our access to capital markets, and availability under our credit facilities. Our future cash needs will depend on our acquisitions of portfolios and businesses.

Future Contractual Cash Obligations

The following table summarizes our future contractual cash obligations as of December 31, 2021 (in thousands):

Contractual Obligations	Total	Less Than 1 Year	Payment Due By Period		
			1 – 3 Years	3 – 5 Years	More Than 5 Years
Principal payments on debt	\$ 3,048,676	\$ 199,879	\$ 251,230	\$ 1,787,564	\$ 810,003
Estimated interest payments ⁽¹⁾	552,814	121,447	222,829	160,255	48,283
Finance leases	7,353	4,182	3,171	—	—
Operating leases	102,737	17,880	31,208	25,142	28,507
Purchase commitments on receivable portfolios	259,175	212,528	46,647	—	—
Total contractual cash obligations ⁽²⁾	\$ 3,970,755	\$ 555,916	\$ 555,085	\$ 1,972,961	\$ 886,793

(1) Estimated interest payments are calculated based on outstanding principal amounts, applicable fixed interest rates or currently effective interest rates as of December 31, 2021 for variable rate debt, timing of scheduled payments and the term of the debt obligations.

(2) We had approximately \$4.6 million of liabilities and accrued interests related to uncertain tax positions as of December 31, 2021. We are unable to reasonably estimate the timing of the cash settlement with the tax authorities due to uncertainties related to these tax matters and, as a result, these obligations are not included in the table. See "Note 11: Income Taxes" to our consolidated financial statements for additional information on our uncertain tax positions.

Critical Accounting Policies and Estimates

We prepare our financial statements, in conformity with GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. "Note 1: Ownership, Description of Business, and Summary of Significant Accounting Policies" of the notes to the consolidated financial statements describes the significant accounting policies and methods used in the preparation of our consolidated financial statements.

We base our estimates on past experience and other assumptions that we believe are reasonable under the circumstances, and we evaluate these estimates on an ongoing basis. Actual results may differ from these estimates and such differences may be material. We refer to accounting estimates of this type as critical accounting policies and estimates, which we discuss further below. We have reviewed our critical accounting policies and estimates with the audit committee of our board of directors.

Investment in Receivable Portfolios and Related Revenue. Effective January 1, 2020, our investment in receivable portfolios is accounted for under CECL.

Receivable portfolio purchases are aggregated into pools based on similar risk characteristics. Examples of risk characteristics include financial asset type, collateral type, size, interest rate, date of origination, term, and geographic location. Our static pools are typically grouped into credit card, purchased consumer bankruptcy, and mortgage portfolios. We further group these static pools by geographic location. Once a pool is established, the portfolios will remain in the designated pool unless the underlying risk characteristics change. The purchase EIR of a pool will not change over the life of the pool even if expected future cash flows change.

Revenue is recognized for each static pool over the economic life of the pool. We make significant assumptions in determining the economic life of a pool, including the reasonable and supportable economic forecast period based on asset type and geography, which considers the availability of forward-looking scenarios and their respective time horizons. In general, we forecast recoveries over one or two years prior to reverting to historical averages at an estimate-level over the remaining life using various methodologies depending on the asset type and geography. The speed at which forecasts revert varies based on the spread between the forecast period and historical data. In addition, estimated recoveries include a qualitative component, which generally reflects management's assessment of macroeconomic environment and business initiatives. We continue to evaluate the reasonable economic life of a pool and reversion method annually. Revenue primarily includes two components: (1) accretion of the discount on the negative allowance due to the passage of time, and (2) changes in expected cash flows, which includes (a) the current period variances between actual cash collected and expected cash recoveries and (b) the present value change of expected future recoveries.

We measure expected future recoveries based on historical experience, current conditions, and reasonable and supportable forecasts. Factors that may change the expected future recoveries may include both internal as well as external factors. Internal factors include operational performance, such as capacity and the productivity of our collection staff. External factors that may have an impact on our collections include macroeconomic conditions, new laws or regulations, and new interpretations of existing laws or regulations. See “Note 4: Investment in Receivable Portfolios, Net” for further discussion of investment in receivable portfolios.

Valuation of Goodwill and Other Intangible Assets. Business combinations typically result in the recording of goodwill and other intangible assets. The excess of the purchase price over the fair value assigned to the tangible and identifiable intangible assets, liabilities assumed, and noncontrolling interest in the acquiree is recorded as goodwill.

Goodwill is tested annually for impairment and in interim periods if events or changes in circumstances indicate that the assets may be impaired. Our judgments regarding the existence of impairment indicators and future cash flows related to goodwill may be based on economic environment, business climate, market capitalization, operating performance, competition, and other factors. Significant judgments are required to estimate the fair value of reporting units including estimating future cash flows, determining appropriate discount rates, growth rates, comparable guideline companies and other assumptions. Future business conditions and/or activities could differ materially from the projections made by management, which in turn, could result in the need for impairment charges. We will perform additional impairment testing if events occur or circumstances change indicating that the carrying amounts may be impaired.

The determination of the recorded value of intangible assets acquired in a business combination requires management to make estimates and assumptions that affect our consolidated financial statements. Valuation techniques consistent with the market approach, income approach and/or cost approach are used to measure fair value. An estimate of fair value can be affected by many assumptions that require significant judgment.

Income Taxes. We are subject to income taxes in multiple tax jurisdictions worldwide. Tax laws are complex and subject to different interpretations by the taxpayer and the relevant taxing authorities. We exercise significant judgement in estimating potential exposure to unresolved tax matters and apply a more likely than not criteria approach for recording uncertain tax positions in the application of complex tax laws.

We prepare our tax provisions based on anticipated tax consequences for various jurisdictions where we conduct business. The provision for income taxes is estimated using the asset and liability method of accounting for income taxes, under which deferred tax assets and liabilities are recognized based on temporary differences between the financial statement and income tax bases of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the years in which the differences are expected to be realized or settled. At each reporting date, we consider new evidence, both positive and negative, that could affect future realization of deferred tax assets including historical earnings, taxable income in prior carryback years if permitted under tax law, projections of future income, timing of reversing temporary differences and the implementation of feasible and prudent tax planning strategies. In the event that it is more likely than not that all or part of the deferred tax assets are determined not to be realizable in the future, we would establish or increase a valuation allowance in the period such determination is made, with a corresponding charge to earnings. In the event we realize deferred tax assets that were previously determined to be unrealizable, we would release or decrease the respective valuation allowance, with a corresponding positive adjustment to earnings. The calculation of tax liabilities involves significant judgement in estimating the impact and timing of resolution of uncertainties in the application of complex tax laws. Resolution of these uncertainties in a manner inconsistent with our expectations could have a material impact on our results of operation and financial position.

Recent Accounting Pronouncements

Information regarding recent accounting pronouncements and the impact of those pronouncements, if any, on our consolidated financial statements is provided in this Annual Report in “Note 1: Ownership, Description of Business, and Summary of Significant Accounting Policies” to our consolidated financial statements.

Item 7A—Quantitative and Qualitative Disclosures About Market Risk

We are exposed to economic risks from foreign currency exchange rates and interest rates. A portion of these risks is hedged, but the risks may affect our financial statements.

Foreign Currency Exchange Rates

We have operations in foreign countries, which expose us to foreign currency exchange rate fluctuations due to transactions denominated in foreign currencies. Our primary foreign currency exposures relate to the British Pound, Euro, and Indian Rupee. We continuously evaluate and manage our foreign currency risk through the use of derivative financial instruments, including foreign currency forward contracts with financial counterparties where practicable. Such derivative instruments are viewed as risk management tools and are not used for speculative or trading purposes.

Cross-currency swap agreements are used to effectively convert fixed-rate Euro-denominated borrowings, including the principal amount of the underlying debt and periodic interest payments, to fixed-rate U.S. dollar denominated debt and are accounted for as cash flow hedges.

We have four cross-currency swap agreements with a total notional amount of €350.0 million (approximately \$397.9 million based on an exchange rate of \$1.00 to €0.88, the exchange rate as of December 31, 2021) that effectively convert interest and principal payments on €350.0 million of our Euro-denominated debt from Euro to U.S. dollar. The cross-currency derivative instruments have maturities of October 2023. As of December 31, 2021, the cross-currency swap agreements had a fair value liability position of \$16.9 million. These swaps eliminate the foreign currency risk associated with the hedged portion of our Euro-denominated borrowings. If the U.S. dollar were to weaken or strengthen against the Euro by 5%, the result would have a favorable or unfavorable effect on the cross-currency swap agreements' fair value of \$22.0 million, respectively.

Interest Rates

We have variable interest-bearing borrowings under our credit facilities that subject us to interest rate risk. We have, from time to time, utilized derivative financial instruments, including interest rate swap contracts and interest rate cap contracts with financial counterparties to manage our interest rate risk. Our interest rate swap contracts matured in December 2021. As of December 31, 2021, we held two interest rate cap contracts with a total notional amount of approximately \$928.2 million used to manage risk related to interest rate fluctuations. The interest rate cap instruments are designated as cash flow hedges and are accounted for using hedge accounting.

Our variable interest-bearing debt that is not hedged by derivative financial instruments is subject to the risk of interest rate fluctuations. Significant increases in future interest rates on our variable rate debt could lead to a material decrease in future earnings assuming all other factors remain constant. The rates used in our variable interest-bearing debt are based LIBOR, or other index rates, which in certain cases are subject to a floor. A hypothetical 50 basis points increase in interest rates as of December 31, 2021 related to variable rate debt agreements not hedged by derivatives would have a \$4.4 million negative impact on income before income taxes. Conversely, a hypothetical 50 basis points decrease in interest rates as of December 31, 2021 related to variable rate debt agreements not hedged by derivatives would have a \$0.9 million positive impact on income before income taxes.

As of December 31, 2021, our outstanding interest rate cap contracts had a fair value asset position of \$3.5 million. If the market interest rates increased 50 basis points, the result would have a favorable effect on the interest rate cap's fair value of \$3.8 million. Conversely, if the market interest rates decreased 50 basis points, the result would have an unfavorable effect on the interest rate cap's fair value of \$2.0 million.

Our analysis and methods used to assess and mitigate the risks discussed above should not be considered projections of future risks.

Item 8—Financial Statements and Supplementary Data

Our consolidated financial statements, the notes thereto and the Report of BDO USA, LLP, our Independent Registered Public Accounting Firm, are included in this Annual Report on Form 10-K on pages F-1 through F-39.

Item 9—Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A—Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e) and 15d-15(e). Based upon that evaluation, our CEO and CFO concluded that, as of December 31, 2021, our disclosure controls and procedures were not effective as of such date due to a material weakness in internal control over financial reporting, described below.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Securities and Exchange Act of 1934 as a process designed by, or under the supervision of, our executive management and effected by our board of directors, to provide reasonable assurance regarding the reliability of financial reporting and the preparations of financial statements for external purposes in accordance with U.S. GAAP.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness for future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Under the supervision of and with the participation of our management, we assessed the effectiveness of our internal control over financial reporting as of December 31, 2021, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

During the year ended December 31, 2021, we determined that we did not design and maintain effective controls within our Midland Credit Management operating unit with respect to the determination of certain qualitative factors applied to our estimates of future recoveries. This was evidenced by our failure to sufficiently document and substantiate certain qualitative factors that were applied to the output of our quantitative forecasting model during the year ended December 31, 2021. Accordingly, management has determined that this is a control deficiency that constitutes a material weakness.

As a result of the above, the Company's independent registered public accounting firm, BDO USA, LLP (BDO) has issued an adverse audit report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2021.

Following identification of the material weakness and prior to filing this Annual Report on Form 10-K, we completed substantive procedures for the year ended December 31, 2021. Based on these procedures, management believes that our consolidated financial statements included in this Form 10-K have been prepared in accordance with U.S. GAAP. Our CEO and CFO have certified that, based on their knowledge, the financial statements, and other financial information included in this Form 10-K, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this Form 10-K.

BDO has issued an unqualified opinion on our financial statements, which is included in Item 8 of this Form 10-K.

Remediation Plan for the Material Weakness

To remediate the material weakness identified above, management will document and maintain evidence that demonstrates: (1) that the application of qualitative factors to our forecasts operates at a level of precision that would prevent or detect a material misstatement, (2) that a review of the application of the qualitative factors occurred and (3) that any findings related to the review are appropriately resolved.

We believe that these actions will remediate the material weakness. The weakness will not be considered remediated, however, until the applicable controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. We expect that the remediation of this material weakness will be completed no later than December 31, 2022.

Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors
Encore Capital Group, Inc.
San Diego, California

Opinion on Internal Control over Financial Reporting

We have audited Encore Capital Group, Inc.'s (the "Company's") internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, the Company did not maintain, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated statements of financial condition of the Company as of December 31, 2021 and 2020, the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2021, and the related notes (collectively referred to as "the consolidated financial statements") and our report dated February 23, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Item 9A, Management's Report on Internal Control over Financial Reporting". Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit of internal control over financial reporting in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim consolidated financial statements will not be prevented or detected on a timely basis. A material weakness regarding management's failure to design and maintain controls over the qualitative adjustments to estimates of future recoveries, a component of revenues, has been identified and described in management's assessment. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2021 consolidated financial statements, and this report does not affect our report dated February 23, 2022 on those consolidated financial statements.

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ BDO USA, LLP
San Diego, California
February 23, 2022

Changes in Internal Control over Financial Reporting

Except as described above, based on the evaluation of our management as required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, we believe that there were no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B—Other Information

None.

Item 9C—Disclosure Regarding Foreign Jurisdictions that Prevent Inspection

None.

PART III

Item 10—Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated by reference to our Proxy Statement for our 2022 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2021.

Item 11—Executive Compensation

The information required by this item is incorporated by reference to our Proxy Statement for our 2022 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2021.

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

The information required by this item is incorporated by reference to our Proxy Statement for our 2022 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2021.

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

The information required by this item is incorporated by reference to our Proxy Statement for our 2022 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2021.

Item 14—Principal Accountant Fees and Services

The information required by this item is incorporated by reference to our Proxy Statement for our 2022 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2021.

PART IV
Item 15—Exhibits and Financial Statement Schedules

(a) Financial Statements.

The following consolidated financial statements of Encore Capital Group, Inc. are filed as part of this annual report on Form 10-K:

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Report of Independent Registered Public Accounting Firm	F-1
Consolidated Statements of Financial Condition at December 31, 2021 and 2020	F-4
Consolidated Statements of Income for the years ended December 31, 2021, 2020 and 2019	F-5
Consolidated Statements of Comprehensive Income for the years ended December 31, 2021, 2020 and 2019	F-6
Consolidated Statements of Equity for the years ended December 31, 2021, 2020 and 2019	F-7
Consolidated Statements of Cash Flows for the years ended December 31, 2021, 2020 and 2019	F-8
Notes to Consolidated Financial Statements	F-9

(b) Exhibits.

Exhibit Number	Exhibit Description	Incorporated By Reference				Filed or Furnished Herewith
		Form	File Number	Exhibit	Filing Date	
3.1.1	Restated Certificate of Incorporation	S-1/A	333-77483	3.1	6/14/1999	
3.1.2	Certificate of Amendment to the Certificate of Incorporation	8-K	000-26489	3.1	4/4/2002	
3.1.3	Second Certificate of Amendment to the Certificate of Incorporation	10-Q	000-26489	3.1.3	8/7/2019	
3.2	Bylaws, as amended through February 8, 2011	10-K	000-26489	3.3	2/14/2011	
4.1	Form of Common Stock Certificate	S-3	333-163876	4.7	12/21/2009	
4.2	Fourth Amended and Restated Senior Secured Note Purchase Agreement (including the forms of the Notes), dated as of September 1, 2020, by and among Encore Capital Group, Inc. and the purchasers named therein	8-K	000-26489	10.2	9/1/2020	
4.2.1	Amendment No. 1 to Fourth Amended and Restated Senior Secured Note Purchase Agreement, dated August 17, 2021, by and among Encore Capital Group, Inc. and the purchasers named therein	10-Q	000-26489	10.2	11/3/2021	
4.10	Indenture (including form of note), dated March 3, 2017, by and among Encore Capital Group, Inc., Midland Credit Management, Inc., as guarantor, and MUFG Union Bank, N.A., as trustee for 2022 Convertible Notes	8-K	000-26489	4.1	3/3/2017	
4.10.1	First Supplemental Indenture, dated October 29, 2020, to the Indenture, dated as of March 3, 2017, by and among Encore Capital Group, Inc., Midland Credit Management, Inc., as guarantor, and MUFG Union Bank, N.A., as trustee	10-Q	000-26489	4.5	11/2/2020	
4.11	Indenture, dated July 20, 2018, between Encore Capital Europe Finance Limited and MUFG Union Bank, N.A.	8-K	000-26489	4.1	7/20/2018	
4.11.1	Supplemental Indenture (including the form of 4.50% Exchangeable Senior Notes due 2023), dated July 20, 2018, among Encore Capital Europe Finance Limited, Encore Capital Group, Inc. and MUFG Union Bank, N.A.	8-K	000-26489	4.2	7/20/2018	

Exhibit Number	Exhibit Description	Incorporated By Reference				Filed or Furnished Herewith
		Form	File Number	Exhibit	Filing Date	
4.11.2	Second Supplemental Indenture, dated October 29, 2020, to the Indenture, dated as of July 20, 2018, by and among Encore Capital Europe Finance Limited, Encore Capital Group, Inc., as guarantor, and MUFG Union Bank, N.A., as trustee	10-Q	000-26489	4.6	11/2/2020	
4.13	Indenture (including form of note), dated September 9, 2019, by and among Encore Capital Group, Inc., Midland Credit Management, Inc., as guarantor, and MUFG Union Bank, N.A., as trustee for 2025 Convertible Notes	8-K	000-26489	4.1	9/10/2019	
4.13.1	First Supplemental Indenture, dated October 29, 2020, to the Indenture, dated as of September 9, 2019, by and among Encore Capital Group, Inc., Midland Credit Management, Inc., as guarantor, and MUFG Union Bank, N.A., as trustee	10-Q	000-26489	4.7	11/2/2020	
4.14	Description of Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934	10-K	000-26489	4.14	2/26/2020	
4.15	Indenture dated September 24, 2020 between Encore Capital Group, Inc., the subsidiary guarantors party thereto, Citibank, N.A., London Branch as trustee and Truist Bank as security agent for Encore 2025 Notes	8-K	000-26489	4.1	9/24/2020	
4.16	Indenture dated November 23, 2020 between Encore Capital Group, Inc., the subsidiary guarantors party thereto, Citibank, N.A., London Branch as trustee and Truist Bank as security agent for Encore 2026 Notes	8-K	000-26489	4.1	11/23/2020	
4.17	Indenture dated December 21, 2020 between Encore Capital Group, Inc., the subsidiary guarantors party thereto, Citibank, N.A., London Branch as trustee and Truist Bank as security agent for Encore 2028 Floating Rate Notes	8-K	000-26489	4.1	12/21/2020	
4.18	Indenture dated June 1, 2021 between Encore Capital Group, Inc., the subsidiary guarantors party thereto, GLAS Trust Company LLC as trustee and Truist Bank as security agent for Encore 2028 Notes	8-K	000-26489	4.1	6/1/2021	
10.1+	Form of Indemnification Agreement	8-K	000-26489	10.1	5/4/2006	
10.3+	Encore Capital Group, Inc. 2005 Stock Incentive Plan, as amended and restated	8-K	000-26489	10.1	6/15/2009	
10.3.2+	Form of Non-Incentive Stock Option Agreement under the Encore Capital Group, Inc. 2005 Stock Incentive Plan	10-Q	000-26489	10.3	11/1/2012	
10.4+	Encore Capital Group, Inc. 2013 Incentive Compensation Plan	Def 14A	000-26489	Appendix A	4/26/2013	
10.4.1+	First Amendment to Encore Capital Group, Inc. 2013 Incentive Compensation Plan, dated February 20, 2014	10-K	000-26489	10.84	2/25/2014	
10.4.2+	Form of Non-Incentive Stock Option Agreement under the Encore Capital Group, Inc. 2013 Incentive Compensation Plan	10-Q	000-26489	10.5	8/8/2013	

Exhibit Number	Exhibit Description	Incorporated By Reference				Filed or Furnished Herewith
		Form	File Number	Exhibit	Filing Date	
10.4.8+	Form of Restricted Stock Unit Grant Notice and Agreement (Non-Employee Director) under the Encore Capital Group, Inc. 2013 Incentive Compensation Plan	10-Q	000-26489	10.11	8/8/2013	
10.4.14+	Form of Performance Stock Option Agreement under the Encore Capital Group, Inc. 2013 Incentive Compensation Plan	10-K	000-26489	10.108	2/23/2017	
10.5+	Encore Capital Group, Inc. Executive Separation Plan					X
10.6+	Employment offer letter dated October 9, 2014 by and between Encore Capital Group, Inc. and Jonathan Clark	8-K	000-26489	10.1	2/26/2015	
10.7+	Non-Employee Director Compensation Program Guidelines, effective June 17, 2020	10-Q	000-26489	10.1	8/5/2020	
10.8+	Non-Employee Director Deferred Stock Compensation Plan	10-Q	000-26489	10.2	8/4/2016	
10.8.1+	First Amendment to Non-Employee Director Deferred Stock Compensation Plan, dated August 11, 2016	10-Q	000-26489	10.1	11/9/2016	
10.9+	Letter, dated June 15, 2017, from Encore Capital Group, Inc. to Ashish Masih	8-K	000-26489	10.1	6/20/2017	
10.11+	The Encore Capital Group, Inc. 2017 Incentive Award Plan	8-K	000-26489	10.3	6/20/2017	
10.11.1+	Form of Restricted Stock Unit Grant Notice and Award Agreement under the Encore Capital Group, Inc. 2017 Incentive Award Plan	8-K	000-26489	10.4	6/20/2017	
10.11.2+	Form of Restricted Stock Unit Grant Notice and Award Agreement under the Encore Capital Group, Inc. 2017 Incentive Award Plan (Executive Separation Plan Participant)	8-K	000-26489	10.5	6/20/2017	
10.11.3+	Form of Restricted Stock Award Grant Notice and Award Agreement under the Encore Capital Group, Inc. 2017 Incentive Award Plan	8-K	000-26489	10.6	6/20/2017	
10.11.4+	Form of Stock Option Grant Notice and Award Agreement under the Encore Capital Group, Inc. 2017 Incentive Award Plan	8-K	000-26489	10.7	6/20/2017	
10.11.5+	Form of Performance Share Unit Award Grant Notice and Award Agreement (EPS) under the Encore Capital Group, Inc. 2017 Incentive Award Plan (Executive Separation Plan Participant)	8-K	000-26489	10.1	3/15/2018	
10.11.6+	Form of Performance Share Unit Award Grant Notice and Award Agreement (EPS) under the Encore Capital Group, Inc. 2017 Incentive Award Plan	8-K	000-26489	10.2	3/15/2018	
10.11.7+	Form of Performance Share Unit Award Grant Notice and Award Agreement (TSR) under the Encore Capital Group, Inc. 2017 Incentive Award Plan (Executive Separation Plan Participant)	8-K	000-26489	10.3	3/15/2018	
10.11.8+	Form of Performance Share Unit Award Grant Notice and Award Agreement (TSR) under the Encore Capital Group, Inc. 2017 Incentive Award Plan	8-K	000-26489	10.4	3/15/2018	

Exhibit Number	Exhibit Description	Incorporated By Reference				Filed or Furnished Herewith
		Form	File Number	Exhibit	Filing Date	
10.11.9+	Form of Performance Share Unit Award Grant Notice and Award Agreement (ROAE) under the Encore Capital Group, Inc. 2017 Incentive Award Plan	10-K	000-26489	10.11.9	2/26/2020	
10.11.10+	Form of Performance Share Unit Award Grant Notice and Award Agreement (ROIC) under the Encore Capital Group, Inc. 2017 Incentive Award Plan					X
10.19	Amended and Restated Senior Facilities Agreement, dated August 5, 2021, by and among Encore Capital Group, Inc., the several guarantors, banks and other financial institutions and lenders from time to time party thereto and Truist Bank as Agent and Security Agent	8-K	000-26489	10.1	8/11/2021	
10.22	Senior Facility Agreement, dated November 12, 2021, between Cabot Securitisation UK Limited, Cabot Financial (UK) Limited, HSBC Corporate Trustee Company (UK) Limited as Security Trustee, HSBC Bank PLC as Senior Agent and Goldman Sachs International Bank as Senior Lender	8-K	000-26489	10.1	11/12/2021	
10.23.1	Letter Agreement, dated July 17, 2018, between Bank of Montreal and Encore Capital Group, Inc. regarding the Base Capped Call Transaction	8-K	000-26489	10.1	7/20/2018	
10.23.2	Letter Agreement, dated July 17, 2018, between Credit Suisse International and Encore Capital Group, Inc. regarding the Base Capped Call Transaction	8-K	000-26489	10.2	7/20/2018	
10.23.3	Letter Agreement, dated July 17, 2018, between Bank of America, N.A. and Encore Capital Group, Inc. regarding the Base Capped Call Transaction	8-K	000-26489	10.3	7/20/2018	
10.23.4	Letter Agreement, dated July 19, 2018, between Bank of Montreal and Encore Capital Group, Inc. regarding the Additional Capped Call Transaction	8-K	000-26489	10.4	7/20/2018	
10.23.5	Letter Agreement, dated July 19, 2018, between Credit Suisse International and Encore Capital Group, Inc. regarding the Additional Capped Call Transaction	8-K	000-26489	10.5	7/20/2018	
10.23.6	Letter Agreement, dated July 19, 2018, between Bank of America, N.A. and Encore Capital Group, Inc. regarding the Additional Capped Call Transaction	8-K	000-26489	10.6	7/20/2018	
10.26+	Executive Service Agreement, dated November 25, 2019, between Cabot UK Holdco Limited and Craig Buick	10-Q	000-26489	10.2+	5/11/2020	
21	List of Subsidiaries					X
22	List of Issuers of Guaranteed Securities					X
23	Consent of Independent Registered Public Accounting Firm, BDO USA, LLP					X
31.1	Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934					X

Exhibit Number	Exhibit Description	Incorporated By Reference				Filed or Furnished Herewith
		Form	File Number	Exhibit	Filing Date	
31.2	Certification of the Principal Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934					X
32.1	Certifications 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 (furnished herewith)					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					X
+	Management contract or compensatory plan or arrangement.					

Item 16—Form 10-K Summary

None.

ENCORE CAPITAL GROUP, INC.

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Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors
Encore Capital Group, Inc.
San Diego, California

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial condition of Encore Capital Group, Inc. (the “Company”) as of December 31, 2021 and 2020, the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2021, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021 in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) and our report dated February 23, 2022 expressed an adverse opinion thereon.

Changes in Accounting Principles

As discussed in Note 1 to the consolidated financial statements, effective January 1, 2021, the Company adopted Accounting Standards Update (“ASU”) No. 2020-06, *Debt — Debt with Conversion and Other Options* (“Subtopic 470-20”) and *Derivatives and Hedging — Contracts in Entity’s Own Equity* (“Subtopic 815-40”): *Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity* (“ASU 2020-06”).

As discussed in Notes 1 and 4 to the consolidated financial statements, effective January 1, 2020, the Company adopted Accounting Standards Codification (“ASC”) Topic 326, *Financial Instruments—Credit Losses*.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

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

Estimate of Expected Future Recoveries on Purchased Credit Deteriorated Assets

As more fully described in Notes 1 and 4 to the consolidated financial statements, the Company's investment in receivable portfolios, net balance was approximately \$3.1 billion at December 31, 2021, and the resulting changes in recoveries for the year ended December 31, 2021 were \$199.1 million. Investment in receivable portfolios, net is comprised of purchased loans that have experienced significant deterioration of credit quality since origination. In accordance with the Company's charge-off policy each individual loan is deemed to be uncollectible. Receivable portfolio purchases are aggregated based on similar risk characteristics ("pool"), and a negative allowance is established based on expected future recoveries of the pool using a discounted cash flow approach. Subsequent changes (favorable and unfavorable) in expected future recoveries are recognized within changes in recoveries in the Statements of Income. The Company reviews each pool for current trends, actual versus expected performance, and expected timing of future recoveries (curve shape). The Company then re-forecasts the timing and amounts of expected future recoveries.

We identified the estimate of expected future recoveries on purchased credit deteriorated assets as a critical audit matter. Specifically, management is required to make significant judgments and assumptions to estimate expected future recoveries. Estimated future recoveries are based on historical experience, current conditions, reasonable and supportable forecasts, and certain qualitative factors. Auditing these elements involved especially challenging auditor judgment due to the nature and extent of audit effort required to address these matters.

The primary procedures we performed to address this critical audit matter included:

- Testing the design and operating effectiveness of controls over management's assessment of the reasonableness of inputs and outputs from the Company's proprietary statistical and behavioral models used to forecast expected future recoveries, and performance monitoring of expected future recoveries.
- Testing the completeness and accuracy of collection data used by management to monitor each pool for current trends, actual versus expected performance, and the expected amount and timing of future recoveries (curve shape).
- Evaluating management's process used to develop estimates of expected future recoveries and certain qualitative factors by testing source data and evaluating the reasonableness of assumptions by comparing to historical results, including current period forecasts to actual performance, recent performance trends, and curve shape.

Goodwill Impairment Assessment

As more fully described in Notes 1 and 15 to the consolidated financial statements, the Company's goodwill balance was approximately \$897.8 million at December 31, 2021, which was allocated between two reporting units, MCM and Cabot, that carried goodwill. The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to its carrying value. For the MCM reporting unit, management performed a qualitative assessment and determined it was not necessary to perform a quantitative test. For the Cabot reporting unit, management performed a quantitative analysis which utilized a combination of the income approach and the market approach.

We identified the goodwill impairment assessment of the Cabot reporting unit as a critical audit matter because of the significant assumptions and judgments management makes as part of the assessment to estimate the fair value of the reporting unit. The income approach requires significant management assumptions such as assumptions used in the cash flow forecasts, the discount rate, and the terminal value. The market approach requires significant management judgment in the selection of appropriate valuation multiples. Auditing these significant assumptions and judgments involved a high degree of auditor judgment, and an increased extent of effort including the extent of specialized skill or knowledge needed.

The primary procedures we performed to address this critical audit matter included:

- Testing the design and operating effectiveness of controls over goodwill impairment assessment including controls over significant management assumptions and judgments used in the income and market approaches.
- Testing management's process for developing fair value estimates including testing the completeness, accuracy, relevance and reliability of underlying data, and evaluating significant management assumptions within their cash flow forecasts by comparing to historical results and market participant data.
- Utilizing personnel with specialized knowledge and skill in valuation to assist in: (i) assessing the appropriateness of the fair value methodology, (ii) evaluating the reasonableness of certain assumptions used including the discount rate, valuation multiples, and the terminal value, and (iii) assessing the reasonableness of the discount rate by developing independent estimates and comparing estimates to those utilized by management.

/s/ BDO USA, LLP

We have served as the Company's auditor since 2001.

San Diego, California

February 23, 2022

ENCORE CAPITAL GROUP, INC.
Consolidated Statements of Financial Condition
(In Thousands, Except Par Value Amounts)

	December 31, 2021	December 31, 2020
Assets		
Cash and cash equivalents	\$ 189,645	\$ 189,184
Investment in receivable portfolios, net	3,065,553	3,291,918
Property and equipment, net	119,857	127,297
Other assets	335,275	349,162
Goodwill	897,795	906,962
Total assets	<u>\$ 4,608,125</u>	<u>\$ 4,864,523</u>
Liabilities and Equity		
Liabilities:		
Accounts payable and accrued liabilities	\$ 229,586	\$ 215,920
Borrowings	2,997,331	3,281,634
Other liabilities	195,947	146,893
Total liabilities	<u>3,422,864</u>	<u>3,644,447</u>
Commitments and contingencies (Note 13)		
Equity:		
Convertible preferred stock, \$0.01 par value, 5,000 shares authorized, no shares issued and outstanding	—	—
Common stock, \$0.01 par value, 75,000 shares authorized, 24,541 shares and 31,345 shares issued and outstanding as of December 31, 2021 and December 31, 2020, respectively	245	313
Additional paid-in capital	—	230,440
Accumulated earnings	1,238,564	1,055,668
Accumulated other comprehensive loss	(53,548)	(68,813)
Total Encore Capital Group, Inc. stockholders' equity	<u>1,185,261</u>	<u>1,217,608</u>
Noncontrolling interest	—	2,468
Total equity	<u>1,185,261</u>	<u>1,220,076</u>
Total liabilities and equity	<u>\$ 4,608,125</u>	<u>\$ 4,864,523</u>

The following table presents certain assets and liabilities of consolidated variable interest entities ("VIEs") included in the consolidated statements of financial condition above. Most assets in the table below include those assets that can only be used to settle obligations of consolidated VIEs. The liabilities exclude amounts where creditors or beneficial interest holders have recourse to the general credit of the Company. See "Note 7: Variable Interest Entities" for additional information on the Company's VIEs.

	December 31, 2021	December 31, 2020
Assets		
Cash and cash equivalents	\$ 1,927	\$ 2,223
Investment in receivable portfolios, net	498,507	553,621
Other assets	3,452	5,127
Liabilities		
Accounts payable and accrued liabilities	105	—
Borrowings	473,443	478,131
Other liabilities	10	37

See accompanying notes to consolidated financial statements

ENCORE CAPITAL GROUP, INC.
Consolidated Statements of Income
(In Thousands, Except Per Share Amounts)

	Year Ended December 31,		
	2021	2020	2019
Revenues			
Revenue from receivable portfolios	\$ 1,287,730	\$ 1,374,717	\$ 1,269,288
Changes in recoveries	199,136	7,246	—
Total debt purchasing revenue	1,486,866	1,381,963	1,269,288
Servicing revenue	120,778	115,118	126,527
Other revenues	6,855	4,319	9,974
Total revenues	1,614,499	1,501,400	1,405,789
Allowances on receivable portfolios, net			(8,108)
Total revenues, adjusted by net allowances			1,397,681
Operating expenses			
Salaries and employee benefits	385,178	378,176	376,365
Cost of legal collections	254,280	239,071	202,670
General and administrative expenses	137,695	149,113	148,256
Other operating expenses	106,938	108,944	108,433
Collection agency commissions	47,057	49,754	63,865
Depreciation and amortization	50,079	42,780	41,029
Goodwill impairment	—	—	10,718
Total operating expenses	981,227	967,838	951,336
Income from operations	633,272	533,562	446,345
Other expense			
Interest expense	(169,647)	(209,356)	(217,771)
Loss on extinguishment of debt	(9,300)	(40,951)	(8,989)
Other expense	(17,784)	(357)	(18,343)
Total other expense	(196,731)	(250,664)	(245,103)
Income before income taxes	436,541	282,898	201,242
Provision for income taxes	(85,340)	(70,374)	(32,333)
Net income	351,201	212,524	168,909
Net income attributable to noncontrolling interest	(419)	(676)	(1,040)
Net income attributable to Encore Capital Group, Inc. stockholders	\$ 350,782	\$ 211,848	\$ 167,869
Earnings per share attributable to Encore Capital Group, Inc.:			
Basic	\$ 11.64	\$ 6.74	\$ 5.38
Diluted	\$ 11.26	\$ 6.68	\$ 5.33
Weighted average shares outstanding:			
Basic	30,129	31,427	31,210
Diluted	31,153	31,710	31,474

See accompanying notes to consolidated financial statements

ENCORE CAPITAL GROUP, INC.
Consolidated Statements of Comprehensive Income
(In Thousands)

	Year Ended December 31,		
	2021	2020	2019
Net income	\$ 351,201	\$ 212,524	\$ 168,909
Other comprehensive income, net of tax:			
Change in unrealized gain (loss) on derivative instruments:			
Unrealized gain (loss) on derivative instruments	12,835	234	(5,029)
Income tax effect	(2,165)	(66)	761
Unrealized gain (loss) on derivative instruments, net of tax	10,670	168	(4,268)
Change in foreign currency translation:			
Unrealized (loss) gain on foreign currency translation	(15,309)	17,160	23,169
Removal of other comprehensive loss in connection with divestiture	19,904	2,632	3,814
Unrealized gain on foreign currency translation, net of divestiture	4,595	19,792	26,983
Other comprehensive income, net of tax	15,265	19,960	22,715
Comprehensive income	366,466	232,484	191,624
Comprehensive income attributable to noncontrolling interest:			
Net income attributable to noncontrolling interest	(419)	(676)	(1,040)
Unrealized income on foreign currency translation	—	(7)	(494)
Comprehensive income attributable to noncontrolling interest	(419)	(683)	(1,534)
Comprehensive income attributable to Encore Capital Group, Inc. stockholders	\$ 366,047	\$ 231,801	\$ 190,090

See accompanying notes to consolidated financial statements

ENCORE CAPITAL GROUP, INC.
Consolidated Statements of Equity
(In Thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Earnings	Accumulated Other Comprehensive (Loss) Income	Noncontrolling Interest	Total Equity
	Shares	Par					
Balance as of December 31, 2018	30,884	\$ 309	\$ 208,498	\$ 720,189	\$ (110,987)	\$ 1,679	\$ 819,688
Net income	—	—	—	167,869	—	1,040	168,909
Other comprehensive income, net of tax	—	—	—	—	18,407	494	18,901
Exercise of stock options and issuance of share-based awards, net of shares withheld for employee taxes	213	2	(4,874)	—	—	—	(4,872)
Stock-based compensation	—	—	12,557	—	—	—	12,557
Issuance of exchangeable notes	—	—	4,733	—	—	—	4,733
Exchangeable notes hedge transactions	—	—	1,792	—	—	—	1,792
Removal of other comprehensive loss in connection with divestiture	—	—	(116)	—	3,814	—	3,698
Balance as of December 31, 2019	31,097	311	222,590	888,058	(88,766)	3,213	1,025,406
Cumulative adjustment	—	—	—	(44,238)	—	—	(44,238)
Net income	—	—	—	211,848	—	676	212,524
Other comprehensive income, net of tax	—	—	—	—	17,321	7	17,328
Purchase of noncontrolling interest	—	—	(2,394)	—	—	(1,428)	(3,822)
Issuance of share-based awards, net of shares withheld for employee taxes	248	2	(6,316)	—	—	—	(6,314)
Stock-based compensation	—	—	16,560	—	—	—	16,560
Removal of other comprehensive loss in connection with divestiture	—	—	—	—	2,632	—	2,632
Balance as of December 31, 2020	31,345	313	230,440	1,055,668	(68,813)	2,468	1,220,076
Cumulative adjustment	—	—	(40,372)	22,458	—	—	(17,914)
Net income	—	—	—	350,782	—	419	351,201
Other comprehensive loss, net of tax	—	—	—	—	(4,639)	—	(4,639)
Purchase of noncontrolling interest	—	—	(2,669)	—	—	(2,887)	(5,556)
Exercise of stock options and issuance of share-based awards, net of shares withheld for employee taxes	266	2	(5,537)	—	—	—	(5,535)
Repurchase of common stock	(7,070)	(70)	(200,192)	(190,344)	—	—	(390,606)
Stock-based compensation	—	—	18,330	—	—	—	18,330
Removal of other comprehensive loss in connection with divestiture	—	—	—	—	19,904	—	19,904
Balance as of December 31, 2021	24,541	\$ 245	\$ —	\$ 1,238,564	\$ (53,548)	\$ —	\$ 1,185,261

See accompanying notes to consolidated financial statements

ENCORE CAPITAL GROUP, INC.
Consolidated Statements of Cash Flows
(In Thousands)

	Year Ended December 31,		
	2021	2020	2019
Operating activities:			
Net income	\$ 351,201	\$ 212,524	\$ 168,909
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	50,079	42,780	41,029
Expense related to financing	9,300	51,117	3,523
Other non-cash interest expense, net	17,785	23,639	30,299
Stock-based compensation expense	18,330	16,560	12,557
Deferred income taxes	35,371	8,549	20,706
Goodwill impairment	—	—	10,718
Changes in recoveries	(199,136)	(7,246)	—
Provision for allowances on receivable portfolios, net	—	—	8,108
Other, net	17,130	16,260	9,794
Changes in operating assets and liabilities			
Deferred court costs	—	—	(3,646)
Other assets	3,927	8,980	29,025
Prepaid income tax and income taxes payable	7,758	(24,344)	(24,045)
Accounts payable, accrued liabilities and other liabilities	(8,692)	(35,955)	(62,244)
Net cash provided by operating activities	<u>303,053</u>	<u>312,864</u>	<u>244,733</u>
Investing activities:			
Purchases of receivable portfolios, net of put-backs	(657,280)	(644,048)	(1,035,130)
Collections applied to investment in receivable portfolios, net	1,019,629	737,131	757,640
Purchases of property and equipment	(33,372)	(34,600)	(39,602)
Proceeds from sale of portfolios	—	—	107,937
Other, net	10,919	24,343	6,822
Net cash provided by (used in) investing activities	<u>339,896</u>	<u>82,826</u>	<u>(202,333)</u>
Financing activities:			
Payment of loan and debt refinancing costs	(11,963)	(82,455)	(11,586)
Proceeds from credit facilities	821,931	1,820,634	603,634
Repayment of credit facilities	(896,418)	(2,290,822)	(586,429)
Proceeds from senior secured notes	353,747	1,313,385	454,573
Repayment of senior secured notes	(359,175)	(1,033,765)	(470,768)
Proceeds from issuance of convertible senior notes	—	—	100,000
Repayment of convertible senior notes	(161,000)	(89,355)	(84,600)
Repurchase of common stock	(390,606)	—	—
Other, net	(12,208)	(40,822)	(24,594)
Net cash used in by financing activities	<u>(655,692)</u>	<u>(403,200)</u>	<u>(19,770)</u>
Net (decrease) increase in cash and cash equivalents	<u>(12,743)</u>	<u>(7,510)</u>	<u>22,630</u>
Effect of exchange rate changes on cash and cash equivalents	13,204	4,359	12,287
Cash and cash equivalents, beginning of period	189,184	192,335	157,418
Cash and cash equivalents, end of period	<u>\$ 189,645</u>	<u>\$ 189,184</u>	<u>\$ 192,335</u>
Supplemental disclosures of cash flow information:			
Cash paid for interest	\$ 132,400	\$ 169,553	\$ 178,948
Cash paid for income taxes, net of refunds	42,039	88,816	43,973
Supplemental schedule of non-cash investing and financing activities:			
Investment in receivable portfolios transferred to real estate owned	\$ 768	\$ 2,214	\$ 5,058
Property and equipment acquired through finance leases	2,664	3,276	5,299

See accompanying notes to consolidated financial statements

ENCORE CAPITAL GROUP, INC.
Notes to Consolidated Financial Statements

Note 1: Ownership, Description of Business, and Summary of Significant Accounting Policies

Encore Capital Group, Inc. (“Encore”), through its subsidiaries (collectively with Encore, the “Company”), is an international specialty finance company providing debt recovery solutions and other related services for consumers across a broad range of financial assets. The Company purchases portfolios of defaulted consumer receivables at deep discounts to face value and manages them by working with individuals as they repay their obligations and work toward financial recovery. Defaulted receivables are consumers’ unpaid financial obligations to credit originators, including banks, credit unions, consumer finance companies and commercial retailers. Defaulted receivables may also include receivables subject to bankruptcy proceedings. The Company also provides debt servicing and other portfolio management services to credit originators for non-performing loans in Europe.

Through Midland Credit Management, Inc. and its domestic affiliates (collectively, “MCM”), the Company is a market leader in portfolio purchasing and recovery in the United States. Through Cabot Credit Management Limited (“CCM”) and its subsidiaries and European affiliates (collectively, “Cabot”) the Company is one of the largest credit management services providers in Europe and a market leader in the United Kingdom. These are the Company’s primary operations.

The Company also has investments and operations in Latin America and Asia-Pacific, which the Company refers to as “LAAP.”

COVID-19

On March 11, 2020, the World Health Organization declared the outbreak of a novel coronavirus (“COVID-19”) as a global pandemic, which continues to spread throughout the United States and around the world. The COVID-19 outbreak and resulting containment measures implemented by governments around the world, as well as increased business uncertainty, have impacted the Company. The circumstances around the COVID-19 pandemic continue to rapidly evolve and will continue to impact the Company’s business and its estimation of expected recoveries in future periods. The Company will continue to closely monitor the COVID-19 situation and update its assumptions accordingly.

Basis of Consolidation

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) and reflect the accounts and operations of the Company and those of its subsidiaries in which the Company has a controlling financial interest. The Company also consolidates VIEs for which it is the primary beneficiary. The primary beneficiary has both (a) the power to direct the activities of the VIE that most significantly affect the entity’s economic performance and (b) either the obligation to absorb losses or the right to receive benefits. Refer to “Note 7: Variable Interest Entities” for further details. All intercompany transactions and balances have been eliminated in consolidation.

Translation of Foreign Currencies

The financial statements of certain of the Company’s foreign subsidiaries are measured using their local currency as the functional currency. Assets and liabilities of foreign operations are translated into U.S. dollars using period-end exchange rates, and revenues and expenses are translated into U.S. dollars using average exchange rates in effect during each period. The resulting translation adjustments are recorded as a component of other comprehensive income or loss. Equity accounts are translated at historical rates, except for the change in retained earnings during the year which is the result of the income statement translation process. Intercompany transaction gains or losses at each period end arising from subsequent measurement of balances for which settlement is not planned or anticipated in the foreseeable future are included as translation adjustments and recorded within other comprehensive income or loss. Translation gains or losses are the material components of accumulated other comprehensive income or loss and are reclassified to earnings upon the substantial sale or liquidation of investments in foreign operations.

Immaterial Error Corrections

During 2021, the Company identified immaterial disclosure errors relating to presentation of its deferred tax assets and deferred tax liabilities in the Income Taxes footnote of Form 10-K for the year ended December 31, 2020. The disclosure error was primarily related to incorrect netting of deferred tax assets and deferred tax liabilities in various tax jurisdictions. Nonetheless, the consolidated net deferred taxes positions for the periods presented were reported correctly. The Company revised the previously reported deferred tax assets and deferred tax liabilities in this Form 10-K for the year ended December 31, 2021. The disclosure error had no effect on the Company’s consolidated financial statements.

Recently Adopted Accounting Guidance

On January 1, 2021, the Company adopted Accounting Standards Update (“ASU”) No. 2020-06, Debt — Debt with Conversion and Other Options (“Subtopic 470-20”) and Derivatives and Hedging — Contracts in Entity’s Own Equity (“Subtopic 815-40”): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity (“ASU 2020-06”). The Company adopted ASU 2020-06 using the modified-retrospective approach, by recording a net cumulative-effect adjustment to equity of approximately \$17.9 million.

The ASU simplifies the accounting for convertible instruments by removing certain models in Subtopic 470-20 and revises the guidance in Subtopic 815-40 to simplify the accounting for contracts in an entity’s own equity. The ASU also amends the guidance to improve the consistency of earnings per share calculations, which requires the if-converted method be used for convertible instruments.

Under ASU 2020-06, the Company’s convertible and exchangeable notes are no longer bifurcated to a debt component and an equity component, instead, they are carried as a single liability which reflects the principal amount of the convertible and exchangeable notes. The interest expense recognized on the convertible and exchangeable notes is based on coupon rates, rather than higher effective interest rates. As a result, the Company recognizes lower interest expense after the adoption. Additionally, effective January 1, 2021, the Company uses the if-converted method in calculating the dilutive effect of its convertible and exchangeable notes for earnings per share. The adoption of ASU 2020-06 had a positive impact to the Company’s diluted earnings per share of \$0.19 for the year ended December 31, 2021.

The Company has not adjusted prior period comparative information and will continue to disclose prior period financial information in accordance with the previous accounting guidance. The following table summarizes the cumulative effects of adopting the new guidance on the Company’s consolidated statements of financial condition at January 1, 2021 (*in thousands*):

	Balance as of December 31, 2020	Adjustment	Opening Balance as of January 1, 2021
Liabilities			
Convertible notes and exchangeable notes	\$ 583,500	\$ —	\$ 583,500
Debt discount	(19,364)	19,364	—
Other liabilities (for deferred tax liabilities)	146,893	(1,450)	145,443
Equity			
Additional paid-in capital	230,440	(40,372)	190,068
Accumulated earnings	1,055,668	22,458	1,078,126

With the exception of the updated standard discussed above, there have been no recent accounting pronouncements or changes in accounting pronouncements during the year ended December 31, 2021.

Use of Estimates

The preparation of financial statements, in conformity with GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, the Company evaluates significant estimates, including changes in estimated future recoveries on its investment in receivable portfolios, fair value of goodwill, and income taxes, among others. The Company bases its estimates on assumptions, both historical and forward looking, that are believed to be reasonable. Actual results could materially differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents consist of highly liquid investments with maturities of three months or less at the date of purchase. The Company maintains its cash and cash equivalents in multiple financial institutions and certain account balances exceed federally insurable limits. To date, the Company has experienced no loss or lack of access to cash in its bank accounts. The Company believes any risks are mitigated by maintaining cash with highly rated financial institutions. The carrying amounts reported in the consolidated statements of financial condition for cash and cash equivalents approximate their fair value.

Included in cash and cash equivalents is cash collected on behalf of and due to third-party clients. A corresponding balance is included in accounts payable and accrued liabilities. The balance of cash held for clients was \$29.3 million and \$20.3 million as of December 31, 2021 and 2020, respectively.

Investment in Receivable Portfolios

Current Accounting Policy

On January 1, 2020, the Company adopted the new accounting standard for Financial Instruments - Credit Losses ("CECL"). The adoption resulted in a reduction to the Company's accumulated earnings of \$44.2 million.

The Company purchases portfolios of loans that have experienced significant deterioration of credit quality since origination from banks and other financial institutions. These financial assets are defined as purchased credit deteriorated (or "PCD") assets under CECL. Under the PCD accounting model, the purchased assets are recognized at their face value with an offsetting allowance and noncredit discount allocated to the individual receivables as the unit of account is at the individual loan level. Since each loan is deeply delinquent and deemed uncollectible at the individual loan level, the Company applies its charge-off policy and fully writes-off the amortized costs (i.e., face value net of noncredit discount) of the individual receivables immediately after purchasing the portfolio. The Company then records a negative allowance that represents the present value of all expected future recoveries for pools of receivables that share similar risk characteristics using a discounted cash flow approach, which ultimately equals the amount paid for a portfolio purchase and presented as "Investment in receivable portfolios, net" in the Company's consolidated statements of financial condition. The discount rate is an effective interest rate (or "purchase EIR") based on the purchase price of the portfolio and the expected future cash flows at the time of purchase. The amount of the negative allowance (i.e., investment in receivable portfolios) will not exceed the total amortized cost basis of the loans written-off.

Receivable portfolio purchases are aggregated into pools based on similar risk characteristics. Examples of risk characteristics include financial asset type, collateral type, size, interest rate, date of origination, term, and geographic location. The Company's static pools are typically grouped into credit card, purchased consumer bankruptcy, and mortgage portfolios. The Company further groups these static pools by geographic location. Once a pool is established, the portfolios will remain in the designated pool unless the underlying risk characteristics change, which is not expected due to the delinquent nature of the individual loans. The purchase EIR of a pool will not change over the life of the pool even if expected future cash flows change.

Revenue is recognized for each static pool over the economic life of the pool. Debt purchasing revenue includes two components:

- (1) Revenue from receivable portfolios, which is the accretion of the discount on the negative allowance due to the passage of time (generally the portfolio balance multiplied by the EIR) and also includes all revenue from zero basis portfolio ("ZBA") collections, and
- (2) Changes in recoveries, which includes
 - (a) Recoveries above or below forecast, which is the difference between (i) actual cash collected/recovered during the current period and (ii) expected cash recoveries for the current period, which generally represents over or under performance for the period; and
 - (b) Changes in expected future recoveries, which is the present value change of expected future recoveries, where such change generally results from (i) collections "pulled forward from" or "pushed out to" future periods (i.e. amounts either collected early or expected to be collected later) and (ii) magnitude and timing changes to estimates of expected future collections (which can be increases or decreases).

The Company measures expected future recoveries based on historical experience, current conditions, reasonable and supportable forecasts, and other quantitative and qualitative factors. Factors that may change the expected future recoveries may include both internal as well as external factors. Internal factors include operational performance, such as capacity and the productivity of the Company's collection staff. External factors that may have an impact on the Company's collections include new laws or regulations, new interpretations of existing laws or regulations, and macroeconomic conditions.

The Company elected not to maintain its previously formed pool groups with amortized costs at transition. Certain pools already fully recovered their cost basis and became ZBA prior to the transition. The Company did not establish a negative allowance from ZBA pools as the Company elected the Transition Resource Group for Credit Losses' practical expedient to retain the integrity of its legacy pools. All subsequent collections to the ZBA pools are recognized as ZBA revenue, which is included in revenue from receivable portfolios in the Company's consolidated statements of income.

Accounting Policy Prior to January 1, 2020

Discrete receivable portfolio purchases during the same fiscal quarter were aggregated into pools based on common risk characteristics. Once a static pool was established, the portfolios were permanently assigned to the pool. Receivable portfolios were recorded at cost at the time of acquisition. The purchase cost of the portfolios included certain fees paid to third parties incurred in connection with the direct acquisition of the receivable portfolios.

Revenues were calculated using either the interest method or the cost recovery method. The interest method applies an internal rate of return ("IRR") to the cost basis of the pool, which remained unchanged throughout the life of the pool, unless there was an increase in subsequent expected cash flows. Subsequent increases in expected cash flows were recognized prospectively through an upward adjustment of the pool's IRR over its remaining life. Subsequent decreases in expected cash flows did not change the IRR, but were recognized as an allowance to the cost basis of the pool, and were reflected in the consolidated statements of income as an adjustment to revenue, with a corresponding valuation allowance, offsetting the investment in receivable portfolios in the consolidated statements of financial condition. With gross collections being discounted at monthly IRRs, when collections were lower in the near term, even if substantially higher collections were expected later in the collection curve, an allowance charge could result.

The Company accounted for each static pool as a unit for the economic life of the pool (similar to one loan) for recognition of revenue from receivable portfolios, for collections applied to the cost basis of receivable portfolios and for provision for loss or allowance. Revenue from receivable portfolios was accrued based on each pool's IRR applied to each pool's adjusted cost basis. The cost basis of each pool was increased by revenue earned and portfolio allowance reversals and decreased by gross collections and portfolio allowances. Once the net book value of a static pool has been fully recovered, it became ZBA and all subsequent collections were recognized as ZBA revenue.

If the amount and timing of future cash collections on a pool of receivables were not reasonably estimable, the Company accounted for such portfolios on the cost recovery method as Cost Recovery Portfolios. The accounts in these portfolios had different risk characteristics than those included in other portfolios acquired during the same quarter, or the necessary information was not available to estimate future cash flows and, accordingly, they were not aggregated with other portfolios. Under the cost recovery method of accounting, no revenue was recognized until the carrying value of a Cost Recovery Portfolio has been fully recovered.

See "Note 4: Investment in Receivable Portfolios, Net" for further discussion of investment in receivable portfolios.

Transfers of Financial Assets

The Company accounts for transfers of financial assets as sales when it has surrendered control over the related assets. Whether control has been relinquished requires, among other things, an evaluation of relevant legal considerations and an assessment of the nature and extent of the Company's ongoing involvement with the assets transferred. Gains and losses stemming from transfers reported as sales are included in "Other revenues" in the Company's consolidated statements of income. Assets obtained and liabilities incurred in connection with transfers reported as sales are initially recognized in the statements of financial condition at fair value.

Transfers of financial assets that do not qualify for sale accounting are reported as collateralized borrowings. Accordingly, the related assets remain on the Company's statements of financial condition and continue to be reported and accounted for as if the transfer had not occurred. Cash proceeds from these transfers are reported as liabilities, with attributable interest expense recognized over the life of the related transactions. To date, the Company has not had any transfers of financial assets that did not qualify for sale accounting.

Servicing Revenue

Certain of the Company's subsidiaries earn servicing revenue by providing portfolio management services to credit originators for non-performing loans. The Company recognizes servicing revenue when it satisfies the performance obligation over time by providing debt solution and credit management services. The Company typically invoices for its services monthly with payment terms of 30 days.

Goodwill and Other Intangible Assets

Goodwill represents the excess of purchase price over the value assigned to tangible and identifiable intangible assets, liabilities assumed, and noncontrolling interest of businesses acquired. Acquired intangible assets other than goodwill are amortized over their useful lives unless the lives are determined to be indefinite. Goodwill is tested at the reporting unit level annually for impairment and in interim periods if certain events occur indicating the fair value of a reporting unit may be below its carrying value. See "Note 15: Goodwill and Identifiable Intangible Assets" for further discussion of the Company's goodwill and other intangible assets.

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation and amortization. The provision for depreciation and amortization is computed using the straight-line method over the estimated useful lives of the assets as follows:

Fixed Asset Category	Estimated Useful Life
Leasehold improvements	Lesser of lease term, including periods covered by renewal options, or useful life
Furniture, fixtures and equipment	5 to 10 years
Computer hardware and software	3 to 5 years

Maintenance and repairs are charged to expense in the year incurred. Expenditures for major renewals that extend the useful lives of fixed assets are capitalized and depreciated over the useful lives of such assets.

The Company reviews property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company measures recoverability by comparing the carrying amount to the future undiscounted cash flows that the asset is expected to generate. If the asset is not recoverable, its carrying amount would be adjusted down to its fair value.

Leases

The Company recognizes operating lease right-of-use ("ROU") assets and operating lease liabilities in the consolidated statements of financial condition. ROU assets represent the Company's right to use an underlying asset during the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at commencement date based on the net present value of fixed lease payments over the lease term. The Company's lease term includes options to extend or terminate the lease when it is reasonably certain that it will exercise that option. ROU assets also include any advance lease payments made and are net of any lease incentives. As most of the Company's operating leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The incremental borrowing rate is the rate of interest that the Company would expect to pay to borrow over a similar term, and on a collateralized basis, an amount equal to the lease payments in a similar economic environment.

The Company elected not to apply the recognition requirements to short-term leases and not to separate non-lease components from lease components for operating leases.

Income Taxes

The provision for income taxes is estimated using the asset and liability method of accounting for income taxes, under which deferred tax assets and liabilities are recognized based on temporary differences between the financial statement and income tax bases of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the years in which the differences are expected to be realized or settled. At each reporting date, the Company considers new evidence, both positive and negative, that could affect future realization of deferred tax assets including historical earnings, taxable income in prior carryback years if permitted under tax law, projections of future income, timing of reversing temporary differences and the implementation of feasible and prudent tax planning strategies. In the event that it is more likely than not that all or part of the deferred tax assets are determined not to be realizable in the future, the Company would establish or increase a valuation allowance in the period such determination is made, with a corresponding charge to earnings. In the event the Company realizes deferred tax assets that were previously determined to be unrealizable, the Company would release or decrease the respective valuation allowance, with a corresponding positive adjustment to earnings. The calculation of tax liabilities involves significant judgement in estimating the impact and timing of resolution of uncertainties in the application of complex tax laws. Resolution of these uncertainties in a manner inconsistent with the Company's expectations could have a material impact on the Company's results of operation and financial position. The Company records liabilities related to uncertain tax positions when it believes that it is more likely than not that those positions may not be fully sustained upon review by tax authorities, despite its belief that those tax return positions are supportable. The Company includes interest and penalties related to income taxes within its provision for income taxes. See "Note 11: Income Taxes" for further discussion.

Stock-Based Compensation

The Company determines stock-based compensation expense for all share-based payment awards based on the measurement date fair value. The Company uses the Black-Scholes option-pricing model to determine the fair-value of stock option grants. The Company has certain share awards that include market conditions that affect vesting, the fair value of these shares is estimated using a lattice model. Compensation cost is not adjusted if the market condition is not met, as long as the

requisite service is provided. For share awards that require service and performance conditions, the Company recognizes compensation cost only for those awards expected to meet the service and performance vesting conditions over the requisite service period of the award. Forfeiture rates are estimated based on the Company's historical experience. Stock-based compensation expenses are included in "Salaries and Employee Benefits" in the Company's consolidated statements of income. See "Note 10: Stock-Based Compensation" for further discussion.

Derivative Instruments and Hedging Activities

The Company recognizes all derivative financial instruments in its consolidated financial statements at fair value. Changes in the fair value of derivative instruments are recorded in earnings unless hedge accounting criteria are met. The Company designates certain derivative instruments as cash flow hedges. The changes in fair value of derivatives designated as cash flow hedges is recorded each period, net of tax, in accumulated other comprehensive income or loss until the related hedged transaction occurs. If in the event the hedged cash flow does not occur, or it becomes probable that it will not occur, the Company would reclassify the amount of any gain or loss on the related cash flow hedge to income or expense at that time. If the hedged cash flows are still reasonably possible to occur, the hedged cash flows will continue to be recorded in accumulated other comprehensive income or loss until the hedged cash flows are no longer probable of occurring. The Company classifies the cash flows from a derivative instrument that is accounted for as a cash flow hedge (and that does not contain an other-than-insignificant financing element at inception) in the same category as the cash flows from the items being hedged. See "Note 3: Derivatives and Hedging Instruments" for further discussion.

Concentration of Supply Risk

A significant percentage of the Company's portfolio purchases in the United States for any given fiscal quarter or year may be concentrated with a few large sellers, some of which may also involve forward flow arrangements. A significant decrease in the volume of portfolio available from any of the Company's principal sellers would force the Company to seek alternative sources of charged-off receivables.

The Company may be unable to find alternative sources from which to purchase charged-off receivables, and even if it could successfully replace these purchases, the search could take time and the receivables could be of lower quality, cost more, or both, any of which could adversely affect the Company's business, financial condition and operating results.

Earnings Per Share

Basic earnings per share is calculated by dividing net earnings attributable to Encore by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is calculated on the basis of the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding stock options, restricted stock, and the dilutive effect of the convertible and exchangeable senior notes, if applicable.

The Company adopted ASU 2020-06 on January 1, 2021, using a modified retrospective approach. Effective January 1, 2021, the dilutive effect of the Company's convertible and exchangeable notes is calculated using the if-converted method. Prior to the adoption, the dilutive effect of the convertible and exchangeable notes was calculated using the treasury stock method. In September 2021, in accordance with the indenture for the convertible senior notes due in March 2022, the Company irrevocably elected cash settlement for these notes. As a result, the convertible senior notes due in March 2022 were only dilutive prior to September 15, 2021. All of the Company's other convertible and exchangeable notes require net share settlement, using the if-converted method results in a similar dilutive effect as using the treasury stock method under the previous accounting standard, due to the fact that only in-the-money shares are included in the dilutive effect.

A reconciliation of shares used in calculating earnings per basic and diluted shares follows for the periods presented (*in thousands, except per share amounts*):

	Year Ended December 31,		
	2021	2020	2019
Net income attributable to Encore Capital Group, Inc.	\$ 350,782	\$ 211,848	\$ 167,869
Total weighted-average basic shares outstanding	30,129	31,427	31,210
Dilutive effect of stock-based awards	407	283	264
Dilutive effect of convertible and exchangeable senior notes	617	—	—
Total weighted-average dilutive shares outstanding	31,153	31,710	31,474
Basic earnings per share	\$ 11.64	\$ 6.74	\$ 5.38
Diluted earnings per share	\$ 11.26	\$ 6.68	\$ 5.33

Anti-dilutive employee stock options outstanding were approximately 3,000, 51,000 and 64,000 during the years ended December 31, 2021, 2020, and 2019, respectively.

Note 2: Fair Value Measurements

Fair value is defined as the price that would be received upon sale of an asset or the price paid to transfer a liability, in an orderly transaction between market participants at the measurement date (*i.e.*, the “exit price”). The Company uses a fair value hierarchy that prioritizes the inputs used in valuation techniques to measure fair value into three broad levels. The following is a brief description of each level:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs, including inputs that reflect the reporting entity’s own assumptions.

Financial Instruments Required To Be Carried At Fair Value

Financial assets and liabilities measured at fair value on a recurring basis are summarized below (*in thousands*):

	Fair Value Measurements as of December 31, 2021			
	Level 1	Level 2	Level 3	Total
Assets				
Interest rate cap contracts	\$ —	\$ 3,541	\$ —	\$ 3,541
Liabilities				
Cross-currency swap agreements	—	(16,902)	—	(16,902)
Contingent consideration	—	—	(5,218)	(5,218)

	Fair Value Measurements as of December 31, 2020			
	Level 1	Level 2	Level 3	Total
Assets				
Cross-currency swap agreements	\$ —	\$ 11,578	\$ —	\$ 11,578
Interest rate cap contracts	—	659	—	659
Liabilities				
Interest rate swap agreements	—	(5,232)	—	(5,232)
Contingent consideration	—	—	(2,957)	(2,957)

Derivative Contracts:

The Company uses derivative instruments to manage its exposure to fluctuations in interest rates and foreign currency exchange rates. Fair values of these derivative instruments are estimated using industry standard valuation models. These models project future cash flows and discount the future amounts to a present value using market-based observable inputs, including interest rate curves, foreign currency exchange rates, and forward and spot prices for currencies.

Contingent Consideration:

The Company carries certain contingent liabilities resulting from its mergers and acquisition activities. Certain sellers of the Company's acquired entities could earn additional earn-out payments in cash based on the entities' subsequent operating performance. The Company recorded the acquisition date fair values of these contingent liabilities, based on the likelihood of contingent earn-out payments, as part of the consideration transferred. The earn-out payments are subsequently remeasured to fair value at each reporting date, based on actual and forecasted operating performance. Changes in fair value of contingent consideration are included in other operating expenses in the Company's consolidated statements of income.

The following table provides a roll-forward of the fair value of contingent consideration, which is included in the accounts payable and accrued liabilities in the Company's consolidated statements of financial position, for the years ended December 31, 2021, 2020 and 2019 (in thousands):

	Amount
Balance as of December 31, 2018	\$ 6,198
Change in fair value of contingent consideration	(2,300)
Payment of contingent consideration	(3,686)
Effect of foreign currency translation	(146)
Balance as of December 31, 2019	66
Issuance of contingent consideration in connection with purchase of noncontrolling interest	2,848
Payment of contingent consideration	(88)
Effect of foreign currency translation	131
Balance as of December 31, 2020	2,957
Issuance of contingent consideration in connection with purchase of noncontrolling interest	2,913
Change in fair value of contingent consideration	(388)
Payment of contingent consideration	(180)
Effect of foreign currency translation	(84)
Balance as of December 31, 2021	\$ 5,218

Non-Recurring Fair Value Measurement:

Certain assets are measured at fair value on a nonrecurring basis. These assets include real estate-owned assets classified as held for sale at the lower of their carrying value or fair value less cost to sell. The fair value of the assets held for sale and estimated selling expenses were determined at the time of initial recognition and in each reporting period using Level 3 measurements based on appraised values using market comparable. The fair value estimate of the assets held for sale was approximately \$44.6 million and \$42.2 million as of December 31, 2021 and December 31, 2020, respectively.

Financial Instruments Not Required To Be Carried At Fair Value

The table below summarizes fair value estimates for the Company's financial instruments that are not required to be carried at fair value. The total of the fair value calculations presented does not represent, and should not be construed to represent, the underlying value of the Company. The carrying amounts in the following table are recorded in the consolidated statements of financial condition as of December 31, 2021 and December 31, 2020 (*in thousands*):

	December 31, 2021		December 31, 2020	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial Assets				
Investment in receivable portfolios	\$ 3,065,553	\$ 3,416,926	\$ 3,291,918	\$ 3,705,672
Financial Liabilities				
Convertible senior notes due March 2021 ⁽¹⁾	—	—	160,406	161,349
Convertible senior notes due March 2022 ⁽¹⁾	150,000	195,009	146,644	160,905
Exchangeable senior notes due September 2023 ⁽¹⁾	172,500	257,782	164,339	190,737
Convertible senior notes due October 2025 ⁽¹⁾	100,000	165,887	92,747	109,090
Senior secured notes ⁽²⁾	1,606,327	1,652,246	1,642,058	1,684,729
Encore private placement notes	107,470	108,652	146,550	141,860

(1) Prior to January 1, 2021, under the previous accounting standard, the convertible and exchangeable notes included a debt discount. The carrying amount as of December 31, 2020 represented the principal amount of the notes, net of the debt discount.

(2) Carrying amount represents historical cost, adjusted for any related debt discount or debt premium.

Investment in Receivable Portfolios:

The fair value of investment in receivable portfolios is measured using Level 3 inputs by discounting the estimated future cash flows generated by the Company's proprietary forecasting models. The key inputs include the estimated future gross cash flow, average cost to collect, and discount rate. The determination of such inputs requires significant judgment, including assessing the assumed market participant's cost structure, its determination of whether to include fixed costs in its valuation, its collection strategies, and determining the appropriate weighted average cost of capital. The Company evaluates the use of these key inputs on an ongoing basis and refines the data as it continues to obtain better information from market participants in the debt recovery and purchasing business.

Borrowings:

The Company's convertible notes, exchangeable notes, senior secured notes and private placement notes are carried at historical cost, adjusted for the applicable debt discount. The fair value estimate for the convertible and exchangeable notes incorporates quoted market prices using Level 2 inputs. The fair value of the senior secured notes and private placement notes is estimated using widely accepted valuation techniques, including discounted cash flow analyses using available market information on discount and borrowing rates with similar terms, maturities, and credit ratings. Accordingly, the Company used Level 2 inputs for these debt instrument fair value estimates.

The carrying value of the Company's senior secured revolving credit facility and securitisation senior facility approximates fair value due to the use of current market rates that are repriced frequently.

Note 3: Derivatives and Hedging Instruments

The Company may periodically enter into derivative financial instruments to manage risks related to interest rates and foreign currency. Certain of the Company's derivative financial instruments qualify for hedge accounting treatment.

The following table summarizes the fair value of derivative instruments as recorded in the Company's consolidated statements of financial condition (*in thousands*):

	December 31, 2021		December 31, 2020	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Interest rate cap contracts	Other assets	\$ 3,541	Other assets	\$ 659
Interest rate swap agreements	—	—	Other liabilities	(5,232)
Cross-currency swap agreements	Other liabilities	(16,902)	Other assets	11,578

Derivatives Designated as Hedging Instruments

The Company has operations in foreign countries, which expose the Company to foreign currency exchange rate fluctuations due to transactions denominated in foreign currencies. To mitigate a portion of this risk, the Company enters into derivative financial instruments, principally foreign currency forward contracts with financial counterparties. The Company adjusts the level and use of derivatives as soon as practicable after learning that an exposure has changed and reviews all exposures and derivative positions on an ongoing basis.

The Company held certain foreign currency forward contracts designated as cash flow hedging instruments that matured in June 2020. No gains or losses were reclassified from OCI into earnings as a result of forecasted transactions that failed to occur during the years ended December 31, 2021, 2020, or 2019.

The Company may periodically enter into interest rate swap agreements to reduce its exposure to fluctuations in interest rates on variable interest rate debt and their impact on earnings and cash flows. Under the swap agreements, the Company receives floating interest rate payments and makes interest payments based on fixed interest rates. The Company designates its interest rate swap instruments as cash flow hedges. Previously, the Company held four interest rate swap agreements that hedged the risk of USD-LIBOR interest rate fluctuations for the Encore revolving credit facility and term loan facility. As part of the financing transactions completed in September 2020, the Company settled two of the interest rate swap agreements but continued to amortize the remaining unrealized loss in OCI into earnings. On September 30, 2021, the Company ceased hedge accounting for its interest rate swap instruments due to the forecasted transactions were no longer probable driven by the continued pay down of its USD-LIBOR denominated borrowings. As a result, the Company reclassified all the remaining unrealized loss in OCI of approximately \$1.9 million into earnings. The two remaining interest swap agreements matured in December 2021 and were not designated as hedging instruments during the fourth quarter of 2021.

The Company uses cross-currency swap agreements to manage foreign currency exchange risk by converting fixed-rate Euro-denominated borrowings including periodic interest payments and the payment of principal at maturity to fixed-rate USD debt. The cross-currency swap agreements are accounted for as cash flow hedges. As of December 31, 2021, there were four cross-currency swap agreements outstanding with a total notional amount of €350.0 million (approximately \$397.9 million based on an exchange rate of \$1.00 to €0.88, the exchange rate as of December 31, 2021). The Company expects to reclassify approximately \$5.2 million of net derivative loss from OCI into earnings relating to cross-currency swaps within the next 12 months.

The Company also uses interest rate cap contracts to manage its risk related to the interest rate fluctuations in its variable interest rate bearing debt.

The Company has an interest rate cap (the "2019 Cap") with a notional amount of €400.0 million (approximately \$454.8 million based on an exchange rate of \$1.00 to €0.88, the exchange rate as of December 31, 2021). The 2019 Cap hedges the fluctuations in three-month EURIBOR floating rate debt and matures in 2024. The Company also had an interest rate cap that was used to hedge the fluctuations in debt bearing variable interest based on sterling overnight index average ("SONIA") (the "2020 Cap"). The 2020 Cap had a notional amount of £350.0 million (approximately \$473.4 million based on an exchange rate of \$1.00 to £0.74, the exchange rate as of December 31, 2021) with a maturity date in March 2023. In November 2021, the Company sold the 2020 Cap for approximately \$0.9 million and paid approximately \$2.1 million to purchase another interest rate cap (the "2021 Cap") that matures in September 2024 with the same notional amount. The Company expects the hedge relationships to be highly effective and designates the 2019 Cap and 2021 Cap as cash flow hedge instruments. The remaining OCI associated with the terminated 2020 Cap will continue to be amortized through March 2023. The Company expects to

reclassify approximately \$0.9 million of net derivative loss from OCI into earnings relating to interest rate caps within the next 12 months.

The following table summarizes the effects of derivatives in cash flow hedging relationships designated as hedging instruments in the Company's consolidated financial statements during the periods presented (*in thousands*):

Derivatives Designated as Hedging Instruments	Gain (Loss) Recognized in OCI			Location of Gain (Loss) Reclassified from OCI into Income	Gain (Loss) Reclassified from OCI into Income		
	Year Ended December 31,				Year Ended December 31,		
	2021	2020	2019		2021	2020	2019
Foreign currency exchange contracts	\$ —	\$ (341)	\$ 1,100	Salaries and employee benefits	\$ —	\$ 49	\$ 383
Foreign currency exchange contracts	—	(44)	(56)	General and administrative expenses	—	11	(19)
Interest rate swap agreements	(69)	(7,441)	(6,347)	Interest expense	(8,743)	(7,893)	(2,560)
Interest rate cap contracts	1,824	(3,001)	(1,752)	Interest expense	(568)	(2,846)	146
Cross-currency swap agreements	(33,464)	10,503	—	Interest expense / Other expense	(33,532)	10,121	—

Derivatives Not Designated as Hedging Instruments

The Company enters into currency exchange forward contracts to reduce the effects of currency exchange rate fluctuations between the British Pound and Euro. These derivative contracts generally mature within one to three months and are not designated as hedge instruments for accounting purposes. As of December 31, 2021, the Company had no outstanding currency exchange forward contracts that were not designated as cash flow hedging instruments. The Company continues to monitor the level of exposure of the foreign currency exchange risk and may enter into additional short-term forward contracts on an ongoing basis. The gains or losses on these derivative contracts are recognized in other income or expense based on the changes in fair value.

As discussed in "Derivatives Designated as Hedging Instruments," on September 30, 2021, the Company ceased hedge accounting for its interest rate swap instruments due to the continued pay down of its USD-LIBOR denominated borrowings. The interest rate swap agreements had a liability balance of \$1.2 million as of September 30, 2021 and matured in December 2021.

The following table summarizes the effects of derivatives not designated as hedging instruments on the Company's consolidated statements of income during the periods presented (*in thousands*):

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Amount of Gain (Loss) Recognized in Income		
		Year ended December 31,		
		2021	2020	2019
Foreign currency exchange contracts	Other expense	\$ (20)	\$ 3,564	\$ (2,959)
Interest rate swap agreements	Other expense	(73)	—	—

Note 4: Investment in Receivable Portfolios, Net

As discussed in “Note 1: Ownership, Description of Business, and Summary of Significant Accounting Policies,” effective January 1, 2020, the Company accounts for its investment in receivable portfolios as PCD assets under CECL. Refer to the “Investment in Receivable Portfolios” section in Note 1 for current accounting policy and accounting policy prior to January 1, 2020 for the Company’s purchased receivable portfolios.

The table below illustrates the Company’s transition approach for its investment in receivable portfolios as of January 1, 2020 (*in thousands*):

	Amount	
Investment in receivable portfolios prior to transition	\$	3,283,984
Initial transitioned deferred court costs		44,166
		3,328,150
Allowance for credit losses		79,028,043
Amortized cost		82,356,193
Noncredit discount		132,533,142
Face value		214,889,335
Write-off of amortized cost		(82,356,193)
Write-off of noncredit discount		(132,533,142)
Negative allowance		3,328,150
Initial negative allowance from transition	\$	3,328,150

The table below provides the detail on the establishment of negative allowance for expected recoveries of portfolios purchased subsequent to the adoption of CECL (*in thousands*):

	Year Ended December 31,			
	2021		2020	
Purchase price	\$	664,529	\$	659,872
Allowance for credit losses		1,823,582		1,703,420
Amortized cost		2,488,111		2,363,292
Noncredit discount		3,284,369		3,464,670
Face value		5,772,480		5,827,962
Write-off of amortized cost		(2,488,111)		(2,363,292)
Write-off of noncredit discount		(3,284,369)		(3,464,670)
Negative allowance		664,529		659,872
Negative allowance for expected recoveries - current period purchases	\$	664,529	\$	659,872

The following tables summarize the changes in the balance of the investment in receivable portfolios during the periods subsequent to the adoption of CECL (*in thousands*):

	Year Ended December 31,			
	2021		2020	
Balance, beginning of period	\$	3,291,918	\$	3,328,150
Purchases of receivable portfolios		664,529		659,872
Collections applied to investment in receivable portfolios, net ⁽¹⁾		(1,019,629)		(737,131)
Changes in recoveries ⁽²⁾		199,136		7,246
Put-backs and Recalls		(7,249)		(15,824)
Deconsolidation of receivable portfolios		(9,352)		(2,822)
Disposals and transfers to real estate owned		(8,071)		(9,459)
Foreign currency adjustments		(45,729)		61,886
Balance, end of period	\$	3,065,553	\$	3,291,918

(1) Collections applied to investment in receivable portfolios, net, is calculated as follows during the periods subsequent to the adoption of CECL:

	Year Ended December 31,			
	2021		2020	
Cash collections	\$	2,307,359	\$	2,111,848
Less - amounts classified to revenue from receivable portfolios		(1,287,730)		(1,374,717)
Collections applied to investment in receivable portfolios, net	\$	1,019,629	\$	737,131

(2) Changes in recoveries is calculated as follows during the periods subsequent to the adoption of CECL, where recoveries include cash collections, put-backs and recalls, and other cash-based adjustments:

	Year Ended December 31,			
	2021		2020	
Recoveries above forecast	\$	326,006	\$	228,075
Changes in expected future recoveries		(126,870)		(220,829)
Changes in recoveries	\$	199,136	\$	7,246

Recoveries above or below forecast represent over and under-performance in the reporting period, respectively. Collections during the year ended December 31, 2021 significantly outperformed the projected cash flows by approximately \$326.0 million. The Company believes the collection over-performance was a result of improvements in collections operations and changed consumer behavior during the COVID-19 pandemic.

While the Company now has additional information with respect to the impact on collections of the COVID-19 pandemic, the future outlook remains uncertain, and will continue to evolve depending on future developments, including the duration and spread of the pandemic and related actions taken by governments. When reassessing the future forecasts of expected lifetime recoveries during the year ended December 31, 2021, management considered historical and current collection performance, uncertainty in economic forecasts in the geographies in which we operate, and believes that for certain static pools collections over-performance resulted in increased total expected recoveries. Although management believes that the relevant macroeconomic conditions have improved and therefore no longer materially impact the Company's collections performance, uncertainty still remains in the geographies in which the Company operates. As a result, the Company has updated its forecast, resulting in a reduction of total estimated remaining collections which in turn, when discounted to present value, resulted in a negative change in expected future period recoveries of approximately \$126.9 million during the year ended December 31, 2021. The circumstances around this pandemic are evolving rapidly and will continue to impact the Company's business and its estimation of expected recoveries in future periods. The Company will continue to closely monitor the COVID-19 situation and update its assumptions accordingly.

The following tables summarize the changes in the balance of the investment in receivable portfolios during the year ended December 31, 2019, prior to the adoption of CECL (*in thousands*):

	Year Ended December 31,	
	2019	
Balance, beginning of period	\$	3,137,893
Purchases of receivable portfolios		1,046,696
Collections applied to investment in receivable portfolios, net		(757,640)
Put-backs and Recalls		(11,591)
Deconsolidation of receivable portfolios		(51,935)
Disposals and transfers to real estate owned		(11,495)
Sale of receivable portfolios ⁽¹⁾		(98,636)
Portfolio allowance, net		(8,108)
Foreign currency adjustments		38,800
Balance, end of period	\$	3,283,984

(1) Represents the sale of certain portfolios in the Company's European operations under its co-investment framework. The Company recognized a gain of approximately \$9.3 million in connection with the transaction. The gain was included in Other Revenues in the Company's consolidated statements of income during the year ended December 31, 2019.

Note 5: Composition of Certain Financial Statement Items

Property and Equipment, Net

Property and equipment consist of the following as of the dates presented (*in thousands*):

	December 31,		December 31,	
	2021		2020	
Computer equipment and software	\$	209,844	\$	194,678
Leasehold improvements		37,533		43,621
Furniture, fixtures and equipment		19,959		10,514
Telecommunications equipment and other		3,075		3,450
Construction in process		2,487		4,739
		272,898		257,002
Less: accumulated depreciation and amortization		(153,041)		(129,705)
	\$	119,857	\$	127,297

Depreciation and amortization expense related to property and equipment was \$42.2 million, \$34.8 million, and \$33.3 million during the years ended December 31, 2021, 2020, and 2019, respectively.

Other Assets

Other assets consist of the following as of the dates presented (*in thousands*):

	December 31, 2021	December 31, 2020
Operating lease right-of-use assets	\$ 68,812	\$ 72,164
Deferred tax assets	51,451	33,202
Real estate owned	44,640	42,173
Identifiable intangible assets, net	36,320	45,012
Prepaid expenses	26,943	26,717
Service fee receivables	22,610	26,539
Income tax deposits	19,315	35,853
Other	65,184	67,502
Total	\$ 335,275	\$ 349,162

Note 6: Borrowings

The Company is in compliance in all material respects with all covenants under its financing arrangements as of December 31, 2021. The components of the Company's consolidated borrowings were as follows as of the dates presented (*in thousands*):

	December 31, 2021	December 31, 2020
Global senior secured revolving credit facility	\$ 406,635	\$ 481,007
Encore private placement notes	107,470	146,550
Senior secured notes	1,613,739	1,651,619
Convertible notes and exchangeable notes	422,500	583,500
Cabot securitisation senior facility	473,443	478,131
Other	24,889	24,398
Finance lease liabilities	7,005	8,288
	3,055,681	3,373,493
Less: debt discount and issuance costs, net of amortization	(58,350)	(91,859)
Total	\$ 2,997,331	\$ 3,281,634

Encore is the parent of the restricted group for the Global Senior Facility, the Senior Secured Notes and the Encore Private Placement Notes, each of which is guaranteed by the same group of material Encore subsidiaries and secured by the same collateral, which represents substantially all of the assets of those subsidiaries.

Global Senior Secured Revolving Credit Facility

In September 2020, the Company entered into a multi-currency senior secured revolving credit facility agreement (as amended and restated, the "Global Senior Facility"). In previous periods, the Company referred to this facility as the Cabot Credit Facility. As of December 31, 2021, the Global Senior Facility provided for a total committed facility of \$1,050.0 million that matures in September 2025 and included the following key provisions:

- Interest at LIBOR (or EURIBOR for any loan drawn in euro or a rate based on SONIA for any loan drawn in British Pound) plus 2.50% per annum, with a LIBOR (or EURIBOR or SONIA) floor of 0.00%;
- An unused commitment fee of 0.40% per annum, payable quarterly in arrears;
- A restrictive covenant that limits the LTV Ratio (as defined in the Global Senior Facility) to 0.75 in the event that the Global Senior Facility is more than 20% utilized;
- A restrictive covenant that limits the SSRCF Ratio (as defined in the Global Senior Facility) to 0.275;
- A restrictive covenant that requires the Company to maintain a Fixed Charge Coverage Ratio (as defined in the Global Senior Facility) of at least 2.0;
- Additional restrictions and covenants which limit, among other things, the payment of dividends and the incurrence of additional indebtedness and liens; and

- Standard events of default which, upon occurrence, may permit the lenders to terminate the Global Senior Facility and declare all amounts outstanding to be immediately due and payable.

The Global Senior Facility is secured by substantially all of the assets of the Company and the guarantors. Pursuant to the terms of an intercreditor agreement entered into with respect to the relative positions of (1) the Global Senior Facility, any super priority hedging liabilities and the Encore Private Placement Notes (collectively, "Super Senior Liabilities") and (2) the Senior Secured Notes, Super Senior Liabilities that are secured by assets that also secure the Senior Secured Notes will receive priority with respect to any proceeds received upon any enforcement action over any such assets.

As of December 31, 2021, the outstanding borrowings under the Global Senior Facility were \$406.6 million. The weighted average interest rate of the Global Senior Facility was 3.07% and 3.25% for the years ended December 31, 2021 and December 31, 2020, respectively. The weighted average interest rate of the previous Cabot Credit Facility was 3.30% for the year ended December 31, 2020. The weighted average interest rate of the previous Encore Revolving Credit Facility was 3.90% for the year ended December 31, 2020. Available capacity under the Global Senior Facility was \$643.4 million as of December 31, 2021.

Encore Private Placement Notes

In August 2017, Encore entered into \$325.0 million in senior secured notes with a group of insurance companies (the "Encore Private Placement Notes"). In September 2020 the Company prepaid approximately \$103.7 million of the Encore Private Placement Notes and made a \$10.4 million make-whole payment to the holders of notes that were prepaid. The make-whole payment was included in loss on extinguishment of debt in the Company's consolidated statements of income during the year ended December 31, 2020. As of December 31, 2021, \$107.5 million of the Encore Private Placement Notes remained outstanding. The Encore Private Placement Notes bear an annual interest rate of 5.625%, mature in August 2024 and require quarterly principal payments of \$9.8 million. The covenants and material terms for the Encore Private Placement Notes are substantially similar to those for the Global Senior Facility.

Senior Secured Notes

The following table provides a summary of the Senior Secured Notes (\$ in thousands):

	December 31, 2021	December 31, 2020	Maturity Date	Interest Payment Dates	Interest Rate
Cabot 2023 Notes	\$ —	\$ 309,034	Oct 1, 2023	Apr 1, Oct 1	7.500 %
Encore 2025 Notes	397,928	426,752	Oct 15, 2025	Apr 15, Oct 15	4.875 %
Encore 2026 Notes	405,808	409,827	Feb 15, 2026	Feb 15, Aug 15	5.375 %
Encore 2028 Notes	338,174	—	Jun 1, 2028	Jun 1, Dec 1	4.250 %
Encore 2028 Floating Rate Notes	471,829	506,006	Jan 15, 2028	Jan 15, Apr 15, Jul 15, Oct 15	EURIBOR +4.250% ⁽¹⁾
	<u>\$ 1,613,739</u>	<u>\$ 1,651,619</u>			

(1) Interest rate is based on three-month EURIBOR (subject to a 0% floor) plus 4.250% per annum, resets quarterly.

In September 2020 Encore issued €350.0 million (approximately \$397.9 million based on an exchange rate of \$1.00 to €0.88, the exchange rate as of December 31, 2021) in aggregate principal amount of 4.875% Senior Secured Notes due 2025 at an issue price of 98.889% (the "Encore 2025 Notes"). Interest on the Encore 2025 Notes is payable semi-annually, in arrears, on April 15 and October 15 of each year, commencing on April 15, 2021.

In November 2020, Encore issued £300.0 million (approximately \$405.8 million based on an exchange rate of \$1.00 to £0.74, the exchange rate as of December 31, 2021) in aggregate principal amount of 5.375% Senior Secured Notes due 2026 at an issue price of 100.000% (the "Encore 2026 Notes"). Interest on the Encore 2026 Notes is payable semi-annually, in arrears, on February 15 and August 15 of each year, commencing on February 15, 2021. The Company used the proceeds from this offering to redeem £286.7 million (approximately \$387.8 million based on an exchange rate of \$1.00 to £0.74, the exchange rate as of December 31, 2021) of the outstanding £512.9 million (approximately \$693.8 million based on an exchange rate of \$1.00 to £0.74, the exchange rate as of December 31, 2021) aggregate principal amount of 7.500% Senior Secured Notes due 2023 (the "Cabot 2023 Notes") at a redemption price of 101.875%, and pay certain transaction fees and expenses incurred in connection with this offering. The Company recognized a loss on extinguishment of debt of approximately \$12.8 million associated with this transaction during the year ended December 31, 2020.

In December 2020, Encore issued €415.0 million (approximately \$471.8 million based on an exchange rate of \$1.00 to €0.88, the exchange rate as of December 31, 2021) in aggregate principal amount of senior secured floating rate notes due 2028 at an issue price of 99.000% (the “Encore 2028 Floating Rate Notes”). The Encore 2028 Floating Rate Notes bear interest at a rate equal to the sum of (i) three-month EURIBOR (subject to a 0% floor) plus (ii) 4.250% per annum, reset quarterly. Interest is payable quarterly in arrears on January 15, April 15, July 15 and October 15 of each year, commencing on April 15, 2021. The Company used the proceeds from this offering to redeem the outstanding €400.0 million (approximately \$454.8 million based on an exchange rate of \$1.00 to €0.88, the exchange rate as of December 31, 2021) aggregate principal amount Senior Secured Floating Rate Notes due 2024 (the “Cabot 2024 Floating Rate Notes”) in full and pay certain transaction fees and expenses incurred in connection with this offering. The Company recognized a loss on extinguishment of debt of approximately \$13.1 million associated with this transaction during the year ended December 31, 2020. The Cabot 2024 Floating Rate Notes bore interest at a rate equal to the sum of (i) three-month EURIBOR (subject to a 0% floor) plus (ii) 6.375%, reset quarterly.

In June 2021, Encore issued £250.00 million (approximately \$338.2 million based on an exchange rate of \$1.00 to £0.74, the exchange rate as of December 31, 2021) aggregate principal amount of senior secured notes due 2028 (the “Encore 2028 Notes” and together with the Cabot 2023 Notes, Encore 2025 Notes, Encore 2026 Notes and the Encore 2028 Floating Rate Notes, the “Senior Secured Notes”). The Encore 2028 Notes accrue interest at a rate of 4.250% per annum, payable semi-annually in arrears on June 1 and December 1 of each year, commencing on December 1, 2021. Encore used the proceeds from the offering to redeem in full the then outstanding £226.2 million (approximately \$306.0 million based on an exchange rate of \$1.00 to £0.74, the exchange rate as of December 31, 2021) aggregate principal amount of 7.500% Cabot 2023 Notes at a redemption price of 101.875%, and to pay certain transaction fees and expenses incurred in connection with the offering. The Company recognized a loss on extinguishment of debt of approximately \$9.3 million associated with this transaction during the year ended December 31, 2021.

The Senior Secured Notes are secured by the same collateral as the Global Senior Facility and the Encore Private Placement Notes. The guarantees provided in respect of the Senior Secured Notes are pari passu with each such guarantee given in respect of the Global Senior Facility and Encore Private Placement Notes. Subject to the intercreditor agreement described above under the section “Global Senior Secured Revolving Credit Facility,” Super Senior Liabilities that are secured by assets that also secure the Senior Secured Notes will receive priority with respect to any proceeds received upon any enforcement action over any such assets.

Convertible Notes and Exchangeable Notes

The following table provides a summary of the principal balance, maturity date and interest rate for the outstanding convertible and exchangeable senior notes (the “Convertible Notes” or “Exchangeable Notes,” as applicable) (\$ in thousands):

	December 31, 2021	December 31, 2020	Maturity Date	Interest Rate
2021 Convertible Notes ⁽¹⁾	\$ —	\$ 161,000	Mar 15, 2021	2.875 %
2022 Convertible Notes	150,000	150,000	Mar 15, 2022	3.250 %
2023 Exchangeable Notes	172,500	172,500	Sep 1, 2023	4.500 %
2025 Convertible Notes	100,000	100,000	Oct 1, 2025	3.250 %
	<u>\$ 422,500</u>	<u>\$ 583,500</u>		

(1) The 2021 Convertible Notes matured on March 15, 2021 and the Company repaid the outstanding principal in cash.

The Exchangeable Notes were issued by Encore Capital Europe Finance Limited (“Encore Finance”), a 100% owned finance subsidiary of Encore, and are fully and unconditionally guaranteed by Encore. Unless otherwise indicated in connection with a particular offering of debt securities, Encore will fully and unconditionally guarantee any debt securities issued by Encore Finance. Amounts related to Encore Finance are included in the consolidated financial statements of Encore subsequent to April 30, 2018, the date of incorporation of Encore Finance.

In order to reduce the risk related to the potential dilution and/or the potential cash payments the Company may be required to make in the event that the market price of the Company’s common stock becomes greater than the conversion or exchange prices of the Convertible Notes and the Exchangeable Notes, the Company maintains a hedge program that increases the effective conversion or exchange price for the Convertible Notes and the Exchangeable Notes. The hedge instruments have been determined to be indexed to the Company’s own stock and meet the criteria for equity classification. The Company recorded the cost of the hedge instruments as a reduction in additional paid-in capital, and does not recognize subsequent changes in fair value of these financial instruments in its consolidated financial statements. As of December 31, 2021, the Company had one hedge program that increases the effective exchange price for the 2023 Exchangeable Notes. The Company did not hedge the 2022 Convertible Notes or the 2025 Convertible Notes.

Pursuant to certain terms in the indentures of the Company's Convertible Notes and Exchangeable Notes, the conversion or exchange rates have been adjusted upon the completion of the Company's modified "Dutch Auction" tender offer effective in December 2021. Refer to details of the tender offer in Note 8: Common Stock." Certain key terms related to the convertible and exchangeable features as of December 31, 2021 are listed below (\$ in thousands, except conversion or exchange price):

	2022 Convertible Notes		2023 Exchangeable Notes		2025 Convertible Notes	
Initial conversion or exchange price	\$	45.57	\$	44.62	\$	40.00
Closing stock price at date of issuance	\$	35.05	\$	36.45	\$	32.00
Closing stock price date		Feb 27, 2017		Jul 20, 2018		Sep 4, 2019
Initial conversion or exchange rate (shares per \$1,000 principal amount)		21.9467		22.4090		25.0000
Adjusted conversion or exchange rate (shares per \$1,000 principal amount)		22.0617		22.5264		25.1310
Adjusted conversion or exchange price	\$	45.33	\$	44.39	\$	39.79
Adjusted effective conversion or exchange price ⁽¹⁾	\$	45.33	\$	62.13	\$	39.79
Excess of if-converted value compared to principal ⁽²⁾	\$	55,538	\$	68,847	\$	56,089
Conversion or exchange date ⁽³⁾		Sep 15, 2021		Mar 1, 2023		Jul 1, 2025

(1) As discussed above, the Company maintains a hedge program that increases the effective exchange price for the 2023 Exchangeable Notes to \$62.13.

(2) Represents the premium the Company would have to pay assuming the Convertible Notes and Exchangeable Notes were converted or exchanged on December 31, 2021. The premium of the 2023 Exchangeable Notes would have been reduced to zero with the existing hedge program.

(3) During the quarter ending December 31, 2021, the closing price of the Company's common stock exceeded 130% of the exchange price of the 2023 Exchangeable Notes and the conversion price of the 2025 Convertible Notes for more than 20 trading days during a 30 consecutive trading day period, thereby satisfying one of the early exchange or conversion events. As a result, the 2023 Exchangeable Notes and the 2025 Convertible Notes became exchangeable or convertible on demand on January 1, 2022.

Prior to the close of business on the business day immediately preceding their respective free conversion or exchange date (listed above), holders may convert or exchange their Convertible Notes or Exchangeable Notes under certain circumstances set forth in the applicable indentures. On or after their respective free conversion or exchange dates until the close of business on the second scheduled trading day immediately preceding their respective maturity date, holders may convert or exchange their notes at any time.

In September 2021, in accordance with the indenture for the 2022 Convertible Notes, the Company irrevocably elected "combination settlement" with a specified dollar amount equal to \$1,750 per \$1,000 principal amount of the 2022 Convertible Notes for all conversions of the 2022 Convertible Notes that occur on or after September 15, 2021, the free conversion date, which effectively will result in an all cash settlement for the 2022 Convertible Notes so long as the stock price is less than \$79.32 at the time of conversion. None of the 2022 Convertible Notes have been converted.

In the event of conversion or exchange, the 2025 Convertible Notes and the 2023 Exchangeable Notes are convertible or exchangeable into cash up to the aggregate principal amount of the notes and the excess conversion premium, if any, may be settled in cash or shares of the Company's common stock at the Company's election and subject to certain restrictions contained in each of the indentures governing the Convertible Notes and Exchangeable Notes.

As discussed in "Note 1: Ownership, Description of Business, and Summary of Significant Accounting Policies," the Company adopted ASU 2020-06 on January 1, 2021 using a modified-retrospective approach. The Company's convertible and exchangeable notes are no longer bifurcated into a debt component and an equity component, instead, they are carried as a single liability, which reflects the principal amount of the convertible and exchangeable notes. The interest expense recognized on the convertible and exchangeable notes is based on coupon rates, rather than higher effective interest rates. The Company has not adjusted prior period comparative information and will continue to disclose prior period financial information in accordance with the previous accounting guidance.

Prior to the adoption of ASU 2020-06, the Convertible Notes and Exchangeable Notes were bifurcated into a debt component and an equity component. The debt discount was amortized into interest expense using effective interest rates. The debt and equity components, the issuance costs related to the equity component, the stated interest rate, and the effective interest rate for each of the Convertible Notes and Exchangeable Notes at the time of the original offering are listed below (in

thousands, except percentages):

	2021 Convertible Notes	2022 Convertible Notes	2023 Exchangeable Notes	2025 Convertible Notes
Debt component	\$ 143,645	\$ 137,266	\$ 157,971	\$ 91,024
Equity component	\$ 17,355	\$ 12,734	\$ 14,009	\$ 8,976
Equity issuance cost	\$ 581	\$ 398	\$ —	\$ 224
Stated interest rate	2.875 %	3.250 %	4.500 %	3.250 %
Effective interest rate	4.700 %	5.200 %	6.500 %	5.000 %

The balances of the liability and equity components of all the Convertible Notes and Exchangeable Notes outstanding prior to the adoption of ASU 2020-06 were as follows (in thousands):

	December 31, 2020	
Liability component—principal amount	\$	583,500
Unamortized debt discount		(19,364)
Liability component—net carrying amount	\$	564,136
Equity component	\$	53,074

Interest expense related to the Convertible Notes and Exchangeable Notes was as follows during the periods presented (in thousands):

	Year ended December 31,		
	2021	2020	2019
Interest expense—stated coupon rate	\$ 16,839	\$ 21,857	\$ 23,845
Interest expense—amortization of debt discount	—	10,945	12,780
Interest expense—Convertible Notes and Exchangeable Notes	\$ 16,839	\$ 32,802	\$ 36,625

Cabot Securitisation Senior Facility

Cabot Securitisation UK Ltd (“Cabot Securitisation”), an indirect subsidiary of Encore, has a senior facility for a committed amount of £350.0 million (as amended, the “Cabot Securitisation Senior Facility”). On November 12, 2021, the Cabot Securitisation Senior Facility was amended to extend the maturity date from March 15, 2025 to September 18, 2026. Funds drawn under the Cabot Securitisation Senior Facility bear interest at a rate per annum equal to SONIA plus a margin of 3.00% plus, for periods after September 18, 2024, a step-up margin ranging from zero to 1.00%.

As of December 31, 2021, the outstanding borrowings under the Cabot Securitisation Senior Facility were £350.0 million (approximately \$473.4 million based on an exchange rate of \$1.00 to £0.74, the exchange rate as of December 31, 2021). The obligations of Cabot Securitisation under the Cabot Securitisation Senior Facility are secured by first ranking security interests over all of Cabot Securitisation’s property, assets and rights (including receivables purchased from Cabot Financial UK from time to time), the book value of which was approximately £361.0 million (approximately \$488.3 million based on an exchange rate of \$1.00 to £0.74, the exchange rate as of December 31, 2021) as of December 31, 2021. The weighted average interest rate was 3.11% and 3.23% for the years ended December 31, 2021 and 2020, respectively.

Cabot Securitisation is a securitized financing vehicle and is a VIE for consolidation purposes. Refer to “Note 7: Variable Interest Entities” for further details.

Finance Lease Liabilities

The Company has finance lease liabilities primarily for computer equipment. As of December 31, 2021, the Company’s finance lease liabilities were approximately \$7.0 million. Refer to “Note 12: Leases” for further details.

Maturity Schedule

The aggregate amounts of the Company's borrowings, maturing in each of the next five years and thereafter are as follows (*in thousands*):

2022	\$	203,825
2023		220,667
2024		33,622
2025		907,663
2026		879,901
Thereafter		810,003
Total	\$	3,055,681

Note 7: Variable Interest Entities

A VIE is defined as a legal entity whose equity owners do not have sufficient equity at risk, or, as a group, the holders of the equity investment at risk lack any of the following three characteristics: decision-making rights, the obligation to absorb expected losses, or the right to receive expected residual returns of the entity. The primary beneficiary is identified as the variable interest holder that has both the power to direct the activities of the VIE that most significantly affect the entity's economic performance and the obligation to absorb expected losses or the right to receive benefits from the entity that could potentially be significant to the VIE. The Company consolidates VIEs when it is the primary beneficiary.

As of December 31, 2021, the Company's VIEs include certain securitized financing vehicle and other immaterial special purpose entities that were created to purchase receivable portfolios in certain geographies. The Company is the primary beneficiary of these VIEs. The Company has the power to exercise discretion in the servicing of the financial assets and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIEs. The Company evaluates its relationships with its VIEs on an ongoing basis to ensure that it continues to be the primary beneficiary.

Most assets recognized as a result of consolidating these VIEs do not represent additional assets that could be used to satisfy claims against the Company's general assets. Conversely, liabilities recognized as a result of consolidating these VIEs do not represent additional claims on the Company's general assets; rather, they represent claims against the specific assets of the VIE.

Note 8: Common Stock**Share Repurchase Plan**

On August 12, 2015, the Company's Board of Directors approved a \$50.0 million share repurchase program. On May 5, 2021, the Company announced that the Board of Directors had approved an increase in the size of the repurchase program from \$50.0 million to \$300.0 million (an increase of \$250.0 million). Repurchases under this program are expected to be made with cash on hand and may be made from time to time, subject to market conditions and other factors, in the open market, through private transactions, block transactions, or other methods as determined by the Company's management and Board of Directors, and in accordance with market conditions, other corporate considerations, and applicable regulatory requirements. The program does not obligate the Company to acquire any particular amount of common stock, and it may be modified or suspended at any time at the Company's discretion. During the year ended December 31, 2021, the Company repurchased 2,598,034 shares of its common stock for approximately \$121.2 million. The Company's practice is to retire the shares repurchased.

Tender Offer

On November 4, 2021, the Company commenced a modified "Dutch Auction" tender offer to purchase up to \$300.0 million of shares of its common stock with a price range between \$52.00 and \$60.00 per share. On December 9, 2021, the Company announced the final results of the tender offer. Through the tender offer, the Company purchased 4,471,995 shares of common stock at a price of \$60.00 per share, for a total cost of \$268.3 million, excluding fees and expenses. The shares purchased through the tender offer were immediately retired.

The Company records the excess of repurchase price over the par amount to additional paid-in capital, then to retained earnings once additional paid-in capital is reduced to zero. Direct costs relating to the stock repurchases are treated as stock issuance costs and are included in stockholders' equity.

Note 9: Accumulated Other Comprehensive Loss

A summary of the Company's changes in accumulated other comprehensive loss by component is presented below (in thousands):

	Derivatives	Currency Translation Adjustments	Accumulated Other Comprehensive Loss
Balance at December 31, 2018	\$ (6,054)	\$ (104,933)	\$ (110,987)
Other comprehensive loss before reclassification	(7,055)	22,675	15,620
Reclassification ⁽¹⁾	2,026	—	2,026
Removal of OCI in connection with divestiture	—	3,814	3,814
Tax effect	761	—	761
Balance at December 31, 2019	(10,322)	(78,444)	(88,766)
Other comprehensive loss before reclassification	(324)	17,153	16,829
Reclassification	558	—	558
Removal of OCI in connection with divestiture	—	2,632	2,632
Tax effect	(66)	—	(66)
Balance at December 31, 2020	(10,154)	(58,659)	(68,813)
Other comprehensive loss before reclassification	(31,709)	(15,309)	(47,018)
Reclassification ⁽¹⁾	44,544	—	44,544
Removal of OCI in connection with divestiture	—	19,904	19,904
Tax effect	(2,165)	—	(2,165)
Balance at December 31, 2021	\$ 516	\$ (54,064)	\$ (53,548)

(1) Includes immaterial adjustment to true-up certain derivative related activities recorded in prior periods.

Note 10: Stock-Based Compensation

In April 2017, Encore's Board of Directors (the "Board") approved the Encore Capital Group, Inc. 2017 Incentive Award Plan (the "2017 Plan"), which was then approved by the Company's stockholders on June 15, 2017. The 2017 Plan superseded the Company's 2013 Incentive Compensation Plan (as amended, the "2013 Plan"), which had previously superseded the Company's 2005 Stock Incentive Plan ("2005 Plan"). Board members, employees, and consultants of Encore and its subsidiaries and affiliates are eligible to receive awards under the 2017 Plan. Subject to certain adjustments, the Company may grant awards for an aggregate of 5,713,571 shares of the Company's common stock under the 2017 Plan. The aggregate number of shares available for issuance under the 2017 Plan will be reduced by 2.12 shares for each share delivered in settlement of any full value award and by one share for each share delivered in settlement of any stock option or stock appreciation right. If an award under the 2017 Plan or the 2013 Plan expires, lapses or is terminated, exchanged for cash, surrendered, repurchased, canceled without having been fully exercised or forfeited, the unused shares covered by such award will again become or again be available for award grants under the 2017 Plan. Shares available under the 2017 Plan will be increased by 2.12 shares for each share subject to a full value award and by one share for each share subject to a stock option or a stock appreciation right, in each case, that become or again be available for issuance pursuant to the foregoing share counting provisions.

The 2017 Plan provides for the grant of incentive stock options, nonqualified stock options, restricted stock, restricted stock units, dividend equivalent rights, stock appreciation rights, cash awards, performance-based awards and any other types of awards not inconsistent with the 2017 Plan.

Total stock-based compensation expense during the years ended December 31, 2021, 2020, and 2019 was \$18.3 million, \$16.6 million, and \$12.6 million, respectively. The actual tax benefit from stock-based compensation arrangements totaled \$2.5 million, \$2.5 million, and \$1.2 million for the years ended December 31, 2021, 2020, and 2019, respectively.

The Company's stock-based compensation arrangements are described below:

Stock Options

Under the 2005 Plan, option awards were generally granted with an exercise price equal to the market price of the Company's stock at the date of issuance. They generally vest over three to five years of continuous service, and have ten-year contractual terms. Other than the Performance Options discussed below, no options have been awarded under the 2013 Plan or 2017 Plan.

There were no options granted during the years ended December 31, 2021, 2020, or 2019. As of December 31, 2021, all outstanding stock options have been fully vested and all related compensation expense has been fully recognized.

A summary of the Company's stock option activity as of December 31, 2021, and changes during the year then ended, are presented below:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding as of December 31, 2020	9,166	\$ 22.17		
Exercised	(5,000)	\$ 22.17		
Outstanding as of December 31, 2021	4,166	\$ 22.17	0.26	\$ 166
Exercisable as of December 31, 2021	4,166	\$ 22.17	0.26	\$ 166

The total intrinsic value of options exercised during the years ended December 31, 2021 and 2019 was \$0.2 million and \$0.9 million, respectively. Cash received from option exercise under all share-based payment arrangements during the years ended December 31, 2021 and 2019, was negligible. There were no stock options exercised during the year ended December 31, 2020.

Performance Stock Options

Under the 2017 Plan and the 2013 Plan, the Company granted performance stock options, with an exercise price equal to the closing price of the Company's stock at the date of issuance, that vest in equal annual installments over a three year service period but only if, within four years from the date of grant, the 20 trading day average of the closing price of the Company's stock (subject to dividend-related adjustments) exceeds a target equal to a 25% increase from the closing price on the date of grant. These performance options have a seven-year contractual life.

A summary of the Company's performance stock option activity as of December 31, 2021, and changes during the year then ended, are presented below:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding as of December 31, 2020	164,013	\$ 31.73		
Exercised	(50,083)	\$ 30.95		
Expired	(13,316)	\$ 40.50		
Outstanding as of December 31, 2021	100,614	\$ 30.95	2.19	\$ 3,135
Vested as of December 31, 2021	100,614	\$ 30.95	2.19	\$ 3,135
Exercisable as of December 31, 2021	100,614	\$ 30.95	2.19	\$ 3,135

As of December 31, 2021, all related compensation expense has been fully recognized. No performance stock options were granted during the years ended December 31, 2021, 2020, and 2019. The total intrinsic value of performance options exercised during the year ended December 31, 2021 and 2019 was \$1.1 million and \$0.1 million, respectively. Cash received from performance option exercise during the years ended December 31, 2021 and 2019 was \$1.6 million and \$0.3 million, respectively. There were no performance stock options exercised during the year ended December 31, 2020.

Non-Vested Shares

The Company's 2017 Plan (and previously, the 2013 Plan and 2005 Plan), permits restricted stock units, restricted stock awards, performance stock units, and performance stock awards (collectively "stock awards"). The fair value of non-vested shares with a service condition and/or a performance condition that affect vesting is equal to the closing sale price of the Company's common stock on the grant date. Compensation expense is recognized only for the awards that ultimately vest. The Company has certain share awards that include market conditions that affect vesting. These shares vest based on the Company's three-year relative total stockholder return compared to the other companies in the S&P SmallCap 600 Financial Sector Index as of the date of grant. The fair value of these shares is estimated using a lattice model. For the majority of non-vested shares, shares are issued on the vesting dates net of the number of shares needed to satisfy minimal statutory tax withholding requirements. The tax obligations are then paid by the Company on behalf of the employees.

A summary of the Company's stock award activities as of December 31, 2021, and changes during the year then ended, is presented below:

	Non-Vested Shares ⁽¹⁾		Weighted Average Grant Date Fair Value
Non-vested as of December 31, 2020	942,518	\$	37.28
Awarded	418,961	\$	42.09
Vested	(442,894)	\$	38.04
Cancelled	(224,646)	\$	38.44
Non-vested as of December 31, 2021	<u>693,939</u>	<u>\$</u>	<u>39.33</u>

(1) Certain of the Company's stock awards have a vesting matrix under which the stock awards can vest at a maximum level that is 200% of the shares that would vest for achieving the performance goals at target. The number of shares presented is based on achieving the performance goals at target levels as defined in the stock award agreements. As of December 31, 2021 and 2020, the maximum number of non-vested performance shares that could vest under the provisions of the agreements was 878,309 and 1,255,445, respectively.

Unrecognized compensation expense related to non-vested shares as of December 31, 2021 was \$12.8 million. The weighted-average remaining expense period, based on the unamortized value of these outstanding non-vested shares, was approximately 1.3 years. The fair value of restricted stock units and restricted stock awards vested for the years ended December 31, 2021, 2020, and 2019 was \$16.9 million, \$14.5 million, and \$8.9 million, respectively. The weighted average grant date fair value for stock awards granted during the years ended December 31, 2021, 2020, and 2019 was \$42.09, \$38.51, and \$32.42, respectively.

Note 11: Income Taxes

Income before provision for income taxes consisted of the following (*in thousands*):

	Year Ended December 31,		
	2021	2020	2019
US	\$ 390,607	\$ 259,132	\$ 144,495
Foreign	45,934	23,766	56,747
Total income before provision for income taxes	\$ 436,541	\$ 282,898	\$ 201,242

The provision for income tax on earnings from continuing operations consisted of the following (*in thousands*):

	Year Ended December 31,		
	2021	2020	2019
Current expense (benefit):			
Federal	\$ 33,582	\$ 43,185	\$ (2,917)
State	5,787	8,528	(6,464)
Foreign	10,600	10,112	21,008
	49,969	61,825	11,627
Deferred expense (benefit):			
Federal	49,512	15,851	27,640
State	5,904	2,192	5,535
Foreign	(20,045)	(9,494)	(12,469)
	35,371	8,549	20,706
Provision for income taxes	\$ 85,340	\$ 70,374	\$ 32,333

The reconciliation of federal statutory income tax rate to our effective tax rate was as follows:

	Year Ended December 31,		
	2021	2020	2019
Federal provision	21.0 %	21.0 %	21.0 %
State provision	2.3 %	3.2 %	0.2 %
Foreign rate differential ⁽¹⁾	(1.0) %	(0.5) %	(2.2) %
Change in tax rate ⁽²⁾	(1.3) %	(0.9) %	0.2 %
Change in valuation allowance ⁽³⁾	(2.3) %	0.9 %	(0.5) %
IRS settlement ⁽⁴⁾	— %	— %	(2.4) %
Tax effect of CFPB settlement fees ⁽⁵⁾	— %	1.1 %	— %
Other	0.8 %	0.1 %	(0.2) %
Effective rate	19.5 %	24.9 %	16.1 %

- (1) Relates primarily to lower tax rates on income or loss attributable to international operations.
- (2) In 2021 and 2020, includes impact of U.K. tax rate increases.
- (3) In 2021, valuation allowance net decrease resulted from releasing valuation allowances in certain foreign subsidiaries.
- (4) In 2019, relates to tax benefit resulting from tax accounting method change.
- (5) Non-deductible expense for tax purposes.

The Company's subsidiary in Costa Rica is operating under a 100% tax holiday through December 31, 2026. The impact of the tax holiday in Costa Rica for the years ended December 31, 2021, 2020 and 2019 was immaterial.

The Company has not provided for applicable income or withholding taxes on the undistributed earnings from continuing operations for certain of its subsidiaries operating outside of the United States. Undistributed net income of these subsidiaries as of December 31, 2021, were approximately \$143.0 million. Such undistributed earnings are considered permanently reinvested. The Company does not provide deferred taxes on translation adjustments of unremitted earnings under the indefinite reinvestment exemption. Determination of the amount of unrecognized deferred tax liability related to these earnings is not

practical due to the complexities of a hypothetical calculation. Subsidiaries operating outside of the United States for which the Company does not consider under the indefinite reinvestment exemption have no material undistributed earnings or outside basis differences and therefore no U.S. taxes have been provided.

Deferred income taxes reflect the net effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the carrying amounts for income tax purposes. Significant components of the Company's deferred tax assets and liabilities were as follows (in thousands):

	December 31, 2021	December 31, 2020 ⁽¹⁾
Deferred tax assets:		
Net operating losses	\$ 68,677	\$ 69,718
Operating lease liabilities	18,715	18,717
Accrued expenses	11,885	10,165
Difference in basis of bond and loan costs	—	16
Difference in basis of receivable portfolio	33,335	17,115
Stock-based compensation	4,528	2,787
Right-of-use asset	23	58
Difference in basis of depreciable and amortizable assets	5,326	4,242
Other	6,094	5,782
Total deferred tax assets	148,583	128,600
Valuation allowance	(35,920)	(45,636)
Total deferred tax assets net of valuation allowance	112,663	82,964
Deferred tax liabilities:		
Accrued expenses	(750)	(9)
Difference in basis of bond and loan costs	(1,725)	(11,818)
Difference in basis of receivable portfolio	(105,743)	(41,383)
Stock-based compensation	(672)	—
Right-of-use asset	(15,367)	(14,717)
Difference in basis of depreciable and amortizable assets	(26,210)	(18,105)
Prepaid expenses	(907)	(793)
Other	(23)	(1,869)
Total deferred tax liabilities	(151,397)	(88,694)
Net deferred tax liability⁽²⁾	\$ (38,734)	\$ (5,730)

(1) Certain adjustments have been made to the numbers reported in the Form 10-K for the year ended December 31, 2020, to reflect the revision of immaterial presentation errors in the prior period primarily due to incorrect netting of deferred tax assets and deferred tax liabilities in certain taxing jurisdictions. The net deferred tax liability was correctly reported in the prior year.

(2) The Company operates in multiple jurisdictions. In accordance with authoritative guidance relating to income taxes, deferred taxes and liabilities are netted for each tax-paying component of the Company within a particular tax jurisdiction, and presented as a single amount in the statement of financial condition.

As of December 31, 2021, certain of the Company's foreign subsidiaries have net operating loss carry forwards of approximately \$274.3 million, which will begin to expire in 2024. Certain of the Company's domestic subsidiaries have state net operating losses which the Company expects to fully utilize upon filing the 2021 income tax returns.

Valuation allowances are recorded against deferred tax assets, including certain net operating losses recorded as deferred tax assets, if the Company believes it is more likely than not that some or all of the deferred tax assets will not be realized. As of December 31, 2021, valuation allowance decreased by \$9.7 million, as compared to December 31, 2020. The decrease in valuation allowance is primarily due to expected utilization of net operating losses in certain foreign jurisdictions that were previously limited due to forecasted income. The Company believes it is more likely than not that the results of future operations will generate sufficient taxable income to realize the deferred tax assets in these jurisdictions.

A reconciliation of the beginning and ending amounts of unrecognized tax benefit is as follows (in thousands):

	Amount
Balance as of December 31, 2018	\$ 18,552
Decreases related to prior year tax positions	(10,673)
Increases related to current year tax positions	4,442
Decrease related to expiration of statute of limitations	(2,493)
Decreases related to settlements with taxing authorities	(1,920)
Balance as of December 31, 2019	7,908
Decrease related to prior year tax positions	(608)
Increases related to prior year tax positions	6
Increases related to current year tax positions	574
Decrease related to expiration of statute of limitations	(827)
Decreases related to settlements with taxing authorities	(272)
Balance as of December 31, 2020	6,781
Decrease related to prior year tax positions	(2,034)
Decrease related to expiration of statute of limitations	(712)
Increase related to prior year tax positions	261
Increase related to current year tax positions	251
Balance as of December 31, 2021	\$ 4,547

The Company had gross unrecognized tax benefits, inclusive of penalties and interest, of \$4.6 million, \$6.9 million and \$8.2 million as of December 31, 2021, 2020, and 2019 respectively. As of December 31, 2021, 2020 and 2019, there was \$1.6 million, \$3.3 million and \$5.0 million, respectively, of unrecognized tax benefit that if recognized, would result in a net tax benefit. During the year ended December 31, 2021, the decrease in the Company's gross unrecognized tax benefit was primarily related to the release of a prior year position related to a foreign entity. During the year ended December 31, 2020, the decrease in the Company's gross unrecognized tax benefit was primarily related to the expiration of state statute of limitations. During the year ended December 31, 2019, the decrease in the Company's gross unrecognized tax benefit was primarily related to decreases in prior year tax positions from exam resolutions.

The Company believes that an adequate provision has been made for any adjustments that may result from tax examinations. However, it is reasonably possible that certain changes may occur within the next 12 months, which could significantly increase or decrease the balance of the Company's gross unrecognized tax benefits.

The Company recognizes interest and penalties related to income tax as a component of the provision for income taxes. The Company recognized expense of \$0.1 million, expense of \$0.2 million and benefit of \$2.7 million in net interest and penalties during the years ended December 31, 2021, 2020 and 2019, respectively. Interest and penalties accrued as of December 31, 2021, 2020 and 2019 were immaterial.

The Company files federal, state and non-U.S. income tax returns in jurisdictions with varying statutes of limitations. The Company is subject to examination of its income tax returns by various taxing authorities, and the timing of the resolution of income tax examinations cannot be predicted with certainty. In general, the Company is subject to examination for tax years after 2017 for the U.S. federal jurisdiction, after 2012 for U.S state jurisdictions, and after 2014 in major foreign jurisdictions.

The Company's management regularly assesses the likelihood of adverse outcomes resulting from examinations, if any, to determine the adequacy of the Company's provision for income taxes. If any issues addressed in the Company's tax examinations are resolved in a manner not consistent with management's expectations, the Company could be required to adjust its provision for income taxes in the period such resolution occurs.

Note 12: Leases

The majority of the Company's leases are for corporate offices, various facilities, and information technology equipment.

The components of lease expense were as follows during the periods presented (*in thousands*):

	Year Ended December 31,	
	2021	2020
Operating lease costs ⁽¹⁾	\$ 17,272	\$ 16,331
Finance lease costs		
Amortization of ROU assets	3,848	3,149
Interest on lease liabilities	419	420
Total lease costs	\$ 21,539	\$ 19,900

(1) Operating lease expenses are included in general and administrative expenses in the Company's consolidated statements of income. Costs include short-term and variable lease components which were not material for the periods presented.

The following table provides supplemental consolidated statement of financial condition information related to leases as of the dates presented (*in thousands*):

	Classification	December 31, 2021		December 31, 2020	
Assets					
Operating lease ROU assets	Other assets	\$ 68,812	\$	\$ 72,164	
Finance lease ROU assets	Property and equipment, net	15,064		12,410	
Total lease ROU assets		\$ 83,876	\$	\$ 84,574	
Liabilities					
Operating lease liabilities	Other liabilities	\$ 84,314	\$	\$ 90,659	
Finance lease liabilities	Borrowings	7,005		8,288	
Total lease liabilities		\$ 91,319	\$	\$ 98,947	

Supplemental lease information is summarized below (*in thousands*):

	Year Ended December 31,	
	2021	2020
ROU assets obtained in exchange for new operating lease obligations	\$ 13,426	\$ 8,990
ROU assets obtained in exchange for new finance lease obligations	2,664	3,276
Cash paid for amounts included in the measurement of lease liabilities		
Operating leases - operating cash flows	20,048	17,396
Finance leases - operating cash flows	419	419
Finance leases - financing cash flows	3,950	3,114

Lease term and discount rate were as follows:

	December 31, 2021		December 31, 2020	
Weighted-average remaining lease term (<i>in years</i>)				
Operating leases	6.2		7.1	
Finance leases	2.0		2.5	
Weighted-average discount rate				
Operating leases	5.2	%	5.0	%
Finance leases	4.6	%	4.6	%

Maturities of lease liabilities under non-cancelable leases as of December 31, 2021 are summarized as follows (in thousands):

	Finance Leases	Operating Leases	Total
2022	\$ 4,182	\$ 17,878	\$ 22,060
2023	2,198	15,459	17,657
2024	973	15,751	16,724
2025	—	13,015	13,015
2026	—	12,127	12,127
Thereafter	—	28,507	28,507
Total undiscounted lease payments	7,353	102,737	110,090
Less: imputed interest	(348)	(18,423)	(18,771)
Total lease liabilities	\$ 7,005	\$ 84,314	\$ 91,319

Note 13: Commitments and Contingencies

Litigation and Regulatory

The Company is involved in disputes, legal actions, regulatory investigations, inquiries, and other actions from time to time in the ordinary course of business. The Company, along with others in its industry, is routinely subject to legal actions based on the Fair Debt Collection Practices Act ("FDCPA"), comparable state statutes, the Telephone Consumer Protection Act ("TCPA"), state and federal unfair competition statutes, and common law causes of action. The violations of law investigated or alleged in these actions often include claims that the Company lacks specified licenses to conduct its business, attempts to collect debts on which the statute of limitations has run, has made inaccurate or unsupported assertions of fact in support of its collection actions and/or has acted improperly in connection with its efforts to contact consumers. Such litigation and regulatory actions could involve potential compensatory or punitive damage claims, fines, sanctions, injunctive relief, or changes in business practices. Many continue on for some length of time and involve substantial investigation, litigation, negotiation, and other expense and effort before a result is achieved, and during the process the Company often cannot determine the substance or timing of any eventual outcome.

In September 2015, the Company entered into a consent order (the "2015 Consent Order") with the Consumer Financial Protection Bureau (the "CFPB") in which the Company settled allegations arising from its practices between 2011 and 2015. In October 2020, the Company entered into a stipulated judgment ("Stipulated Judgment") with the CFPB to resolve a subsequent lawsuit related to the 2015 Consent Order. As a result of the Stipulated Judgment the Company recorded a charge of \$15.0 million, which is included in the general and administration expenses in its consolidated statements of income for the year ended December 31, 2020.

Additionally, we are subject to ancillary state Attorney General investigations related to similar debt collection practices. In 2018, we entered into settlement agreements with the Attorneys General of 42 U.S. states and the District of Columbia in connection with our debt collection and litigation practices. The Company has discussed with additional state attorneys general potential resolution of these investigations, which could include penalties, restitution, and/or the adoption of new operational requirements. If the Company is unable to resolve its differences with the state attorneys general, it is possible that they may file claims against the Company.

In certain legal proceedings, the Company may have recourse to insurance or third-party contractual indemnities to cover all or portions of its litigation expenses, judgments, or settlements. The Company records loss contingencies in its financial statements only for matters in which losses are probable and can be reasonably estimated. Where a range of loss can be reasonably estimated with no best estimate in the range, the Company records the minimum estimated liability. The Company continuously assesses the potential liability related to its pending litigation and regulatory matters and revises its estimates when additional information becomes available. The Company's legal costs are recorded to expense as incurred.

As of December 31, 2021, the Company has no material reserves for legal matters.

Purchase Commitments

In the normal course of business, the Company enters into forward flow purchase agreements. A forward flow purchase agreement is a commitment to purchase receivables over a duration that is typically three to twelve months, but can be longer, generally with a specifically defined volume range, frequency, and pricing. Typically, these forward flow contracts have provisions that allow for early termination or price re-negotiation should the underlying quality of the portfolio deteriorate over time or if any particular month's delivery is materially different than the original portfolio used to price the forward flow contract. Certain of these forward flow purchase agreements may also have termination clauses, whereby the agreements can be canceled by either party upon providing a certain specified amount of notice.

As of December 31, 2021, the Company had entered into forward flow purchase agreements for the purchase of nonperforming loans with an estimated minimum aggregate purchase price of approximately \$259.2 million. We expect actual purchases under these forward flow purchase agreements to be significantly greater than the estimated minimum aggregate purchase price.

Employee Savings and Retirement Plan

The Company has a 401(k) Savings Plan that qualifies as deferred salary arrangements under Section 401(k) of the Internal Revenue Code. Under the 401(k) Plan, matching contributions are based upon the amount of the employees' contributions subject to certain limitations. The Company recognized expense of approximately \$2.8 million, \$2.9 million, and \$2.8 million for the years ended December 31, 2021, 2020, and 2019, respectively.

Guarantees

Encore's Certificate of Incorporation and indemnification agreements between the Company and its officers and directors provide that the Company will indemnify and hold harmless its officers and directors for certain events or occurrences arising as a result of the officer or director serving in such capacity. The Company has also agreed to indemnify certain third parties under certain circumstances pursuant to the terms of certain underwriting agreements, registration rights agreements, credit facilities, portfolio purchase and sale agreements, and other agreements entered into by the Company in the ordinary course of business. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited. The Company believes the estimated fair value of these indemnification agreements is minimal and, as of December 31, 2021, has no liabilities recorded for these agreements.

Note 14: Segment and Geographic Information

The Company conducts business through several operating segments. The Company's Chief Operating Decision Maker relies on internal management reporting processes that provide segment revenue, segment operating income, and segment asset information in order to make financial decisions and allocate resources. The Company determined its operating segments meet the aggregation criteria, and therefore, it has one reportable segment, portfolio purchasing and recovery, based on similarities among the operating units including economic characteristics, the nature of the services, the nature of the production process, customer types for their services, the methods used to provide their services and the nature of the regulatory environment.

The following tables present information about geographic areas in which the Company operates (*in thousands*):

	Year Ended December 31,		
	2021	2020	2019
Total revenues ⁽¹⁾ :			
United States	\$ 1,115,572	\$ 992,916	\$ 817,693
International			
Europe ⁽²⁾	486,530	490,385	520,433
Other geographies	12,397	18,099	59,555
	498,927	508,484	579,988
Total	\$ 1,614,499	\$ 1,501,400	\$ 1,397,681

(1) Total revenues during 2019 is adjusted by net allowances. Total revenues are attributed to countries based on consumer location.

(2) Based on the financial information that is used to produce the general-purpose financial statements, providing further geographic information is impracticable.

	December 31, 2021	December 31, 2020
Long-lived assets ⁽¹⁾ :		
United States	\$ 70,413	\$ 83,523
International		
United Kingdom	43,604	37,225
Other foreign countries	5,840	6,549
Total	\$ 119,857	\$ 127,297

(1) Long-lived assets consist of property and equipment, net and finance leases.

Note 15: Goodwill and Identifiable Intangible Assets

The Company's goodwill is attributable to reporting units included in its portfolio purchasing and recovery segment. Goodwill is tested for impairment at the reporting unit level annually and in interim periods if certain events occur that indicate that the fair value of a reporting unit may be below its carrying value. Determining the number of reporting units and the fair value of a reporting unit requires the Company to make judgments and involves the use of significant estimates and assumptions. The Company performs its annual goodwill impairment assessment as of October 1. As of October 1, 2021, the Company had two reporting units, MCM and Cabot, that carried goodwill.

The Company first assesses qualitative factors to determine whether it is necessary to perform the quantitative goodwill impairment test. The qualitative factors include economic environment, business climate, market capitalization, operating performance, competition, and other factors. The Company may proceed directly to the quantitative test without performing the qualitative test. For the goodwill impairment tests performed as of October 1, 2021, the Company updated its consideration of the current and expected future economic and market conditions surrounding the COVID-19 pandemic and its impact on each of the reporting units. The Company performed qualitative analysis for the MCM reporting unit and proceeded directly to the quantitative test for its Cabot reporting unit.

If goodwill is quantitatively assessed for impairment and a reporting unit's carrying value exceeds its fair value, the difference is recorded as an impairment. The Company applies various valuation techniques to measure the fair value of each reporting unit, including the income approach and the market approach. For goodwill impairment analyses, the Company uses the income approach in determining fair value, specifically the discounted cash flow method, or DCF. In applying the DCF method, an identified level of future cash flow is estimated. Annual estimated cash flows and a terminal value are then discounted to their present value at an appropriate discount rate to obtain an indication of fair value. The discount rate utilized reflects estimates of required rates of return for investments that are seen as similar to an investment in the reporting unit. DCF analyses are based on management's long-term financial projections and require significant judgments. Therefore, for the Company's reporting units where the Company has access to reliable market participant data, the market approach is conducted in addition to the income approach in determining the fair value. The Company uses a guideline company method under the market approach to estimate the fair value of equity and the market value of invested capital ("MVIC"). The guideline company approach relies on estimated remaining collections data and the earnings before interest, tax, depreciation and amortization ("EBITDA") for each of the selected guideline companies, which enables a direct comparison between the reporting unit and the selected peer group. The Company believes that the current methodology used in determining the fair value at its reporting units represent its best estimates. In addition, the Company compares the aggregate fair value of the reporting units to its overall market capitalization.

Based on the annual goodwill impairment tests performed at October 1, 2021, no goodwill impairment existed at these two reporting units.

On August 15, 2019, the Company completed the sale of Baycorp, which represented the Company's investments and operations in Australia and New Zealand. The Company concluded that the fair value of Baycorp immediately prior to the sale was less than its recorded book value and, as a result, the entire goodwill balance carried at the Baycorp reporting unit of \$10.7 million was impaired. The goodwill impairment is included in operating expenses in the Company's consolidated statements of income during the year ended December 31, 2019.

Management continues to evaluate and monitor all key factors impacting the carrying value of the Company's recorded goodwill and long-lived assets. Further adverse changes in the Company's actual or expected operating results, market capitalization, business climate, economic factors or other negative events that may be outside the control of management could result in a material non-cash impairment charge in the future.

The Company's goodwill is attributable to reporting units included in its portfolio purchasing and recovery segment. The following table summarizes the activity in the Company's goodwill balance during the periods presented (*in thousands*):

	Year Ended December 31,					
	2021		2020		2019	
Balance as of beginning of period:	\$	906,962	\$	884,185	\$	868,126
Goodwill impairment		—		—		(10,718)
Effect of foreign currency translation		(9,167)		22,777		26,777
Balance as of end of period:	\$	897,795	\$	906,962	\$	884,185

The Company's acquired intangible assets are summarized as follows (*in thousands*):

	As of December 31, 2021			As of December 31, 2020		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships	\$ 66,969	\$ (31,154)	\$ 35,815	\$ 66,796	\$ (22,714)	\$ 44,082
Developed technologies	2,549	(2,530)	19	5,048	(4,760)	288
Trade name and other	1,597	(1,111)	486	6,644	(6,002)	642
Total intangible assets	\$ 71,115	\$ (34,795)	\$ 36,320	\$ 78,488	\$ (33,476)	\$ 45,012

The weighted-average useful lives of intangible assets at the time of acquisition were as follows (*in years*):

	Weighted-Average Useful Lives
Customer relationships	10
Developed technologies	5
Trade name and other	7

The amortization expense for intangible assets subject to amortization was \$7.9 million, \$8.0 million, and \$7.7 million during the years ended December 31, 2021, 2020, and 2019, respectively. Estimated future amortization expense related to finite-lived intangible assets as of December 31, 2021 is as follows (*in thousands*):

2022	\$	7,374
2023		6,965
2024		6,887
2025		6,533
2026		5,182
Thereafter		3,379
Total	\$	36,320

ENCORE CAPITAL GROUP, INC. EXECUTIVE SEPARATION PLAN

As Adopted Effective November 4, 2014 and Amended Effective January 1, 2022

ENCORE CAPITAL GROUP, INC. EXECUTIVE SEPARATION PLAN

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ENCORE CAPITAL GROUP, INC.

EXECUTIVE SEPARATION PLAN

1.0 DEFINITIONS

The following terms shall have the following meanings unless the context indicates otherwise:

- 1.1 "Affiliate" of a person or other entity shall mean a person or other entity that directly or indirectly controls, is controlled by, or is under common control with the person or other entity specified.
- 1.2 "Beneficiary" shall mean a beneficiary designated in writing by the Participant to receive any Separation Benefits in accordance with Sections 5 through 10 below. If no beneficiary is designated by the Participant, then the Participant's estate shall be deemed to be the Participant's Beneficiary.
- 1.3 "Board" shall mean the Board of Directors of the Company.
- 1.4 "Bonus" shall mean the Participant's annual cash bonus with respect to the year in which the Separation Date occurs.
- 1.5 "Cause" shall mean – unless otherwise defined in an employment agreement between the Participant and the Company or Subsidiary – the occurrence of any of the following:
- (1) a conviction of the Participant of – or the plea of guilty or *nolo contendere* to – (i) a felony or (ii) a misdemeanor involving moral turpitude; or
 - (2) willful misconduct or gross negligence by the Participant; or
 - (3) failure by the Participant to carry out the lawful and reasonable directions of the Board or the Participant's immediate supervisor, as the case may be; or
 - (4) refusal to cooperate or non-cooperation by the Participant with any governmental regulatory authority; or
 - (5) fraud, embezzlement, theft or dishonesty by the Participant against the Company (or any Subsidiary) or a material violation by the Participant of a policy or procedure of the Company (or any Subsidiary) or the Company's (or any Subsidiary's) Standards of Business Conduct, resulting, in any case, in harm to the Company or any Subsidiary.
- 1.6 "CEO" shall mean the Executive serving as the chief executive officer of the Company at the relevant time.
- 1.7 "Change in Control" shall mean the occurrence of any of the following events:
- (1) any "person," as such term is used in Sections 3(a)(9) and 13(d) of the Exchange Act, becomes a "beneficial owner," as such term is used in Rule 13d-3 promulgated under the Exchange Act, of 50% or more of the Voting Stock (as defined below) of the Company; or
 - (2) the majority of the Board consists of individuals other than Incumbent Directors; provided that any person becoming a director subsequent to the Effective Date whose election or nomination for election was supported by two-thirds of the directors who then comprised the Incumbent Directors shall be considered to be an Incumbent Director; or
 - (3) the Company adopts any plan of liquidation providing for the distribution of all or substantially all of its assets; or
 - (4) all or substantially all of the assets or business of the Company are disposed of pursuant to a merger, consolidation or other transaction (unless the shareholders of the Company immediately prior to such merger, consolidation or other transaction beneficially own, directly or indirectly, in substantially the same proportion as they owned the Voting Stock of the Company,

all of the Voting Stock or other ownership interests of the entity or entities, if any, that succeed to the business of the Company); or

- (5) the Company combines with another company and is the surviving corporation but, immediately after the combination, the shareholders of the Company immediately prior to the combination hold, directly or indirectly, 50% or less of the Voting Stock of the combined company (there being excluded from the number of shares held by such shareholders, but not from the Voting Stock of the combined company, any shares received by Affiliates of such other company in exchange for stock of such other company).

- 1.8 "Change-in-Control Date" shall mean the date that a Change in Control first occurs.
- 1.9 "Change-in-Control Continuation Period" shall mean the period commencing on the Separation Date and continuing until the end of the applicable period as shown on Schedule B and which is to be used if the Participant's Separation is without Cause or – for certain Participants – for Good Reason in connection with a Change in Control.
- 1.10 "Change-in-Control Non-Competition Period" shall mean the period commencing on the date the Executive becomes a Participant and continuing until the end of the applicable period as shown on Schedule B and which is to be used if the Participant's Separation is without Cause or – for certain Participants – for Good Reason in connection with a Change in Control.
- 1.11 "Change-in-Control Non-Solicitation Period" shall mean the period commencing on the date the Executive becomes a Participant and continuing until the end of the applicable period as shown on Schedule B.
- 1.12 "Change-in-Control Protection Period" shall mean the period commencing on the 180th day immediately preceding a Change-in-Control Date and ending on the 2nd anniversary of such Change-in-Control Date.
- 1.13 "Change-in-Control Severance Multiple" shall mean the multiplier that shall be used to determine cash Separation Benefits paid to the Participant as shown on Schedule B and which is to be used if the Participant's Separation is without Cause or – for certain Participants – for Good Reason in connection with a Change in Control.
- 1.14 "Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.
- 1.15 "Committee" shall mean the Board's Compensation Committee as constituted from time to time.
- 1.16 "Company" shall mean Encore Capital Group, Inc., a Delaware corporation, including any successor entity or any successor to the assets of the Company that has assumed the Plan.
- 1.17 "Competitive Activity" shall mean the Participant's engaging in an activity – whether as an employee, consultant, principal, member, agent, officer, director, partner or shareholder (except as a less than 1% shareholder of a publicly traded company) – that is competitive with any business of the Company or any Subsidiary conducted by the Company or such Subsidiary at any time during the Standard Non-Competition Period or the Change-in-Control Non-Competition Period (as applicable); *provided, however*, that the Participant may be employed by or otherwise associated with:
- (i) a business of which a subsidiary, division, segment, unit, etc. is in competition with the Company or any Subsidiary but as to which such subsidiary, division, segment, unit, etc. the Participant has absolutely no direct or indirect responsibilities or involvement, or
 - (ii) a company where the Competitive Activity is:
 - (A) from the perspective of such company, *de minimis* with respect to the business of such company and its affiliates, and
 - (B) from the perspective of the Company or any Subsidiary, not in material competition with the Company or any Subsidiary.
- 1.18 "Disability" shall mean a disability as determined in accordance with the Company's (or the applicable Subsidiary's) long-term disability plan or program in effect on the date that the disability first occurs, or if no such plan or program is in effect on the date that the disability first occurs, then a disability as defined under Code Section 22(e)(3).
- 1.19 "Effective Date" shall mean November 4, 2014.

- 1.20 "ERISA" shall mean the Employee Retirement Income Security Act of 1974, as amended from time to time.
- 1.21 "Exchange Act" shall mean the Securities Exchange Act of 1934, as amended from time to time.
- 1.22 "Executive" shall mean a regular full-time employee of the Company or any Subsidiary with executive, managerial or similar duties and responsibilities.
- 1.23 "Good Reason" shall mean – unless otherwise defined in an in-force employment agreement between the Participant and the Company or Subsidiary – the occurrence of any of the following within the 60-day period preceding a Separation Date without the Participant's prior written consent:
- (1) a material reduction in the Participant's base salary or annual cash bonus opportunity (other than any reduction applicable to all similarly situated Executives generally); or
 - (2) a material adverse diminution of the Participant's titles, authority, duties or responsibilities, or the assignment to the Participant of titles, authority, duties or responsibilities that are materially inconsistent with his or her titles, authority, duties and/or responsibilities in a manner materially adverse to the Participant; or
 - (3) a failure of the Company to obtain the assumption in writing of its obligations under the Plan by any successor to all or substantially all of the assets of the Company within 45 days after a merger, consolidation, sale or similar transaction that qualifies as a Change in Control; or
 - (4) an actual relocation of the Participant's primary office location to a location that is (i) more than 35 miles from the Participant's present primary office location and (ii) more than 35 miles from the Participant's primary residence at the time of such relocation.
- 1.24 "Incumbent Directors" shall mean the members of the Board as of the Effective Date.
- 1.25 "Participant" shall mean an Executive who has been designated to participate in the Plan in accordance with Section 3 below and who is participating in the Plan on the Separation Date.
- 1.26 "Plan" shall mean the Encore Capital Group, Inc. Executive Separation Plan.
- 1.27 "Quit" shall mean termination of the Participant's employment by the Participant other than due to death, Disability, Retirement or – for certain Participants – for Good Reason.
- 1.28 "Retirement" shall mean that the Participant has retired in accordance with the Company's applicable benefit and compensation plans, including but not limited to the Company's primary qualified pension benefit plan (as such term is defined under ERISA Section 3(2)).
- 1.29 "Salary" shall mean the highest annual base salary paid to the Participant during the 12-month period immediately preceding the earlier of (i) the Separation Date or (ii) the Change-in-Control Date, with such amount increased (if applicable) to take into account any elective or mandatory deferrals.
- 1.30 "Salary Severance" shall mean a Participant's severance determined in accordance with Section 9.3 or 10.3.
- 1.31 "Separated Participant" shall mean a Participant whose employment with the Company and/or any of its Subsidiaries has been terminated.
- 1.32 "Separation" shall mean a termination of the Participant's employment:
- (1) due to the death of the Participant; or
 - (2) by the Company or by the Participant due to Disability; or
 - (3) by the Participant as a Retirement; or
 - (4) by the Company for Cause; or
 - (5) by the Company without Cause; or

(6) by the Participant as a Quit; or

(7) for certain Participants, by the Participant for Good Reason.

1.33 "Separation Benefits" shall mean the compensation and benefits payable or provided to a Separated Participant under the Plan.

1.34 "Separation Date" shall mean the date the Participant's employment with the Company and/or a Subsidiary is terminated.

1.35 "Standard Continuation Period" shall mean the period commencing on the Separation Date and continuing until the end of the applicable period as shown on Schedule A and which is to be used if the Participant's Separation is without Cause or – for certain Participants – for Good Reason and is NOT in connection with a Change in Control.

1.36 "Standard Non-Competition Period" shall mean the period commencing on the date the Executive becomes a Participant and continuing until the end of the applicable period as shown on Schedule A and which is to be used if the Participant's Separation is without Cause or – for certain Participants – for Good Reason and is NOT in connection with a Change in Control.

1.37 "Standard Non-Solicitation Period" shall mean the period commencing on the date the Executive becomes a Participant and continuing until the end of the applicable period as shown on Schedule A.

1.38 "Standard Severance Multiple" shall mean the multiplier that shall be used to determine cash Separation Benefits paid to the Participant as shown on Schedule A and which is to be used if the Participant's Separation is without Cause or – for certain Participants – for Good Reason and is NOT in connection with a Change in Control.

1.39 "Standard Vesting Continuation Period" shall mean the period over which equity-based compensation will continue to vest/become exercisable commencing on the Separation Date and continuing until the end of the applicable period as shown on Schedule A and which is to be used if the Participant's Separation is without Cause or – for certain Participants – for Good Reason and is NOT in connection with a Change in Control.

1.40 "Subsidiary" shall mean a corporation of which the Company directly or indirectly owns more than 50 percent of the Voting Stock or any other business entity in which the Company directly or indirectly has an ownership interest of more than 50 percent.

1.41 "Voting Stock" shall mean capital stock of any class or classes having general voting power under ordinary circumstances, in the absence of contingencies, to elect the directors of a corporation.

2.0 PURPOSE OF PLAN

2.1 **Purpose.** The purpose of the Plan is:

(a) to provide the terms and conditions relating to an Executive's separation from service from the Company and/or any of its Subsidiaries;

(b) to retain certain highly qualified individuals as Executives; and

(c) to maintain the focus of such Executives on the business of the Company and to mitigate the distractions caused by the possibility that (i) the Executive's employment may be terminated or (ii) the Company may be the target of an acquisition.

The Plan is intended to qualify as an "employee benefit plan" (as such term is defined under ERISA Section 3(3)) and, accordingly, the Plan is intended to be subject to ERISA. In addition, the Plan is intended to qualify as a "top-hat" plan (as such term is commonly used under the ERISA regulations promulgated by the U.S. Department of Labor) since it provides benefits only to a select group of management or highly compensated employees of the Company.

The Plan is NOT intended to provide "nonqualified deferred compensation" as such term is defined and used under Code Section 409A. Accordingly, the Plan is NOT intended to be subject to Code Section 409A.

3.0 ELIGIBILITY AND PARTICIPATION

3.1 **Eligibility.** All Executives of the Company shall be eligible to participate in the Plan.

- 3.2 **Participation.** Participants shall consist of the CEO and those Executives designated by the CEO in his or her sole discretion to participate in the Plan; *provided, however,* that the CEO shall not designate an Executive as a new Participant following a Change-in-Control Date. An Executive who becomes a Participant shall remain the Participant until the earlier of (i) a date certain as determined by the Committee or CEO or (ii) the termination of the Plan in accordance with Section 14 below.
- 3.3 **Committee Approval.** Notwithstanding anything contained in the Plan to the contrary, an Executive designated by the CEO in accordance with Section 3.2 above shall not become a Participant until such designation has been approved in writing by the Committee.
- 4.0 **ADMINISTRATION**
- 4.1 **Responsibility.** The Committee shall have the responsibility, in its sole discretion, to control, operate, manage and administer the Plan in accordance with its terms.
- 4.2 **Authority of the Committee.** The Committee shall have the maximum discretionary authority permitted by law that may be necessary to enable it to discharge its responsibilities with respect to the Plan, including but not limited to the following:
- (a) to determine eligibility for participation in the Plan;
 - (b) to approve Executives designated as Participants by the CEO;
 - (c) to determine or calculate the Participant's Separation Benefits;
 - (d) to correct any defect, supply any omission, or reconcile any inconsistency in the Plan in such manner and to such extent as it shall deem appropriate in its sole discretion to carry the same into effect;
 - (e) to issue administrative guidelines as an aid to administer the Plan and make changes in such guidelines as it from time to time deems proper;
 - (f) to make rules for carrying out and administering the Plan and make changes in such rules as it from time to time deems proper;
 - (g) to the extent permitted under the Plan, grant waivers of Plan terms, conditions, restrictions, and limitations;
 - (h) to make reasonable determinations as to the Participant's eligibility for benefits under the Plan, including determinations as to Cause and Good Reason; and
 - (i) to take any and all other actions it deems necessary or advisable for the proper operation or administration of the Plan.
- 4.3 **Action by the Committee.** The Committee may act only by a majority of its members. Any determination of the Committee may be made, without a meeting, by a writing or writings signed by all of the members of the Committee. In addition, the Committee may authorize any one or more of its members to execute and deliver documents on behalf of the Committee.
- 4.4 **Delegation of Authority.** The Committee may delegate to one or more of its members, or to one or more agents, such administrative duties as it may deem advisable; *provided, however,* that any such delegation shall be in writing. In addition, the Committee, or any person to whom it has delegated duties as aforesaid, may employ one or more persons to render advice with respect to any responsibility the Committee or such person may have under the Plan. The Committee may employ such legal or other counsel, consultants and agents as it may deem desirable for the administration of the Plan and may rely upon any opinion or computation received from any such counsel, consultant or agent. Expenses incurred by the Committee in the engagement of such counsel, consultant or agent shall be paid by the Company, or the Subsidiary whose employees have benefited from the Plan, as determined by the Committee.
- 4.5 **Determinations and Interpretations by the Committee.** All determinations and interpretations made by the Committee shall be binding and conclusive to the maximum extent permitted by law on all Participants and their heirs, successors, and legal representatives.

- 4.6 **Information.** The Company shall furnish to the Committee in writing all information the Committee may deem appropriate for the exercise of its powers and duties in the administration of the Plan. Such information may include, but shall not be limited to, the full names of all Participants, their earnings and their dates of birth, employment, retirement or death. Such information shall be conclusive for all purposes of the Plan, and the Committee shall be entitled to rely thereon without any investigation thereof.
- 4.7 **Liability.** No member of the Board, no member of the Committee and no employee of the Company shall be liable for any act or failure to act hereunder, except in circumstances involving his or her bad faith, gross negligence or willful misconduct, or for any act or failure to act hereunder by any other member or employee or by any agent to whom duties in connection with the administration of the Plan have been delegated.
- 4.8 **Indemnification.** The Company shall indemnify members of the Committee and any agent of the Committee who is an employee of the Company, against any and all liabilities or expenses to which they may be subjected by reason of any act or failure to act with respect to their duties on behalf of the Plan, except in circumstances involving such person's bad faith, gross negligence or willful misconduct.
- 5.0 **SEPARATION DUE TO DEATH**
- 5.1 **Separation Event.** The Participant's employment with the Company and/or any of its Subsidiaries shall terminate on the date of the Participant's death, and the Separated Participant shall be entitled to receive the Separation Benefits provided under this Section 5.
- 5.2 **Accrued Obligations.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Company shall pay to the Separated Participant during the 30-day period immediately following the Separation Date, a lump sum cash payment equal to the Participant's earned but unpaid Salary, plus earned but unpaid bonus for prior years' service, plus unreimbursed expenses, plus any and all other Company obligations that are accrued and due and owing to the Separated Participant.
- 5.3 **Cash Severance Benefits.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Company shall have no obligation to pay to the Separated Participant any cash severance benefits.
- 5.4 **Long-Term Incentive Compensation.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, any and all long-term incentive arrangements shall forfeit, vest, be exercisable and/or become payable in accordance with the terms and conditions of the long-term incentive compensation plan and award agreement.
- 5.5 **Pension-Benefit Arrangements.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, all benefits under all pension-benefit arrangements, including deferred compensation arrangements, shall be paid in accordance with the terms and conditions of the applicable plan, program, agreement or arrangement. Notwithstanding the preceding sentence, the Committee may accelerate such payment, in its sole discretion, after having received advice from the Company's tax advisors that such acceleration would not violate Code Section 409A or any other provision of the Code.
- 5.6 **Welfare-Benefit Arrangements.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the dependents of the deceased Separated Participant shall be entitled to receive continued health coverage in accordance with the Consolidated Omnibus Budget Reconciliation Act of 1985 and the Affordable Care Act of 2010. Unless otherwise provided for in any written agreement between the Company and a Separated Participant, or as otherwise agreed to by the Committee in its sole discretion, all other welfare benefits shall cease as of the Separation Date.
- 5.7 **Payment of Separation Benefits to Beneficiaries.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, all Separation Benefits under this Section 5 shall be paid to the Separated Participant's Beneficiary.
- 5.8 **Other Benefits.** Notwithstanding anything contained in the Plan to the contrary, the Company or the Committee may, in its sole discretion, provide benefits in addition to the benefits described under this Section 5.
- 6.0 **SEPARATION DUE TO DISABILITY**

- 6.1 **Separation Event.** The Participant's employment with the Company and/or any of its Subsidiaries shall terminate on the date the Participant or the Company (and/or any of its Subsidiaries) terminates such employment due to a Disability, and the Separated Participant shall be entitled to receive the Separation Benefits provided under this Section 6.
- 6.2 **Accrued Obligations.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Company shall pay to the Separated Participant during the 30-day period immediately following the Separation Date, a lump sum cash payment equal to the Participant's earned but unpaid Salary, plus earned but unpaid bonus for prior years' service, plus unreimbursed expenses, plus any and all other Company obligations that are accrued and due and owing to the Separated Participant.
- 6.3 **Cash Severance Benefits.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Company shall have no obligation to pay to the Separated Participant any cash severance benefits.
- 6.4 **Long-Term Incentive Compensation.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, any and all long-term incentive arrangements shall forfeit, vest, be exercisable and/or become payable in accordance with the terms and conditions of the long-term incentive compensation plan and award agreement.
- 6.5 **Pension-Benefit Arrangements.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, all benefits under all pension-benefit arrangements, including deferred compensation arrangements, shall be paid in accordance with the terms and conditions of the applicable plan, program, agreement or arrangement. Notwithstanding the preceding sentence, the Committee may accelerate such payment, in its sole discretion, after having received advice from the Company's tax advisors that such acceleration would not violate Code Section 409A or any other provision of the Code.
- 6.6 **Welfare-Benefit Arrangements.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Separated Participant and his or her dependents shall be entitled to receive continued health coverage in accordance with rules and provisions under the Consolidated Omnibus Budget Reconciliation Act of 1985 and the Affordable Care Act of 2010. Unless otherwise provided for in any written plan, program, agreement or arrangement between the Company and a Separated Participant, or as otherwise agreed to by the Committee in its sole discretion, all other welfare benefits shall cease as of the Separation Date due to Disability.
- 6.7 **Payment of Separation Benefits to Beneficiaries.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, in the event of the Separated Participant's death, all Separation Benefits that would have been paid to the Separated Participant under this Section 6 but for his or her death, shall be paid to the Separated Participant's Beneficiary.
- 6.8 **Other Benefits.** Notwithstanding anything contained in the Plan to the contrary, the Company or the Committee may, in its sole discretion, provide benefits in addition to the benefits described under this Section 6.

7.0 SEPARATION DUE TO RETIREMENT

- 7.1 **Separation Event.** The Participant's employment with the Company and/or any of its Subsidiaries shall terminate on the date the Participant terminates his or her employment with the Company and/or any of its Subsidiaries due to a Retirement, and the Separated Participant shall be entitled to receive the Separation Benefits provided under this Section 7.
- 7.2 **Accrued Obligations.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Company shall pay to the Separated Participant during the 30-day period immediately following the Separation Date, a lump sum cash payment equal to the Participant's earned but unpaid Salary, plus earned but unpaid bonus for prior years' service, plus unreimbursed expenses, plus any and all other Company obligations that are accrued and due and owing to the Separated Participant.
- 7.3 **Cash Severance Benefits.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Company shall have no obligation to pay to the Separated Participant any cash severance benefits.
- 7.4 **Long-Term Incentive Compensation.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, any and all long-term incentive

arrangements shall forfeit, vest, be exercisable and/or become payable in accordance with the terms and conditions of the long-term incentive compensation plan and award agreement.

- 7.5 **Pension-Benefit Arrangements.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, all benefits under all pension-benefit arrangements, including deferred compensation arrangements, shall be paid in accordance with the terms and conditions of the applicable plan, program, agreement or arrangement. Notwithstanding the preceding sentence, the Committee may accelerate such payment, in its sole discretion, after having received advice from the Company's tax advisors that such acceleration would not violate Code Section 409A or any other provision of the Code.
- 7.6 **Welfare-Benefit Arrangements.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Separated Participant and his or her dependents shall be entitled to receive continued health coverage in accordance with rules and provisions under the Consolidated Omnibus Budget Reconciliation Act of 1985 and the Affordable Care Act of 2010. Unless otherwise provided for in any written plan, program, agreement or arrangement between the Company and a Separated Participant, or as otherwise agreed to by the Committee in its sole discretion, all other welfare benefits shall cease as of the Separation Date.
- 7.7 **Payment of Separation Benefits to Beneficiaries.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, in the event of the Separated Participant's death, all Separation Benefits that would have been paid to the Separated Participant under this Section 7 but for his or her death, shall be paid to the Separated Participant's Beneficiary.
- 7.8 **Other Benefits.** Notwithstanding anything contained in the Plan to the contrary, the Company or the Committee may, in its sole discretion, provide benefits in addition to the benefits described under this Section 7.
- 8.0 **SEPARATION FOR CAUSE OR QUIT**
- 8.1 **Separation Event.** The Participant's employment with the Company and/or any of its Subsidiaries shall terminate on the date that:
- (a) the Company and/or any of its Subsidiaries terminate(s) the Participant's employment for Cause; or
 - (b) the Participant Quits;
- and the Separated Participant shall be entitled to receive the Separation Benefits provided under this Section 8. If the Participant Quits, then such Participant shall notify the Company in writing at least 30 days prior to the Separation Date.
- 8.2 **Accrued Obligations.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Company shall pay to the Separated Participant during the 30-day period immediately following the Separation Date, a lump sum cash payment equal to the Participant's earned but unpaid Salary, plus unreimbursed expenses, plus any and all other Company obligations that are accrued and due and owing to the Separated Participant.
- 8.3 **Cash Severance Benefits.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Company shall have no obligation to pay to the Separated Participant any cash severance benefits.
- 8.4 **Long-Term Incentive Compensation.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, any and all long-term incentive arrangements shall immediately be forfeited as of the Separation Date.
- 8.5 **Pension-Benefit Arrangements.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, all benefits under all pension-benefit arrangements, including deferred compensation arrangements, shall be immediately forfeited by the Separated Participant as of the Separation Date, provided that such forfeiture does not violate ERISA.
- 8.6 **Welfare-Benefit Arrangements.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Separated Participant and his or her dependents shall be entitled to receive continued health coverage in accordance with rules and provisions under the Consolidated Omnibus Budget Reconciliation Act of 1985 and the Affordable Care Act of 2010. Unless otherwise provided for in any written plan, program, agreement or arrangement

between the Company and a Separated Participant, or as otherwise agreed to by the Committee in its sole discretion, all other welfare benefits shall cease as of the Separation Date.

- 8.7 **Payment of Separation Benefits to Beneficiaries.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, in the event of the Separated Participant's death, all Separation Benefits that would have been paid to the Separated Participant under this Section 8 but for his or her death, shall be paid to the Separated Participant's Beneficiary.
- 8.8 **Other Benefits.** Notwithstanding anything contained in the Plan to the contrary, the Company or the Committee may, in its sole discretion, provide benefits in addition to the benefits described under this Section 8.
- 9.0 **SEPARATION WITHOUT CAUSE OR FOR GOOD REASON**
- 9.1 **Separation Event.** The Participant's employment with the Company and/or any of its Subsidiaries shall terminate on the date that the Company and/or any of its Subsidiaries terminate(s) the Participant's employment with the Company and/or any of its Subsidiaries without Cause (other than due to death, a Disability or a Retirement) or – for certain Participants – on the date that the Participant terminates his or her employment for Good Reason, and if such termination occurs outside a Change-in-Control Protection Period, the Separated Participant shall be entitled to receive the Separation Benefits provided under this Section 9.
- 9.2 **Accrued Obligations.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Company shall pay to the Separated Participant during the 30-day period immediately following the Separation Date, a lump sum cash payment equal to the Participant's earned but unpaid Salary, plus earned but unpaid bonus for prior years' service, plus unreimbursed expenses, plus any and all other Company obligations that are accrued and due and owing to the Separated Participant.
- 9.3 **Cash Severance Benefits.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Company shall pay to the Separated Participant:
- (a) cash payments equal in aggregate to the product of (i) the Standard Severance Multiple times (ii) the Separated Participant's Salary, and
 - (b) a pro rata Bonus based on (i) the number of full and partial months that the Participant was employed during the year in which the Separation Date occurs and (ii) achievement of the applicable performance conditions, payable no later than March 15 of the year following the year in which the Separation Date occurs.
- The amount set forth in Section 9.3(a) shall be paid: (i) with respect to \$580,000 (or, if less, the aggregate amount set forth in Section 9.3(a)), in substantially equal installments over the Standard Continuation Period, but commencing on the first payroll date following the effective date of the Release (as defined below), and amounts otherwise payable prior to such first payroll date shall be paid on such date without interest thereon; and (ii) with respect to any remaining amounts, in a lump sum no later than the 60th day immediately following the Separation Date.
- 9.4 **Equity-Based Compensation.** Notwithstanding anything contained in any written plan, program, agreement or arrangement between the Company and the Participant:
- (a) All shares underlying time-based and performance-based equity awards will continue to vest in accordance with the terms of the applicable equity award agreements as if the Participant were still an employee during the Standard Vesting Continuation Period, and all unvested shares underlying time-based and performance-based equity awards that do not vest in accordance with the terms of the applicable equity award agreements during the Standard Vesting Continuation Period shall be forfeited; and
 - (b) Stock options and stock-settled stock appreciation rights held by the Participant that are vested as of the Separation Date or vest during the during the Standard Vesting Continuation Period shall remain exercisable until the earlier of (i) the 90th day immediately following the Standard Vesting Continuation Period or (ii) the stock option's and/or stock appreciation right's originally scheduled expiration date.
- 9.5 **Long-Term Incentive Compensation.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, all long-term incentive arrangements (other than equity-based compensation) shall forfeit, vest and/or be paid in accordance

with the terms and conditions of the applicable plan, program, agreement or arrangement. Notwithstanding the preceding sentence, the Committee may accelerate such payment, in its sole discretion, after having received advice from the Company's tax advisors that such acceleration would not violate Code Section 409A or any other provision of the Code.

- 9.6 **Pension-Benefit Arrangements.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, all benefits under all pension-benefit arrangements, including deferred compensation arrangements, shall be paid in accordance with the terms and conditions of the applicable plan, program, agreement or arrangement. Notwithstanding the preceding sentence, the Committee may accelerate such payment, in its sole discretion, after having received advice from the Company's tax advisors that such acceleration would not violate Code Section 409A or any other provision of the Code.
- 9.7 **Welfare-Benefit Arrangements.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Company shall provide a Separated Participant with a lump sum cash payment equal to the estimated value of continued health coverage during the Standard Continuation Period, payable on the 60th day following the Separation Date. Unless otherwise provided for in any written plan, program, agreement or arrangement between the Company and a Separated Participant, or as otherwise agreed to by the Committee in its sole discretion, all other welfare benefits shall cease as of the Separation Date. Following the Separation Date, the Separated Participant and his or her dependents shall be entitled to receive continued health coverage in accordance with rules and provisions under the Consolidated Omnibus Budget Reconciliation Act of 1985 and the Affordable Care Act of 2010, if applicable.
- 9.8 **Payment of Separation Benefits to Beneficiaries.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, in the event of the Separated Participant's death, all Separation Benefits that would have been paid to the Separated Participant under this Section 9 but for his or her death, shall be paid to the Separated Participant's Beneficiary.
- 9.9 **Other Benefits.** Notwithstanding anything contained in the Plan to the contrary, the Company or the Committee may, in its sole discretion, provide benefits in addition to the benefits described under this Section 9.
- 10.0 **CHANGE IN CONTROL**
- 10.1 **Separation Event.** The Participant's employment with the Company and/or any of its Subsidiaries shall terminate on the date that the Company and/or any of its Subsidiaries terminate(s) the Participant's employment with the Company and/or any of its Subsidiaries without Cause (other than due to death, a Disability or a Retirement) or – for certain Participants – on the date that the Participant terminates his or her employment for Good Reason, and if such termination occurs during a Change-in-Control Protection Period (any such termination, a "*CIC Terminator*"), the Separated Participant shall be entitled to receive the Separation Benefits provided under this Section 10.
- 10.2 **Accrued Obligations.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Company shall pay to the Separated Participant during the 30-day period immediately following the Separation Date, a lump sum cash payment equal to the Participant's earned but unpaid Salary, plus earned but unpaid bonus for prior years' service, plus unreimbursed expenses, plus any and all other Company obligations that are accrued and due and owing to the Separated Participant.
- 10.3 **Cash Severance Benefits.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, on the later of (i) the 60th day immediately following the Separation Date and (ii) the date of the Change in Control, the Company shall pay to the Separated Participant a lump sum cash amount equal to the sum of:
- (a) the product of (i) the Change-in-Control Severance Multiple times (ii) the Separated Participant's Salary, plus
 - (b) a pro rata Bonus based on (i) the number of full and partial months that the Participant was employed during the year in which the Separation Date occurs and (ii) the Participant's target Bonus, plus
 - (c) the greater of (i) the Participant's target Bonus or (ii) the Participant's Bonus that would have been paid assuming that actual year-to-date performance was annualized.

Notwithstanding the generality of the foregoing, if the Participant's employment terminates prior to a Change in Control, then any unpaid Salary Severance payable under Section 9.3(a) shall

be paid in a single lump sum on the later of (i) the 60th day immediately following the Separation Date and (ii) date of the Change in Control.

- 10.4 **Equity-Based Compensation.** Notwithstanding anything contained in any written plan, program, agreement or arrangement between the Company and the Participant:
- (a) Based on the greater of (i) the number of performance-based shares, performance-based stock units, performance-based stock options, and performance-based stock-settled stock appreciation rights at target level or (ii) the number of performance-based shares, performance-based stock units, performance-based stock options, and performance-based stock-settled stock appreciation rights that would have vested if performance as of the performance period to date was applied to the full performance period, a pro rata number of shares or units (based on the number of full and partial months that the Participant was employed during the applicable performance period underlying the performance equity award held by the Participant on the Separation Date shall immediately vest as of the Separation Date; provided that this Section 10.4(a) shall not apply to any performance-based equity the vesting of which solely occurs due to the achievement of a specific stock price;
 - (b) any and all shares of restricted stock or restricted stock units held by the Participant on the Separation Date shall immediately vest as of the Separation Date; and
 - (c) any and all unvested time-vested stock options or stock-settled stock appreciation rights shall immediately vest as of the Separation Date, and any and all stock options and stock appreciation rights held by the Participant on the Separation Date (including those stock options and/or stock appreciation rights that vest/become exercisable under this Section 10.4) shall remain exercisable until the earlier of (i) the 90th day immediately following the Separation Date or (ii) the stock option's and/or stock appreciation right's originally scheduled expiration date.
- 10.5 **Long-Term Incentive Compensation.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, all long-term incentive arrangements (other than equity-based compensation) shall forfeit, vest and/or be paid in accordance with the terms and conditions of the applicable plan, program, agreement or arrangement. Notwithstanding the preceding sentence, the Committee may accelerate such payment, in its sole discretion, after having received advice from the Company's tax advisors that such acceleration would not violate Code Section 409A or any other provision of the Code.
- 10.6 **Pension-Benefit Arrangements.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, all benefits under all pension-benefit arrangements, including deferred compensation arrangements, shall be paid in accordance with the terms and conditions of the applicable plan, program, agreement or arrangement. Notwithstanding the preceding sentence, the Committee may accelerate such payment, in its sole discretion, after having received advice from the Company's tax advisors that such acceleration would not violate Code Section 409A or any other provision of the Code.
- 10.7 **Welfare-Benefit Arrangements.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, the Company shall provide a Separated Participant with a lump sum cash payment equal to the estimated value of continued health coverage during the Change-in-Control Continuation Period, payable on the 60th day following the Separation Date. Unless otherwise provided for in any written plan, program, agreement or arrangement between the Company and a Separated Participant, or as otherwise agreed to by the Committee in its sole discretion, all other welfare benefits shall cease as of the Separation Date. Following the Separation Date, the Separated Participant and his or her dependents shall be entitled to receive continued health coverage in accordance with rules and provisions under the Consolidated Omnibus Budget Reconciliation Act of 1985 and the Affordable Care Act of 2010, if applicable.
- 10.8 **Payment of Separation Benefits to Beneficiaries.** Unless otherwise provided in any written plan, program, agreement or arrangement between the Company and the Participant, in the event of the Separated Participant's death, all Separation Benefits that would have been paid to the Separated Participant under this Section 10 but for his or her death, shall be paid to the Separated Participant's Beneficiary.
- 10.9 **Other Benefits.** Notwithstanding anything contained in the Plan to the contrary, the Company or the Committee may, in its sole discretion, provide benefits in addition to the benefits described under this Section 10.
- 10.10 **Right of Company to Cure.** If the Separation is by the Participant for Good Reason under this Section 10, then the Company and/or any of its Subsidiaries shall be given a reasonable period of time – but

not less than 30 days – to cure the event that constitutes Good Reason (if curable) before the Separation Date.

11.0 PARTICIPANT OBLIGATIONS

- 11.1 **Waiver and Release.** As a condition precedent for receiving the Separation Benefits provided under Section 9 or Section 10 above, a Separated Participant shall execute (and not revoke) a waiver and release (the "Release") substantially in the form attached to the Plan as Exhibit A on or before the 50th day following the Separation Date.
- 11.2 **Non-Competition.** If the Participant's Separation is without Cause or – for certain Participants – for Good Reason, then during the Standard Non-Competition Period or the Change-in-Control Non-Competition Period, as applicable, a Separated Participant shall not at any time, directly or indirectly, engage in a Competitive Activity.
- 11.3 **Non-Solicitation.** During the Standard Non-Solicitation Period or Change-in-Control Non-Solicitation Period, as applicable, a Separated Participant shall not at any time, directly or indirectly, whether on behalf of himself or herself or any other person or entity (x) solicit any client and/or customer of the Company or any Subsidiary with respect to a Competitive Activity or (y) solicit or employ any employee of the Company or any Subsidiary for the purpose of causing such employee to terminate his or her employment with the Company or such Subsidiary.
- 11.4 **Confidentiality.** At all times prior to and following the Separation Date, the Participant shall not disclose to anyone or make use of any trade secret or proprietary or confidential information of the Company (or any Subsidiary), including such trade secret or proprietary or confidential information of any customer or client or other entity to which the Company (or any Subsidiary) owes an obligation not to disclose such information, which such Participant acquires during his or her employment with the Company (or any Subsidiary), including but not limited to records kept in the ordinary course of business, except:
- (a) as such disclosure or use may be required or appropriate in connection with his or her work as an employee of the Company (or any Subsidiary);
 - (b) when required to do so by a court of law, by any governmental agency having supervisory authority over the business of the Company (or any Subsidiary) or by any administrative or legislative body (including a committee thereof) with apparent jurisdiction to order him or her to divulge, disclose or make accessible such information;
 - (c) as to such confidential information that becomes generally known to the public or trade without his or her violation of this Section 11.4; or
 - (d) to the Participant's spouse, his or her attorneys, and his or her personal tax and financial advisors as reasonably necessary or appropriate to advance the Participant's tax, financial and other personal planning (each an "Exempt Person"), *provided, however*, that any disclosure or use of any trade secret or proprietary or confidential information of the Company by an Exempt Person shall be deemed to be a breach of this Section 11.4 by the Participant.
- 11.5 **Non-Disparagement.** At all times prior to and following the Separation Date, the Participant shall not make any statements or express any views that disparage the business reputation or goodwill of the Company and/or any of its Subsidiaries.
- 11.6 **Resignation as Officer and Director.** On or before the Separation Date, the Separated Participant shall submit to the Company in writing his or her resignation (as applicable) as (i) an officer of the Company and of all Subsidiaries and (ii) a member of the Board and of the board of directors of all Subsidiaries.
- 11.7 **Return of Company Property.** Immediately following the Separation Date, the Participant shall immediately return all Company property in his or her possession, including but not limited to all computer equipment (hardware and software), telephones, facsimile machines, smart phones and other communication devices, credit cards, office keys, security access cards, badges, identification cards and all copies (including drafts) of any documentation or information (however stored) relating to the business of the Company, its customers and clients or its prospective customers and clients.
- 11.8 **Cooperation.** Following the Separation Date, the Participant shall give his or her assistance and cooperation willingly, upon reasonable advance notice with due consideration for his or her other business or personal commitments, in any matter relating to his or her position with the Company, or his or her expertise or experience as the Company may reasonably request, including his or her attendance and truthful testimony where deemed appropriate by the Company, with respect to any

investigation or the Company's defense or prosecution of any existing or future claims or litigations or other proceeding relating to matters in which he or she was involved or potentially had knowledge by virtue of his or her employment with the Company. In no event shall his or her cooperation materially interfere with his or her services for a subsequent employer or other similar service recipient. The Company agrees that (i) it shall promptly reimburse the Separated Participant for his or her reasonable and documented expenses in connection with his or her rendering assistance and/or cooperation under this Section 11.8, upon his or her presentation of documentation for such expenses and (ii) the Separated Participant shall be reasonably compensated for any continued material services as required under this Section 11.8.

- 11.9 **Enforcement of Section 11.** If a Separated Participant materially violates any provision of this Section 11, he or she shall immediately forfeit any right, title and interest to any Separation Benefits that have not yet been paid or provided and shall be required to repay to the Company a cash amount equal to the value of the Separation Benefits that he or she has already received.
- 11.10 **Enforcement of Non-Competition, Non-Solicitation and Confidentiality Covenants.** In addition to Section 11.9 above, if a Separated Participant violates or threatens to violate Section 11.2, Section 11.3, and/or Section 11.4 above, the Company shall not have an adequate remedy at law. Accordingly, the Company shall be entitled to seek such equitable and injunctive relief as may be available to restrain the Separated Participant and any business, firm, partnership, individual, corporation or entity participating in the breach or threatened breach from the violation of the provisions of Section 11.2, Section 11.3, and/or Section 11.4 above. Nothing in the Plan shall be construed as prohibiting the Company from pursuing any other remedies available at law or in equity for breach or threatened breach of Section 11.2, Section 11.3, and/or Section 11.4 above, including the recovery of damages.
- 12.0 **CLAIMS**
- 12.1 **Claims Procedure.** If any Participant or Beneficiary, or his or her legal representative, has a claim for benefits under the Plan which is not being paid, such claimant may file a written claim with the Committee setting forth the amount and nature of the claim, supporting facts, and the claimant's address. Written notice of the disposition of a claim by the Committee shall be furnished to the claimant within 90 days after the claim is filed. In the event of special circumstances, the Committee may extend the period for determination for up to an additional 90 days, in which case it shall so advise the claimant. If the claim is denied, the reasons for the denial shall be specifically set forth in writing, pertinent provisions of the Plan shall be cited, including an explanation of the Plan's claim review procedure, and, if the claim is perfectible, an explanation as to how the claimant can perfect the claim shall be provided.
- 12.2 **Claims Review Procedure.** If a claimant whose claim has been denied wishes further consideration of his or her claim, he or she may request the Committee to review his or her claim in a written statement of the claimant's position filed with the Committee no later than 60 days after receipt of the written notification provided for in Section 12.1 above. The Committee shall fully and fairly review the matter and shall promptly advise the claimant, in writing, of its decision within the next 60 days. Due to special circumstances, the Committee may extend the period for determination for up to an additional 60 days.
- 12.3 **Dispute Resolution.** Any disputes arising under or in connection with the Plan (other than disputes arising under or in connection with Sections 11.2, 11.3 and/or 11.4 above) shall be resolved by binding arbitration, to be held in San Diego, California) or in any other location mutually agreed to by the Company and the Participant in accordance with the rules and procedures of the American Arbitration Association. Judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.
- 12.4 **Reimbursement of Expenses.** If there is any dispute between the Company and the Participant with respect to a claim under the Plan, the Company shall reimburse such Participant for all reasonable fees, costs and expenses incurred by such Participant with respect to such disputed claim; *provided, however*, that (i) such Participant is the prevailing party with respect to such disputed claim or (ii) the disputed claim is settled in the Participant's favor.
- 13.0 **TAXES**
- 13.1 **Withholding Taxes.** The Company shall be entitled to withhold from any and all payments made to the Participant under the Plan all federal, state, local and/or other taxes or imposes that the Company determines are required to be so withheld from such payments or by reason of any other payments made to or on behalf of the Participant or for his or her benefit hereunder.
- 13.2 **Golden Parachute Excise Tax.** If the Participant becomes subject to the excise tax imposed by Code Section 4999 (the "Parachute Excise Tax"), then the Company and the Participant agree that the aggregate "parachute payment" (as such term is used under Code Section 280G) shall be reduced to 299.99% of the Participant's "base amount" (as such term is used under Code Section 280G) if such

reduction would result in the Participant retaining on an after-tax basis an amount equal to or greater than the amount that the Participant would have retained had he or she not been subject to the Parachute Excise Tax. If such reduction occurs under this Section 13.2, the Participant may select in his or her own discretion what portion of the parachute payments will be so reduced; provided that such selection fully complies with Code Section 409A.

13.3 **Code Section 409A.** The Plan is not intended to be subject to Code Section 409A. Notwithstanding anything contained in the Plan to the contrary, the Committee shall have full authority to operate the Plan and to override any provision in the Plan in order for the Plan to be fully compliant – both in form and in operation – with Code Section 409A. Any right to a series of installment payments pursuant to this Plan is to be treated as a right to a series of separate payments. To the extent permitted under Code Section 409A, any separate payment or benefit under this Agreement or otherwise shall not be deemed "nonqualified deferred compensation" subject to Code Section 409A to the extent provided in the exceptions in Treasury Regulation Section 1.409A-1(b)(4), Section 1.409A-1(b)(9) or any other applicable exception or provision of Section 409A. Any payments subject to Code Section 409A that are subject to execution of a waiver and release which may be executed and/or revoked in a calendar year following the calendar year in which the payment event (such as termination of employment) occurs shall commence payment only in the calendar year in which the consideration period or, if applicable, release revocation period ends, as necessary to comply with Code Section 409A. All payments of nonqualified deferred compensation subject to Code Section 409A to be made upon a termination of employment under this Plan may only be made upon the Participant's "separation from service" within the meaning of Code Section 409A.

13.4 **No Guarantee of Tax Consequences.** No person connected with the Plan in any capacity, including, but not limited to, the Company and any Subsidiary and their directors, officers, agents and employees makes any representation, commitment, or guarantee that any tax treatment, including, but not limited to, federal, state and local income, estate and gift tax treatment, will be applicable with respect to amounts payable or provided under the Plan, or paid to or for the benefit of the Participant under the Plan, or that such tax treatment will apply to or be available to the Participant on account of participation in the Plan.

14.0 **TERM OF PLAN; AMENDMENT AND TERMINATION OF PLAN**

14.1 **Term of Plan.** The Plan shall be effective as of the Effective Date and shall remain in effect until the Board terminates the Plan.

14.2 **Amendment of Plan.** The Plan may be amended by the Board at any time with or without prior notice; *provided, however*, that the Plan shall not be amended during the period commencing on the 180th day immediately preceding a Change-in-Control Date and ending on the 2nd anniversary of such Change-in-Control Date without the written consent of each Participant.

14.3 **Termination of Plan.** The Plan may be terminated or suspended by the Board at any time with or without prior notice; *provided, however*, that the Plan shall not be terminated or suspended during the period commencing on the 180th day immediately preceding a Change-in-Control Date and ending on the 2nd anniversary of such Change-in-Control Date without the written consent of each Participant.

14.4 **No Adverse Effect.** If the Plan is amended, terminated, or suspended in accordance with Sections 14.2 or 14.3 above, such action shall not adversely affect the benefits of any Participant (including a Separated Participant) prior to the date of amendment, termination or suspension.

15.0 **MISCELLANEOUS**

15.1 **No Mitigation.** A Separated Participant shall be under no obligation to seek other employment following the Separation Date and there shall be no offset against amounts due the Separated Participant under the Plan on account of any compensation attributable to any subsequent employment.

15.2 **Offset.** Separation Benefits shall be reduced by any payment or benefit made or provided by the Company or any Subsidiary to the Participant pursuant to (i) any severance plan, program, policy or arrangement of the Company or any Subsidiary not otherwise referred to in the Plan, (ii) the termination-of-employment provisions of any employment agreement between the Company or any Subsidiary and the Participant, and (iii) any federal, state or local statute, rule, regulation or ordinance.

15.3 **No Right, Title, or Interest in Company Assets.** Participants shall have no right, title, or interest whatsoever in or to any assets of the Company or any investments which the Company may make to aid it in meeting its obligations under the Plan. Nothing contained in the Plan, and no action taken pursuant to its provisions, shall create or be construed to create a trust of any kind, or a fiduciary relationship between the Company and any Participant, Beneficiary, legal representative or any other person. To the extent that any person acquires a right to receive payments from the Company under

the Plan, such right shall be no greater than the right of an unsecured general creditor of the Company. Subject to this Section 15.3, all payments to be made hereunder shall be paid from the general funds of the Company and no special or separate fund shall be established and no segregation of assets shall be made to assure payment of such amounts; *provided, however*, that the Company may establish a grantor trust to provide for the payment of the benefits under the Plan of which the Company is the grantor within the meaning of subpart E, part I, subchapter J, chapter 1, subtitle A of the Code and under which the assets held by such trust will be subject to the claims of the Company's general creditors under federal and state law in the event of the Company's insolvency.

- 15.4 **No Right to Continued Employment.** The Participant's rights, if any, to continue to serve the Company (or any Subsidiary) as an employee shall not be enlarged or otherwise affected by his or her designation as the Participant under the Plan, and the Company or the applicable Subsidiary reserves the right to terminate the employment of any employee at any time. The adoption of the Plan shall not be deemed to give any employee, or any other individual any right to be selected as the Participant or to continued employment with the Company or any Subsidiary.
- 15.5 **Indemnification.** During the period that the Executive is the Participant and – if the Participant becomes a Separated Participant – following the Separation Date, the Company shall indemnify the Participant or the Separated Participant, as the case may be, and hold him or her harmless, to the fullest extent permitted by, and subject to the limitations of Delaware law, for all claims against him or her by third parties by reason of his or her employment with the Company and/or any of its Subsidiaries, including without limitation, all costs, charges and expenses (including attorneys' fees) whatsoever incurred or sustained by the Participant or Separated Participant, as the case may be, in connection with any action, suit or proceeding (other than any action, suit or proceeding brought by or in the name of the Company against the Participant or Separated Participant, as the case may be) to which he or she may be made a party by reason of being or having been a director, officer or employee of the Company and/or any of its Subsidiaries or his or her serving or having served any other enterprise as a director, officer or employee at the request of the Company.
- 15.6 **Clawback.** Notwithstanding anything contained in the Plan to the contrary, the Participant's paid, granted or awarded incentive compensation shall be subject to the Company's Compensation Recovery Policy (as amended from time to time).
- 15.7 **Other Rights.** The Plan shall not affect or impair the rights or obligations of the Company or the Participant under any other written plan, contract, arrangement, or pension, profit sharing or other compensation plan.
- 15.8 **Governing Law.** The Plan shall be governed by and construed in accordance with the laws of Delaware without reference to principles of conflict of laws, except as superseded by ERISA and other applicable federal law.
- 15.9 **Severability.** If any term or condition of the Plan shall be invalid or unenforceable to any extent or in any application, then the remainder of the Plan, with the exception of such invalid or unenforceable provision, shall not be affected thereby and shall continue in effect and application to its fullest extent.
- 15.10 **Incapacity.** If the Committee determines that the Participant or a Beneficiary is unable to care for his or her affairs because of illness or accident or because he or she is a minor, any benefit due the Participant or Beneficiary may be paid to the Participant's spouse or to any other person deemed by the Committee to have incurred expense for such Participant (including a duly appointed guardian, committee or other legal representative), and any such payment shall be a complete discharge of the Company's obligation hereunder.
- 15.11 **Transferability of Rights.** The Company shall have the unrestricted right to transfer its obligations under the Plan with respect to one or more Participants to any person, including, but not limited to, any purchaser of all or any part of the Company's business. No Participant or Beneficiary shall have any right to commute, encumber, transfer or otherwise dispose of or alienate any present or future right or expectancy which the Participant or Beneficiary may have at any time to receive payments of benefits hereunder, which benefits and the right thereto are expressly declared to be non-assignable and nontransferable, except to the extent required by law. Any attempt to transfer or assign a benefit, or any rights granted hereunder, by the Participant or the spouse of the Participant shall, in the sole discretion of the Committee (after consideration of such facts as it deems pertinent), be grounds for terminating any rights of the Participant or Beneficiary to any portion of the Plan benefits not previously paid.

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SCHEDULE A

STANDARD SEPARATION BENEFITS AND OBLIGATIONS							
Partici- pant Tier	Good Reason Applies	Sever- ance Multiple	Standard Vesting Continuation Period	Standard Continu- ation Period	Standard Non- Competition Period	Standard Non-Solicitation Period	
						Clients/ Customers	Employees
Tier 1	Yes	2.0x	12 months	24 months	24 months	24 months	24 months
Tier 2	Yes	1.5x	12 months	18 months	18 months	18 months	18 months
Tier 3	No	1.0x	9 months	12 months	12 months	12 months	12 months
Tier 4	No	0.5x	6 months	6 months	6 months	6 months	6 months

SCHEDULE B

CHANGE-IN-CONTROL SEPARATION BENEFITS AND OBLIGATIONS							
Partici- pant Tier	Good Reason Applies	CIC Sever- ance Multiple	CIC Equity Vesting	CIC Continu- ation Period	CIC Non- Competition Period	CIC Non-Solicitation Period	
						Clients/ Customers	Employees
Tier 1	Yes	2.0x	See Section 10.4	24 months	24 months	24 months	24 months
Tier 2	Yes	1.5x	Same as Tier 1	18 months	18 months	18 months	18 months
Tier 3	Yes	1.0x	Same as Tier 1	12 months	12 months	12 months	12 months
Tier 4	No	0.5x	Same as Tier 1	6 months	6 months	6 months	6 months

RELEASE

This RELEASE ("Release") dated as of this ___ day of ___, 20___ between Encore Capital Group, Inc., a Delaware corporation (the "Company"), and ___ (the "Employee").

WHEREAS, the Employee is a participant in the Company's Executive Separation Plan (the "Plan"); and

WHEREAS, the Employee's employment with the Company (has been) (will be) terminated effective ___; and

WHEREAS, pursuant to Section ___ of the Plan, the Employee is entitled to certain compensation and benefits upon such termination, contingent upon the execution of this Release;

NOW, THEREFORE, in consideration of the premises and mutual agreements contained herein and in the Plan, the Company and the Employee agree as follows:

1. The Employee, on [his/her] own behalf and on behalf of [his/her] heirs, estate and beneficiaries, does hereby release the Company, and any of its subsidiaries or affiliates, each of their successors and each past or present officer, director, agent, employee, shareholder, and insurer (collectively, the "Releasees") of any such entities, from any and all claims made, to be made, or which might have been made of whatever nature, whether known or unknown, from the beginning of time, including those that arose as a consequence of [his/her] employment with the Company, or arising out of the severance of such employment relationship, or arising out of any act committed or omitted during or after the existence of such employment relationship, all up through and including the date on which this Release is executed, including, but not limited to, those which were, could have been or could be the subject of an administrative or judicial proceeding filed by the Employee or on [his/her] behalf under federal, state or local law, whether by statute, regulation, in contract or tort, and including, but not limited to, every claim for front pay, back pay, wages, bonus, fringe benefit, any form of discrimination (including but not limited to, every claim of race, color, sex, religion, national origin, disability or age discrimination), wrongful termination, emotional distress, pain and suffering, breach of contract, compensatory or punitive damages, interest, attorneys' fees, reinstatement or reemployment. If any court rules that such waiver of rights to file, or have filed on [his/her] behalf, any administrative or judicial charges or complaints is ineffective, the Employee agrees not to seek or accept any money damages or any other relief upon the filing of any such administrative or judicial charges or complaints. The Employee relinquishes any right to future employment with the Company and the Company shall have the right to refuse to re-employ the Employee without liability. The Employee acknowledges and agrees that even though claims and facts in addition to those now known or believed by [him/her] to exist may subsequently be discovered, it is [his/her] intention to fully settle and release all claims [he/she] may have against the Company and the persons and entities described above, whether known, unknown or suspected.

2. The Employee acknowledges that [he/she] has been provided at least [21] [45] days to review the Release and has been advised that the Employee has the right to consult with an attorney before signing this Release, and to review it with an attorney of [his/her] choice. In the event the Employee elects to sign this Release prior to the end of this [21] [45]-day period, [he/she] agrees that it is a knowing and voluntary waiver of [his/her] right to wait the full [21] [45] days. The Employee further understands that [he/she] has 7 days after the signing hereof to revoke it by so notifying the Company in writing, such notice to be received by _____ within the 7-day period. The Employee further acknowledges that [he/she] has carefully read this Release, and knows and understands its contents and its binding legal effect. The Employee acknowledges that by signing this Release, [he/she] does so of [his/her] own free will and act and that it is [his/her] intention that [he/she] be legally bound by its terms.

3. Notwithstanding anything in this Release to the contrary, nothing contained in this Release shall prohibit the Employee from (i) filing a charge with, reporting possible violations of federal law or regulation to, participating in any investigation by, or cooperating with any governmental agency or entity or making other disclosures that are protected under the whistleblower provisions of applicable law or regulation and/or (ii) communicating directly with, cooperating with, or providing information (including trade secrets) in confidence to, any federal, state or local government regulator (including, but not limited to, the U.S. Securities and Exchange Commission, the U.S. Commodity Futures Trading Commission, or the U.S. Department of Justice) for the purpose of reporting or investigating a suspected violation of law, or from providing such information to the Employee's attorney or in a sealed complaint or other document filed in a lawsuit or other governmental proceeding. Pursuant to 18 USC Section 1833(b), the Employee

will not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made: (x) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, and solely for the purpose of reporting or investigating a suspected violation of law; or (y) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

4. THE EMPLOYEE ACKNOWLEDGES THAT THE EMPLOYEE HAS BEEN ADVISED BY LEGAL COUNSEL AND IS FAMILIAR WITH THE PROVISIONS OF CALIFORNIA CIVIL CODE SECTION 1542, WHICH PROVIDES AS FOLLOWS:

"A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY."

THE EMPLOYEE, BEING AWARE OF SAID CODE SECTION, HEREBY EXPRESSLY WAIVES ANY RIGHTS THE EXECUTIVE MAY HAVE THEREUNDER, AS WELL AS UNDER ANY OTHER STATUTES OR COMMON LAW PRINCIPLES OF SIMILAR EFFECT.

5. The Employee represents and warrants that there has been no assignment or other transfer of any interest in any claim which the Employee may have against Releasees, or any of them, and the Employee agrees to indemnify and hold Releasees, and each of them, harmless from any liability, claims, demands, damages, costs, expenses and attorneys' fees incurred by Releasees, or any of them, as the result of any such assignment or transfer or any rights or claims under any such assignment or transfer. It is the intention of the parties that this indemnity does not require payment as a condition precedent to recovery by the Releasees against the Employee under this indemnity.

6. The Employee agrees that if the Employee hereafter commences any suit arising out of, based upon, or relating to any of the claims released hereunder or in any manner asserts against Releasees, or any of them, any of the claims released hereunder, then the Employee agrees to pay to Releasees, and each of them, in addition to any other damages caused to Releasees thereby, all attorneys' fees incurred by Releasees in defending or otherwise responding to said suit or claim.

7. The Employee further understands and agrees that neither the payment of any sum of money nor the execution of this Release shall constitute or be construed as an admission of any liability whatsoever by the Releasees, or any of them, who have consistently taken the position that they have no liability whatsoever to the Employee.

IN WITNESS WHEREOF, the parties have executed this Release on the date first above written.

ENCORE CAPITAL GROUP, INC.

By: _____ Name:

Title:

_____ [Employee's Name]

**ENCORE CAPITAL GROUP, INC.
2017 INCENTIVE AWARD PLAN**

PERFORMANCE SHARE UNIT AWARD GRANT NOTICE (ROIC)

Encore Capital Group, Inc. (the "**Company**") has granted to the participant listed below ("**Participant**") a Performance Share Unit award (the "**PSUs**" or the "**Award**") described in this Performance Share Unit Award Grant Notice (the "**Grant Notice**"), subject to the terms and conditions of the 2017 Incentive Award Plan (as amended from time to time, the "**Plan**") and the Performance Share Unit Award Agreement attached as **Exhibit A** (the "**Agreement**"), both of which are incorporated into this Grant Notice by reference. Capitalized terms not specifically defined in this Grant Notice or the Agreement have the meanings given to them in the Plan.

Participant:

Grant Date:

End Date:

Normal Vesting Date:

Target Number of PSUs:

Performance Period:

– End Date

Performance Goals:

Except as otherwise set forth in the Agreement, Participant is eligible to Vest in and receive Shares based upon the Company's attainment, during the Performance Period, of the Average ROIC Performance Goals set forth below, and satisfaction of continued status as a Service Provider requirements, as set forth in Sections 3.1-3.3 of the Agreement.

Performance Vesting:

The number of PSUs that Performance-Vest and become eligible to Vest shall be determined in accordance with the applicable table below based on the Average ROIC actually attained by the Company during the Performance Period, by multiplying (i) the percentage corresponding to the Company's achievement of Average ROIC during the Performance Period as set forth in the "Number of Target PSUs that Performance-Vest" column below by (ii) the Target Number of PSUs. In the event that the Company's actual achievement of Average ROIC falls between two Performance Goals on the table below, then the number of PSUs that shall Performance-Vest for the Performance Period shall be determined by means of linear interpolation.

Any PSUs remaining unearned and/or unvested following the determination of the Average ROIC actually attained by the Company during the Performance Period shall be forfeited immediately.

<i>Average ROIC for Performance Period</i>	<i>Number of Target PSUs that Performance-Vest</i>

By accepting (whether in writing, electronically or otherwise) the PSUs, Participant agrees to be bound by the terms of this Grant Notice, the Plan and the Agreement. Participant has reviewed the Plan, this Grant Notice and the Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Grant Notice and fully understands all provisions of the Plan, this Grant Notice and the Agreement. Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions arising under the Plan, this Grant Notice or the Agreement.

ENCORE CAPITAL GROUP, INC.

By:
Name:
Title:

PARTICIPANT

[Participant Name]

PERFORMANCE SHARE UNIT AWARD AGREEMENT

ARTICLE I.

GENERAL

1.1 **Defined Terms.** Wherever the following terms are used in this Agreement they shall have the meanings specified below, unless the context clearly indicates otherwise. Capitalized terms not specifically defined herein shall have the meanings specified in the Plan and the Grant Notice.

- (a) "**Average ROIC**" means the simple average of the Pre-tax ROIC for each year in the Performance Period.
- (b) "**Cause**" has the meaning set forth in the Separation Plan.
- (c) "**Change in Control**" has the meaning set forth in the Separation Plan.
- (d) "**Disability**" has the meaning set forth in the Separation Plan.
- (e) "**Good Reason**" has the meaning set forth in the Separation Plan.
- (f) "**Performance Goals**" means the Average ROIC goals with respect to the Performance Period, as set forth in the Grant Notice.
- (g) "**Performance-Vest**" means that, with respect to a PSU, the applicable Performance Goal has been achieved or deemed achieved pursuant to this Agreement.
- (h) "**Pre-Tax ROIC**" means the Pre-Tax ROIC reported in the Company's public disclosures adjusted by the additional adjustments included in Schedule I hereto.
- (i) "**Qualifying Termination**" means a Termination of Service (i) by the Company without Cause, (ii) by Participant for Good Reason but only to the extent the Participant is a "Tier 1" or "Tier 2" participant in the Separation Plan (or a "Tier 3" participant in the Separation Plan if such Qualifying Termination occurs in connection with a Change in Control), or (iii) due to Participant's death or Disability.
- (j) "**Separation from Service**" means Participant's "separation from service" from the Company within the meaning of Section 409A(a)(2)(A)(i) of the Code.
- (k) "**Separation Plan**" means the Company's Executive Separation Plan, as may be amended.
- (l) "**Vest**" or "**Vested**" means that, with respect to a PSU, both (i) such PSU has Performance-Vested and (ii) the continued service condition has been satisfied.
- (m) "**Vesting Date**" means, with respect to a PSU, the date on which the PSU becomes Vested.

1.2 **Incorporation of Terms of Plan.** The PSUs are subject to the terms and conditions set forth in this Agreement and the Plan, which is incorporated herein by reference. In the event of any inconsistency between the Plan and this Agreement, the terms of the Plan will control.

ARTICLE II.

PSUS AND DIVIDEND EQUIVALENTS

2.1 **Grant of PSUs.** The Company has granted the PSUs to Participant effective as of the grant date set forth in the Grant Notice (the "**Grant Date**"). Each PSU represents the right to receive one Share, as set forth in this Agreement. Participant will have no right to the distribution of any Share underlying a PSU until the time (if ever) such PSU has Vested.

2.2 Dividend Equivalents. The Company hereby grants to Participant, with respect to each PSU, a Dividend Equivalent for ordinary cash dividends paid to substantially all holders of outstanding Shares with a record date after the Grant Date and prior to the date the applicable PSU is settled, forfeited or otherwise expires. Each Dividend Equivalent entitles Participant to receive the equivalent value of any such ordinary cash dividends paid on a single Share that becomes Vested in accordance with this Agreement. The Company will establish a separate Dividend Equivalent bookkeeping account (a "**Dividend Equivalent Account**") for each Dividend Equivalent and credit the Dividend Equivalent Account (without interest) on the applicable dividend payment date with the amount of any such cash paid. Any Dividend Equivalents granted in connection with the PSUs issued hereunder, and any amounts that may become distributable in respect thereof, shall be treated separately from such PSUs and the rights arising in connection therewith for purposes of the designation of time and form of payments required by Section 409A. Participant shall not be entitled to any Dividend Equivalent payment with respect to any PSU that does not Vest in accordance with this Agreement.

2.3 Unsecured Promise. The PSUs and Dividend Equivalents will at all times prior to settlement represent an unsecured Company obligation payable only from the Company's general assets.

ARTICLE III. VESTING; FORFEITURE AND SETTLEMENT

3.1 Performance-Based Right to Payment. The Administrator shall determine the Company's achievement of the applicable Performance Goals after the end of the Performance Period, but no later than the Normal Vesting Date. Subject to Sections 3.2 and 3.3 hereof, the number of PSUs that Performance-Vest shall be determined as of such determination date, and shall Vest on the Normal Vesting Date subject to Participant's continued status as a Service Provider through the Normal Vesting Date.

3.2 Change in Control. Notwithstanding Section 3.1 hereof, and subject to Section 3.3 hereof, in the event that a Change in Control occurs at any time prior to the End Date, Participant is a Service Provider as of immediately prior to such Change in Control:

(a) And an Assumption of the PSUs does not occur in connection with such Change in Control, then a number of PSUs shall Performance-Vest and Vest as of immediately prior to such Change in Control based on the Company's actual achievement of the Performance Goals during the Performance Period through such Change in Control.

(b) And an Assumption of the PSUs occurs in connection with such Change in Control, then a number of PSUs shall Performance-Vest as of immediately prior to such Change in Control based on the Company's actual achievement of the Performance Goals during the Performance Period through such Change in Control, and thereafter shall remain outstanding and eligible to Vest on the Normal Vesting Date, subject to Participant's continued status as a Service Provider through such date (and any PSUs that do not Performance-Vest shall be forfeited as of immediately prior to such Change in Control). The PSUs that remain outstanding from the Change in Control to the Normal Vesting Date are referred to herein as the "**Time-Vesting Units**".

3.3 Termination. Notwithstanding Section 3.1 hereof:

(a) In the event that Participant experiences a Qualifying Termination due to Participant's death or Disability, in either case prior to a Change in Control, then the number of PSUs that Performance-Vest and Vest and become payable hereunder as of the termination date shall equal the Target Number of PSUs. In the event that Participant experiences a Qualifying Termination due to Participant's death or Disability on or following a Change in Control, then the Time-Vesting Units shall Vest and become payable hereunder as of the termination date.

(b) In the event that Participant experiences a Qualifying Termination due to a termination by the Company without Cause or by Participant for Good Reason, then the PSUs will be subject to vesting and forfeiture in accordance with the terms and conditions in the Separation Plan; *provided, however*, that notwithstanding anything to the contrary contained in the Separation Plan (which, to the extent of such contradiction, is expressly superseded by this Agreement) if (i) such termination occurs within 180 days prior to a Change in Control (but not if such termination occurs more than within 180 days prior to a Change in Control, in which case the Award shall be forfeited as of immediately prior to such Change in Control) then a number of PSUs shall Performance-Vest and Vest as of immediately prior to such Change in Control in accordance with Section 3.2(a) above and (ii) if such termination

occurs on or within two years following a Change in Control in which an Assumption of the Award occurs, then the Time-Vesting Units shall Vest as of the termination date.

3.4 Forfeiture.

(a) *Termination of Service.*

(i) In the event that Participant experiences a Termination of Service that is not a Qualifying Termination, all of the PSUs shall thereupon automatically be forfeited by Participant as of the date of termination, and Participant's rights in any such PSUs, including without limitation any Dividend Equivalents (including any Dividend Equivalent Account balance), shall thereupon lapse and expire.

(ii) Any PSUs (including any Time-Vesting Units) that do not become Vested in connection with a Qualifying Termination due to Participant's death or Disability shall thereupon automatically be forfeited by Participant as of the date of termination, and Participant's rights in any such PSUs and such portion of the Award, including without limitation any Dividend Equivalents (including any Dividend Equivalent Account balance), shall thereupon lapse and expire. Any PSUs (including any Time-Vesting Units) that do not become Vested in connection with a Qualifying Termination due to Participant's termination by the Company without Cause or by Participant for Good Reason shall be forfeited by Participant in accordance with the forfeiture terms in the Separation Plan, and Participant's rights in any such PSUs and such portion of the Award, including without limitation any Dividend Equivalents (including any Dividend Equivalent Account balance), shall thereupon lapse and expire.

(b) *Failure to Achieve Performance Goals; Change in Control.* Except as set forth in Sections 3.2 and 3.3, any outstanding PSUs that do not Performance-Vest due to the failure by the Company to achieve the Performance Goals (in whole or in part), including in connection with a Change in Control, or do not Vest on a Change in Control in which an Assumption of the Award does not occur, shall automatically be forfeited by Participant as of the End Date or Change in Control, as applicable, and Participant's rights in any such PSUs and such portion of the Award, including without limitation any Dividend Equivalents, shall thereupon lapse and expire.

3.5 Settlement

(a) The PSUs that Vest in accordance with this Agreement will be paid in Shares within 30 days after the applicable Vesting Date; *provided, however*, that such payment will occur no later than March 15 immediately following the applicable Vesting Date. Dividend Equivalents (including any Dividend Equivalent Account balance) will be paid in Shares or cash (at the Company's option) as soon as administratively practicable after the Vesting of the applicable underlying PSU, but in no event more than 30 days after such PSU's Vesting Date (but in no event later than March 15 immediately following the applicable Vesting Date). Notwithstanding anything to the contrary contained herein, the exact payment date of any PSUs and any Dividend Equivalents shall be determined by the Company in its sole discretion (and Participant shall not have a right to designate the time of payment).

(b) Notwithstanding the foregoing, the Company may delay any payment under this Agreement that the Company reasonably determines would violate Applicable Law until the earliest date the Company reasonably determines the making of the payment will not cause such a violation (in accordance with Treasury Regulation Section 1.409A-2(b)(7)(ii)), provided the Company reasonably believes the delay will not result in the imposition of excise taxes under Section 409A.

(c) If a Dividend Equivalent is paid in Shares, the number of Shares paid with respect to the Dividend Equivalent will equal the quotient, rounded down to the nearest whole Share, of the Dividend Equivalent Account balance divided by the Fair Market Value of a Share on the day immediately preceding the payment date.

ARTICLE IV. TAXATION AND TAX WITHHOLDING

4.1 Representation. Participant represents to the Company that Participant has reviewed with Participant's own tax advisors the tax consequences of this Award and the transactions contemplated by the Grant Notice and this Agreement. Participant is relying solely on such advisors and not on any statements or representations of the Company or any of its agents.

4.2 Tax Withholding.

(a) The Company shall withhold, or cause to be withheld, Shares otherwise vesting or issuable under this Award (including the PSUs or Dividend Equivalents) in satisfaction of any applicable withholding tax obligations. The number of Shares which may be so withheld or surrendered shall be limited to the number of Shares which have a fair market value on the date of withholding no greater than the aggregate amount of such liabilities based on the maximum individual statutory withholding rates in Participant's applicable jurisdictions for federal, state, local and foreign income tax and payroll tax purposes that are applicable to such taxable income. To the extent that any Federal Insurance Contributions Act tax withholding obligations arise in connection with the PSUs or the Dividend Equivalents prior to the applicable vesting or payment date, the Administrator may accelerate the payment of a portion of the award of PSUs sufficient to satisfy (but not in excess of) such tax withholding obligations and any tax withholding obligations associated with any such accelerated payment, and the Administrator shall withhold such amounts in satisfaction of such withholding obligations.

(b) Participant acknowledges that Participant is ultimately liable and responsible for all taxes owed in connection with the PSUs and the Dividend Equivalents, regardless of any action the Company or any Subsidiary takes with respect to any tax withholding obligations that arise in connection with the PSUs or Dividend Equivalents. Neither the Company nor any Subsidiary makes any representation or undertaking regarding the treatment of any tax withholding in connection with the awarding, vesting or payment of the PSUs or the Dividend Equivalents or the subsequent sale of Shares. The Company and the Subsidiaries do not commit and are under no obligation to structure the PSUs or Dividend Equivalents to reduce or eliminate Participant's tax liability.

4.3 Section 409A.

(a) To the extent applicable, this Agreement shall be interpreted in accordance with Section 409A, including without limitation any such regulations or other guidance that may be issued after the effective date of this Agreement. Notwithstanding any other provision of the Plan, the Grant Notice or this Agreement, if at any time the Administrator determines that the PSUs or the Dividend Equivalents (or, in each case, any portion thereof) may be subject to Section 409A, the Administrator shall have the right in its sole discretion (without any obligation to do so or to indemnify Participant or any other person for failure to do so) to adopt such amendments to the Plan, the Grant Notice or this Agreement, or adopt other policies and procedures (including amendments, policies and procedures with retroactive effect), or take any other actions, as the Administrator determines are necessary or appropriate either for the PSUs and/or Dividend Equivalents to be exempt from the application of Section 409A or to comply with the requirements of Section 409A.

(b) All payments of nonqualified deferred compensation subject to Section 409A to be made upon a termination of employment or service under this Agreement may only be made upon Participant's Separation from Service.

(c) Notwithstanding anything to the contrary in this Agreement, no amounts shall be paid to Participant under this Agreement during the six-month period following Participant's Separation from Service to the extent that the Administrator determines that Participant is a "specified employee" (within the meaning of Section 409A) at the time of such Separation from Service and that paying such amounts at the time or times indicated in this Agreement would be a prohibited distribution under Section 409A(a)(2)(B)(i) of the Code. If the payment of any such amounts is delayed as a result of the previous sentence, then on the first business day following the end of such six-month period (or such earlier date upon which such amount can be paid under Section 409A without being subject to such additional taxes), the Company shall pay to Participant in a lump-sum all amounts that would have otherwise been payable to Participant during such six-month period under this Agreement.

ARTICLE V. OTHER PROVISIONS

5.1 Administration. The Administrator shall have the power to interpret the Plan and this Agreement and to adopt such rules for the administration, interpretation and application of the Plan and this Agreement as are consistent therewith and to interpret, amend or revoke any such rules. Without limiting the generality of the foregoing, all determinations, interpretations and assumptions relating to the calculation and payment of the PSUs (including, without limitation, determinations, interpretations and assumptions with respect to Average ROIC calculations) shall be made by the Administrator. All actions

taken and all interpretations and determinations made by the Administrator in good faith shall be final and binding upon Participant, the Company and all other interested persons.

5.2 Adjustments.

(a) Participant acknowledges that the PSUs, the Shares subject to the PSUs, the Dividend Equivalents and the Performance Goals are subject to adjustment, modification and termination in certain events as provided in this Agreement and the Plan. The Administrator shall also have the exclusive authority, in its reasonable discretion, to make proper adjustments and/or modifications to one or more Performance Goals in the event of any extraordinary, unusual or infrequent events or occurrences, or changes in accounting principles or Applicable Laws, affecting a Performance Goal that the Administrator determines have an unintended effect on the calculation of the Performance Goals.

(b) The Performance Goals were established based on the budget established by the Board. The Administrator will adjust the Performance Goals (as applicable) to the extent needed after an adjustment is made pursuant to Schedule I.

5.3 Other Stock or Cash Based Awards. This Award shall constitute an Other Stock or Cash Based Award for purposes of the Plan.

5.4 Notices. Any notice to be given under the terms of this Agreement to the Company must be in writing and addressed to the Company in care of the Company's Secretary at the Company's principal office or the Secretary's then-current email address or facsimile number. Any notice to be given under the terms of this Agreement to Participant must be in writing and addressed to Participant at Participant's last known mailing address, email address or facsimile number in the Company's personnel files. By a notice given pursuant to this Section, either party may designate a different address for notices to be given to that party. Any notice will be deemed duly given when actually received, when sent by email, when sent by certified mail (return receipt requested) and deposited with postage prepaid in a post office or branch post office regularly maintained by the United States Postal Service, when delivered by a nationally recognized express shipping company or upon receipt of a facsimile transmission confirmation.

5.5 Titles. Titles are provided herein for convenience only and are not to serve as a basis for interpretation or construction of this Agreement.

5.6 Conformity to Securities Laws. Participant acknowledges that the Plan, the Grant Notice and this Agreement are intended to conform to the extent necessary with all Applicable Laws and, to the extent Applicable Laws permit, will be deemed amended as necessary to conform to Applicable Laws.

5.7 Successors and Assigns. The Company may assign any of its rights under this Agreement to single or multiple assignees, and this Agreement will inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth in this Agreement or the Plan, this Agreement will be binding upon and inure to the benefit of the heirs, legatees, legal representatives, successors and assigns of the parties hereto.

5.8 Limitations Applicable to Section 16 Persons. Notwithstanding any other provision of the Plan or this Agreement, if Participant is subject to Section 16 of the Exchange Act, the Plan, the Grant Notice, this Agreement, the PSUs and the Dividend Equivalents will be subject to any additional limitations set forth in any applicable exemptive rule under Section 16 of the Exchange Act (including any amendment to Rule 16b-3) that are requirements for the application of such exemptive rule. To the extent Applicable Laws permit, this Agreement will be deemed amended as necessary to conform to such applicable exemptive rule.

5.9 Entire Agreement. The Plan, the Grant Notice and this Agreement (including any exhibit hereto) constitute the entire agreement of the parties and supersede in their entirety all prior undertakings and agreements of the Company and Participant with respect to the subject matter hereof.

5.10 Agreement Severable. In the event that any provision of the Grant Notice or this Agreement is held illegal or invalid, the provision will be severable from, and the illegality or invalidity of the provision will not be construed to have any effect on, the remaining provisions of the Grant Notice or this Agreement.

5.11 Limitation on Participant's Rights. Participation in the Plan confers no rights or interests other than as herein provided. This Agreement creates only a contractual obligation on the part of the Company as to amounts payable and may not be construed as creating a trust. Neither the Plan nor any underlying program, in and of itself, has any assets. Participant will have only the rights of a general unsecured creditor of the Company with respect to amounts credited and benefits payable, if any, with respect to the PSUs and Dividend Equivalents, and rights no greater than the right to receive cash or the Shares as a general unsecured creditor with respect to the PSUs and Dividend Equivalents, as and when settled pursuant to the terms of this Agreement.

5.12 Not a Contract of Employment. Nothing in the Plan, the Grant Notice or this Agreement confers upon Participant any right to continue in the employ or service of the Company or any Subsidiary or interferes with or restricts in any way the rights of the Company and its Subsidiaries, which rights are hereby expressly reserved, to discharge or terminate the services of Participant at any time for any reason whatsoever, with or without cause, except to the extent expressly provided otherwise in a written agreement between the Company or a Subsidiary and Participant.

5.13 Counterparts. The Grant Notice may be executed in one or more counterparts, including by way of any electronic signature, subject to Applicable Law, each of which will be deemed an original and all of which together will constitute one instrument.

SCHEDULE I
Additional Adjustments

Subsidiaries of Encore Capital Group, Inc.

As of December 31, 2021

<u>Name</u>	<u>Jurisdiction of Incorporation or Formation</u>
Apex Credit Management Limited	United Kingdom
Asset Acceptance Capital Corp.	Delaware
Asset Acceptance, LLC	Delaware
Atlantic Credit & Finance Special Finance Unit, LLC	Virginia
Atlantic Credit & Finance, Inc.	Virginia
Black Tip Capital Holdings Limited	United Kingdom
Cabot Asset Purchases (Ireland) Limited	Ireland
Cabot Credit Management Group Limited	United Kingdom
Cabot Credit Management Limited	United Kingdom
Cabot Financial (Europe) Limited	United Kingdom
Cabot Financial (Ireland) Limited	Ireland
Cabot Financial (Luxembourg) S.A.	Luxembourg
Cabot Financial (Luxembourg) II S.A.	Luxembourg
Cabot Financial Spain SAU	Spain
Cabot Financial (UK) Limited	United Kingdom
Cabot Financial Debt Recovery Services Limited	United Kingdom
Cabot Financial Holdings Group Limited	United Kingdom
Cabot Financial Limited	United Kingdom
Cabot Holdings S.à r.l.	Luxembourg
Cabot Securitisation Europe Limited	Ireland
Cabot Securitisation Topco Limited	United Kingdom
Cabot Securitisation UK Holdings Limited	United Kingdom
Cabot Securitisation UK Limited	United Kingdom
Cabot UK Holdco Limited	United Kingdom
Dessetec Desarrollo de Sistemas, S.A. de C.V.	Mexico
Encore Asset Reconstruction Company Private Limited	India
Encore Capital Europe Finance Limited	Jersey
Encore Capital Group Singapore Pte. Ltd.	Singapore
Encore Capital Group UK Limited	United Kingdom
Encore Europe Holdings S.à r.l.	Luxembourg
Encore Holdings Luxembourg S.à r.l.	Luxembourg
Encore Mexico Nominee LLC	Delaware
Encoremex Holdings S. de R.L. de C.V.	Mexico
Financial Investigations and Recoveries (Europe) Limited	United Kingdom

<u>Name</u>	<u>Jurisdiction of Incorporation or Formation</u>
GC Encore Euro S.à r.l.	Luxembourg
Hillesden Securities Limited	United Kingdom
Janus Holdings Luxembourg S.à r.l.	Luxembourg
Marlin Financial Group Limited	United Kingdom
Marlin Financial Intermediate II Limited	United Kingdom
Marlin Financial Intermediate Limited	United Kingdom
Marlin Intermediate Holdings Limited	United Kingdom
Marlin Legal Services Limited	United Kingdom
Marlin Midway Limited	United Kingdom
Marlin Portfolio Holdings Limited	United Kingdom
Marlin Senior Holdings Limited	United Kingdom
MCM Midland Management Costa Rica, S.R.L.	Costa Rica
Midland Credit Management India Private Limited	India
Midland Credit Management, Inc.	Kansas
Midland Funding LLC	Delaware
Midland India LLC	Minnesota
Midland International LLC	Delaware
Midland Portfolio Services, Inc.	Delaware
Mortimer Clarke Solicitors Limited	United Kingdom
Wescot Acquisitions Limited	United Kingdom
Wescot Credit Services Limited	United Kingdom
Wescot Topco Limited	United Kingdom

The names of certain subsidiaries are omitted pursuant to Item 601(b)(21)(ii) of Regulation S-K.

List of Issuers of Guaranteed Securities

As of December 31, 2021, the following subsidiary was the issuer of the 4.50% Exchangeable Senior Notes due 2023 guaranteed by Encore Capital Group, Inc.

Name of Subsidiary	Jurisdiction of Organization
Encore Capital Europe Finance Limited	Jersey

Consent of Independent Registered Public Accounting Firm

Encore Capital Group, Inc.
San Diego, California

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-115551) and Form S-8 (Nos. 333-125342, 333-160042, 333-189860, and 333-218877) of Encore Capital Group, Inc. of our reports dated February 23, 2022, relating to the consolidated financial statements and the effectiveness of Encore Capital Group, Inc.'s internal control over financial reporting, which appear in this Form 10-K. Our report on the effectiveness of internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2021.

/s/ BDO USA, LLP

San Diego, California
February 23, 2022

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Ashish Masih, certify that:

1. I have reviewed this annual report on Form 10-K of Encore Capital Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: _____
/s/ ASHISH MASIH
Ashish Masih
President and Chief Executive Officer

Date: February 23, 2022

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Jonathan C. Clark, certify that:

1. I have reviewed this annual report on Form 10-K of Encore Capital Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By:

/s/ JONATHAN C. CLARK
Jonathan C. Clark
Executive Vice President, Chief Financial Officer and Treasurer

Date: February 23, 2022

ENCORE CAPITAL GROUP, INC.

**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**

In connection with the Annual Report of Encore Capital Group, Inc. (the "Company") on Form 10-K for the year ended December 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition and results of operations of the Company.

/s/ ASHISH MASIH

Ashish Masih
President and Chief Executive Officer

February 23, 2022

/s/ JONATHAN C. CLARK

Jonathan C. Clark
Executive Vice President,
Chief Financial Officer and Treasurer

February 23, 2022

This certification accompanies the above described Report and is being furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall be not be deemed filed as part of the Report.