OCWEN

Business Update

Third Quarter 2022

November 3, 2022

FORWARD-LOOKING STATEMENTS

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements may be identified by a reference to a future period or by the use of forward-looking terminology. Forward-looking statements are typically identified by words such as “expect”, “believe”, “foresee”, “anticipate”, “intend”, “estimate”, “goal”, “strategy”, “plan” “target” and “project” or conditional verbs such as “will”, “may”, “should”, “could” or “would” or the negative of these terms, although not all forward-looking statements contain these words, and includes statements in this press release regarding the ability of our recent strategic transactions to improve our earnings. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Our business has been undergoing substantial change and we are experiencing significant changes within the mortgage lending and servicing ecosystem which has magnified such uncertainties. Readers should bear these factors in mind when considering such statements and should not place undue reliance on such statements.

Forward-looking statements involve a number of assumptions, risks and uncertainties that could cause actual results to differ materially. In the past, actual results have differed from those suggested by forward looking statements and this may happen again. Important factors that could cause actual results to differ materially from those suggested by the forward-looking statements include, but are not limited to, the potential for ongoing disruption in the financial markets and in commercial activity generally as a result of international events, changes in monetary and fiscal policy, and other sources of instability; the impacts of inflation, employment disruption, and other financial difficulties facing our borrowers; uncertainty relating to the continuing impacts of the COVID-19 pandemic, including the response of the U.S. government, state governments, the Federal National Mortgage Association (Fannie Mae) and Federal Home Loan Mortgage Corporation (Freddie Mac) (together, the GSEs), the Government National Mortgage Association (Ginnie Mae) and regulators; our ability to improve our financial performance through cost and productivity improvements; the extent to which our MSR asset vehicle (MAV), other transactions and our enterprise sales initiatives will generate additional subservicing volume, increase market share within the subservicing market, and result in increased profitability; the timing and amount of presently anticipated forward and reverse loan boarding; our ability to close acquisitions of MSRs and other transactions, including the ability to obtain regulatory approvals; the quantity, timing and long-term impact of additional stock repurchases; our ability to continue to grow our reverse servicing business; our ability to retain clients and employees of acquired businesses, and the extent to which acquisitions and our other strategic initiatives will contribute to achieving our growth objectives; the extent to which we will be able to execute call rights transactions, and whether such transactions will generate the returns anticipated; the adequacy of our financial resources, including our sources of liquidity and ability to sell, fund and recover servicing advances, forward and reverse whole loans, and HECM and forward loan buyouts and put backs, as well as repay, renew and extend borrowings, borrow additional amounts as and when required, meet our MSR or other asset investment objectives and comply with our debt agreements, including the financial and other covenants contained in them; increased servicing costs based on increased borrower delinquency levels or other factors; the future of our long-term relationship with Rithm Capital Corp. (RITM, formerly New Residential Investment Corp.); the performance of our lending business in a competitive market and uncertain interest rate environment; our ability to execute on identified business development and sales opportunities; uncertainty related to past, present or future claims, litigation, cease and desist orders and investigations regarding our servicing, foreclosure, modification, origination and other practices brought by government agencies and private parties, including state regulators, the Consumer Financial Protection Bureau (CFPB), State Attorneys General, the Securities and Exchange Commission (SEC), the Department of Justice or the Department of Housing and Urban Development (HUD); adverse effects on our business as a result of regulatory investigations, litigation, cease and desist orders or settlements and the reactions of key counterparties, including lenders, the GSEs and Ginnie Mae; our ability to comply with the terms of our settlements with regulatory agencies and the costs of doing so; increased regulatory scrutiny and media attention; any adverse developments in existing legal proceedings or the initiation of new legal proceedings; our ability to effectively manage our regulatory and contractual compliance obligations; our ability to interpret correctly and comply with liquidity, net worth and other financial and other requirements of regulators, the GSEs and Ginnie Mae, as well as those set forth in our debt and other agreements, including our ability to identify and implement a cost-effective response to Ginnie Mae’s recently announced risk-based capital requirements; our ability to comply with our servicing agreements, including our ability to comply with the requirements of the GSEs and Ginnie Mae and maintain our seller/servicer and other statuses with them; our ability to fund future draws on existing loans in our reverse mortgage portfolio; our servicer and credit ratings as well as other actions from various rating agencies, including any future downgrades; as well as other risks and uncertainties detailed in our reports and filings with the SEC, including our annual report on Form 10-K for the year ended December 31, 2021 and any current report or quarterly report filed with the SEC since such date.

Anyone wishing to understand Ocwen’s business should review our SEC filings. Our forward-looking statements speak only as of the date they are made and, we disclaim any obligation to update or revise forward-looking statements whether as a result of new information, future events or otherwise.

NON-GAAP FINANCIAL MEASURES

We believe these non-GAAP financial measures provide a useful supplement to discussions and analysis of our financial condition, because they are measures that management uses to assess the financial performance of our operations and allocate resources. In addition, management believes that these presentations may assist investors with understanding and evaluating our initiatives to drive improved financial performance. Management believes, specifically, that the removal of fair value changes of our net MSR exposure due to changes in market interest rates and assumptions provides a useful, supplemental financial measure as it enables an assessment of our ability to generate earnings regardless of market conditions and the trends in our underlying businesses by removing the impact of fair value changes due to market interest rates and assumptions, which can vary significantly between periods. However, these measures should not be analyzed in isolation or as a substitute to analysis of our GAAP expenses and pre-tax income (loss) nor a substitute for cash flows from operations. There are certain limitations to the analytical usefulness of the adjustments we make to GAAP expenses and pre-tax income (loss) and, accordingly, we use these adjustments only for purposes of supplemental analysis. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, Ocwen’s reported results under accounting principles generally accepted in the United States. Other companies may use non-GAAP financial measures with the same or similar titles that are calculated differently to our non-GAAP financial measures. As a result, comparability may be limited. Readers are cautioned not to place undue reliance on analysis of the adjustments we make to GAAP expenses and pre-tax income (loss).

Beginning with the three months ended June 30, 2022, without changing the categories or measurement of items included in our Notables, we clarified the definition of certain Notables and combined or separately itemized certain line items in the tables below in order to be more descriptive regarding the types and measurement of our Notables, because management believed doing so would further supplement investors’ means of evaluating our results. The presentation of past periods has been conformed to the current presentation.

Executive Summary

		Q3 Results	Focus Going Forward
1	**Delivering focused, prudent growth**	• GAAP Net Income $37M; GAAP ROE[a] 27%; BVPS of $69 • Adjusted Pre-tax loss[b] of ($8M) vs ($26M) in Q2 • Originations profitable; Servicing UPB up 14% YoY; subservicing up 46% YoY	• Expanding higher-margin origination products and clients • Driving subservicing UPB growth (performing and special) • $350B subservicing prospect pipeline[c] + capital partners
2	**Reducing enterprise-wide costs**	• Actions completed to realize target by Q4 • On track to exceed $70M annualized reduction Q4 vs. Q2	• Maintaining continuous cost improvement discipline • Optimizing technology, global operations, and scale • Targeting to achieve industry cost leadership
3	**Optimizing liquidity and allocating capital to deliver value to shareholders**	• $48M of stock repurchased as of October 31 • Completed MAV upsize, adds up to $250M in additional capital • Signed two additional MSR partnership transactions	• Expanding MSR and other asset capital partnerships • Evaluating further debt or share repurchases vs. flexibility for emerging high-yield investment opportunities

Balanced and diversified business model performing well in this environment

Servicing driving profitability, sizing originations to market opportunity, maintaining agility to address a potential recession

Executing a value creation plan aligned to current market environment

Favorable Servicing Environment

- MSR value appreciation and servicing profitability improvement: record low prepayments; increasing escrow earnings; stable delinquencies
- Fed rate actions driving increasing probability of a recession; special servicing expertise increasingly valuable
- Growing MSR investment opportunity; expect continued elevated bulk volume as originators sell MSRs to raise cash
- Subservicing opportunity remains strong; client delays easing; growth opportunity in forward, reverse, small balance commercial and special
- Asset investment capital providers showing increased interest in the sector – MSRs, whole loans, NPLs

Challenging Originations Environment

- Interest rates continue to increase higher and faster than MBA and GSEs expected in previous forecasts
- FNMA forecasting[a] $1.7T in 2023, down $1.4T from Dec'21 forecast; nominal growth in industry origination volume expected through 2025
- MBS spreads historically wide; HMBS spreads tighten slightly in Q3, but still 4X our 2021 observations
- Higher rates and spreads adversely impacting consumer demand in reverse; diminished investor appetite for non-agency loans
- Future refinance opportunity limited – 12% mortgage UPB with refinance incentive if 30 yr. FRM drops 300bps

Value Creation Plan

1 ***Leverage the core strengths of our balanced and diversified business model***

2 ***Drive prudent growth adapted for the environment***

3 ***Reduce cost structure across the organization***

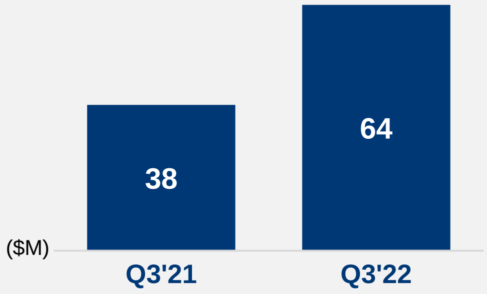
4 ***Optimize liquidity, diversify funding sources, and allocate capital to deliver value for shareholders***

1

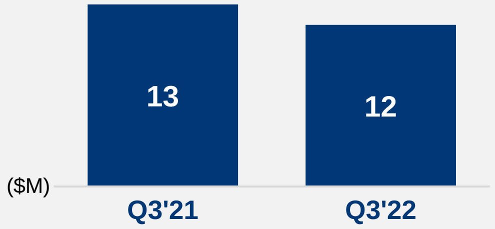
Leveraging the core strengths of our balanced and diversified business model

Balanced and diversified business model is working as designed

Forward Servicing GAAP PTI



Forward Origination GAAP PTI



Industry-leading operational execution driving subservicing growth

Recognized Servicing Excellence

- FNMA STAR, Freddie Mac SHARP and HUD Tier I Servicer status
- Servicer ratings upgraded by Fitch Ratings citing strong post-pandemic performance
- Scalable, technology enabled global operating platform with capacity for growth
- Superior operating performance drives improved financial outcomes for clients

Earned Trust From Clients & Partners

- $69B total subservicing adds in last 12 months[(a)], incl. $28B in Reverse
- $300B forward subservicing prospect pipeline[(b)]; $28B adds scheduled in next 6 months
- $50B reverse subservicing prospect pipeline[(b)]

Positioned to navigate current market environment

Broad Servicing Capabilities

- Forward, reverse, small balance commercial
- Proven leadership in special servicing
- 54% subservicing mix helps mitigate potential recession impact

Continuous Cost Improvement Mindset

- $400M cost reduction with PHH merger[(c)]
- Servicing and overhead cost reduced from 23bps in 2019 to 14bps in Q3'22
- $70M annualized cost reduction Q2 to Q4

Capital Partners Enable Efficient Growth

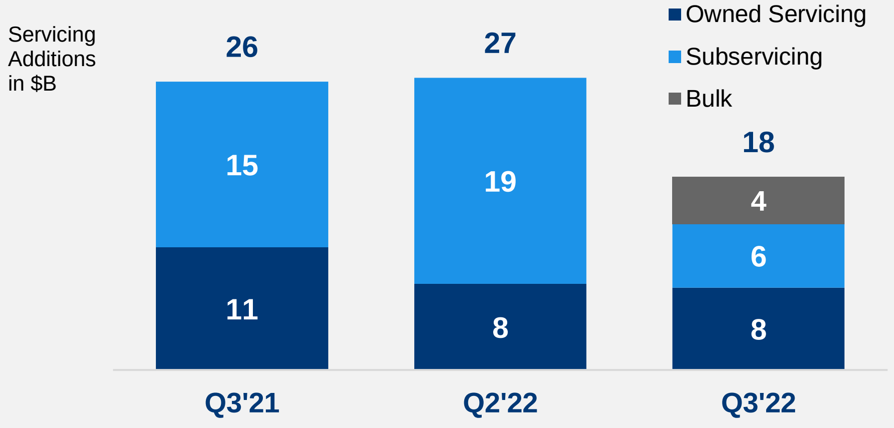
- MAV upsized – adds up to $250M in additional capital
- 2 new capital relationships established in Q3, expand relationships further into 2023

We believe our broad and diverse servicing capabilities position us to deliver attractive long-term returns and our recent share price is not reflective of the strength of our business

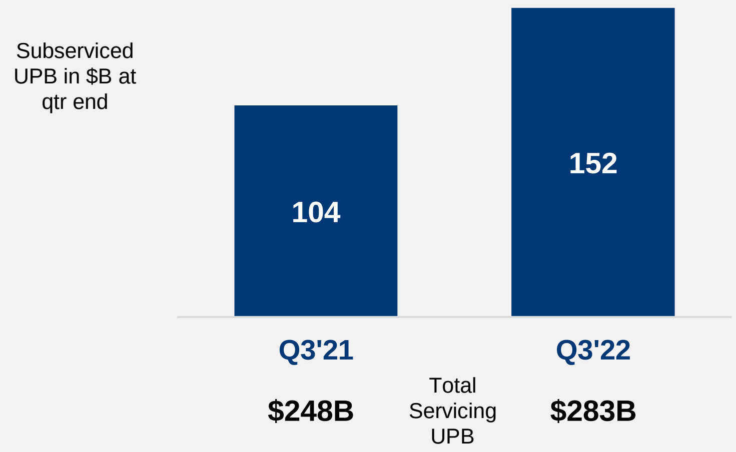
Driving prudent growth adapted for the environment

2

Driving capital-efficient servicing growth by managing mix of owned servicing and subservicing

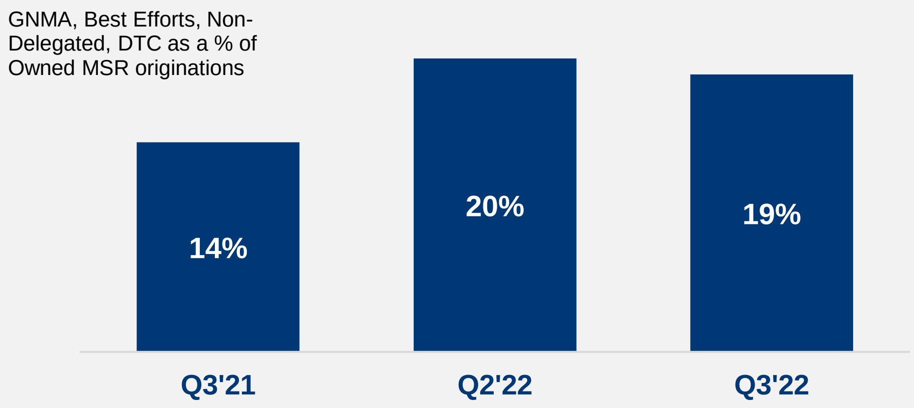


Subservicing UPB up 46% YoY



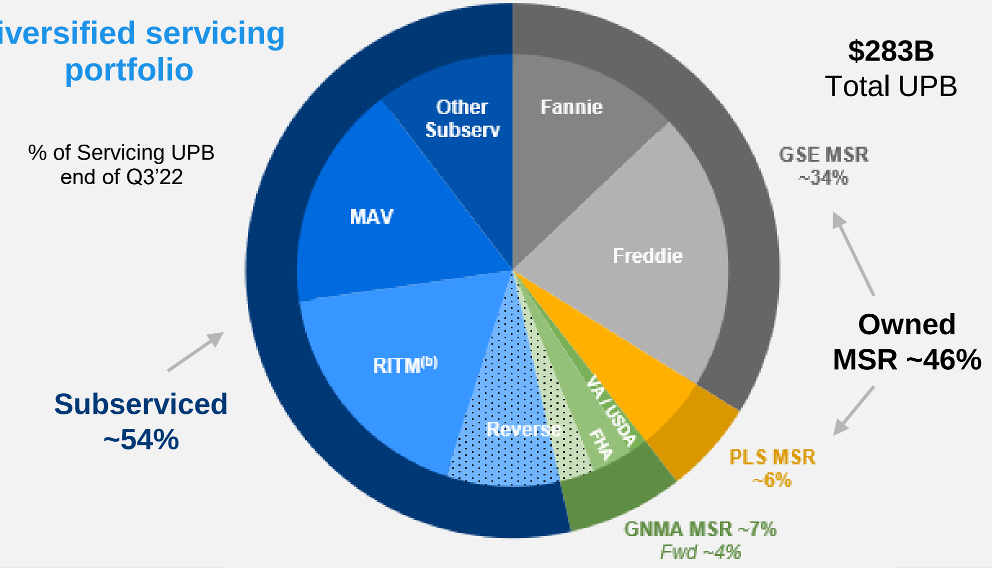
- $28B adds scheduled next 6 mos
- Prospect pipeline[(a)] of $350B

Increasing mix of higher margin products YoY



Diversified servicing portfolio

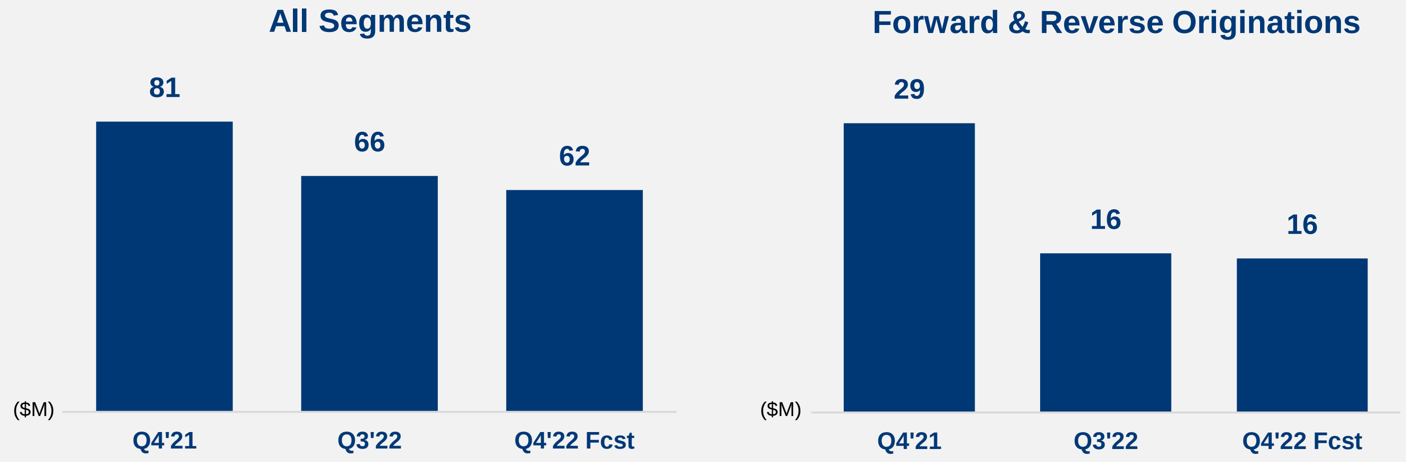
% of Servicing UPB end of Q3'22



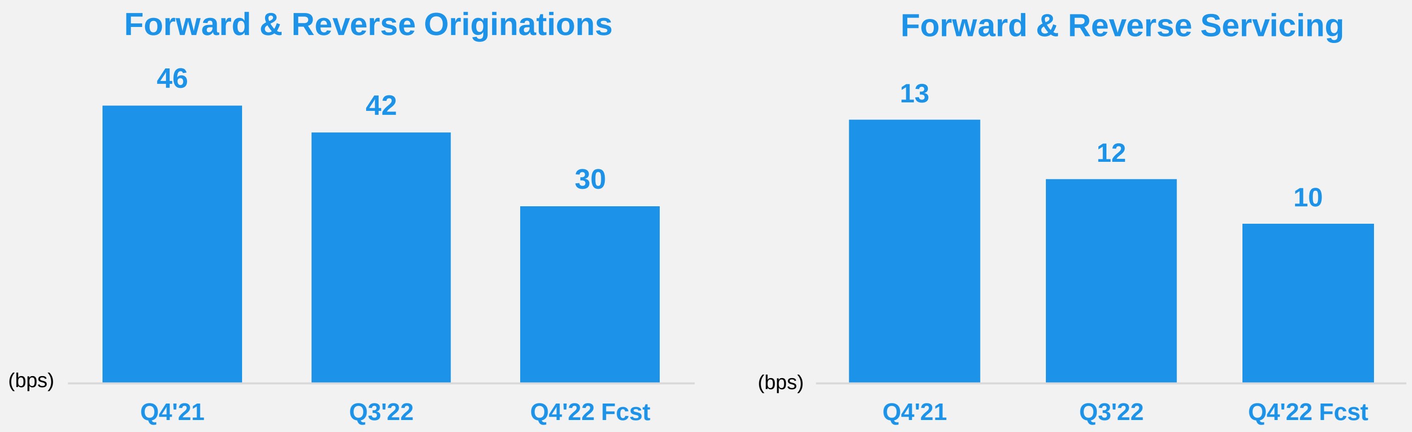
3 Reducing cost structure across the organization

- On track to exceed $70M enterprise-wide cost reduction target by Q4
- Rationalizing staffing levels, vendor and contractor costs
- Continued optimization of our proprietary global operational capabilities
- Driving automation, platform synergies and other systemic process improvements
- Demonstrated ability to reduce cost to support market demand and business needs
- Continuous cost improvement part of our DNA – will maintain in 2023

Comp & Ben



Total OpEx



Total Originations Operating Expenses as % of Origination Volume

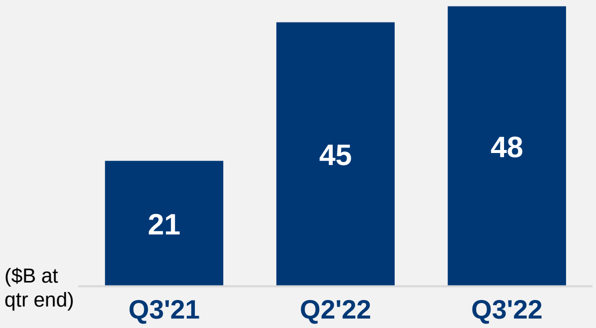
Total Servicing Operating Expenses as % of Avg Servicing UPB

4 Optimizing liquidity, diversifying funding sources, and allocating capital to deliver value for shareholders

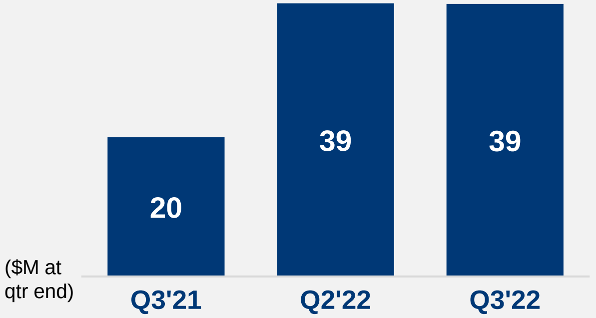
OCWEN

MAV Update

UPB



OCN's Equity



Expanding a Multi-Investor Partnership Model

- MAV upsize completed; adds up to $250M in additional capital; funding up to $60B UPB of additional MAV MSR acquisitions at current market pricing
- Great returns on MAV, $21M contributed capital net of distributions, $39M investment value, $5M in dividends received life to date through 9/30/22
- Building relationships with multiple investors to fund new MSR originations; signed two MSR funding partnership transactions in addition to MAV
- Potential to materially reduce origination cash consumption and drive capital-efficient servicing growth
- Asset sourcing, product distribution and unique servicing capabilities gives rise to unique opportunities e.g., reverse, distressed / high risk assets, small balance commercial
- Targeting diverse capital sources / investors to address multiple asset opportunities and fully leverage our servicing capabilities in a potential recession
- Creates capital allocation flexibility to maximize returns for shareholders

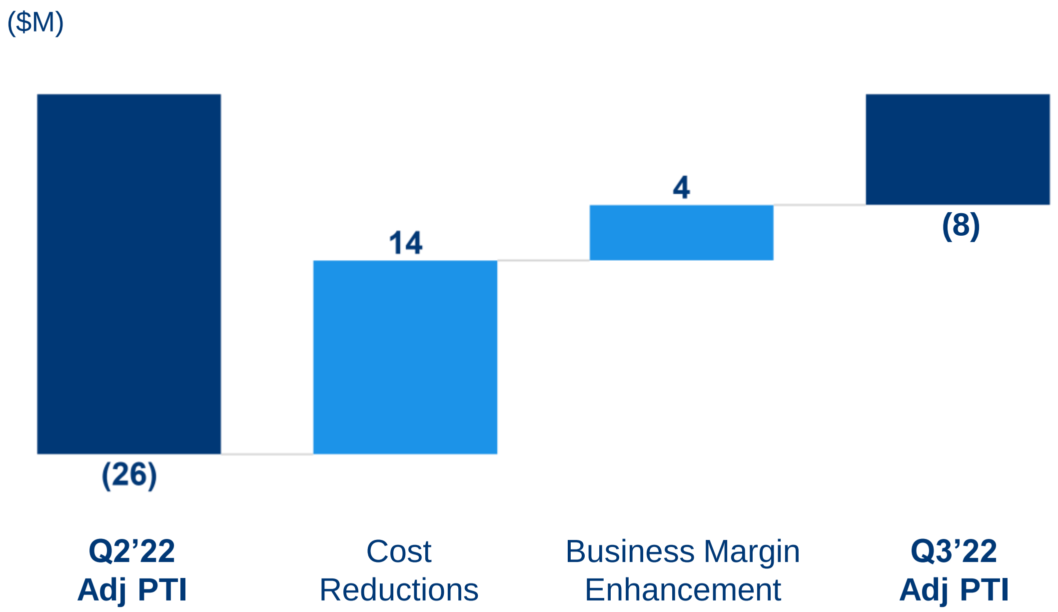
Cost reductions, margin management and balanced business model offsetting market headwinds

Q3’22 Financial Highlights
($M, except per share metrics)

	Q3’21	Q2’22	Q3’22
GAAP Net Income (Loss)	**22**	**10**	**37**
EPS	$2.35	$1.12	$4.33
Diluted	*$2.29*	*$1.11*	*$4.17*
ROE[a]	19%	8%	27%
Book Value per Share	$51	$59	$69
MSR FV Adjustments, Net[b]	(21)	34	53
Other Notables[c]	(5)	2	(12)
Income Tax Benefit (Expense)	11	1	4
Adjusted Pre-tax Income (Loss)[c]	**37**	**(26)**	**(8)**
After-tax ROE Before Notables[d]	40%	(19%)	(4%)
Total Servicing Additions ($B)	$26	$27	$18
Total Servicing UPB at qtr end ($B)	$248	$288	$283

Fully diluted share and equity data available in appendix

Adjusted Pre-tax Income[c] Bridge Q2’22 to Q3’22



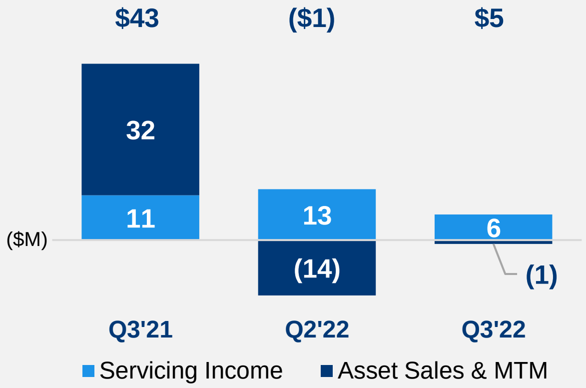
Servicing performance drivers continue to improve; Q3 results reflect significant improvement in UPB growth, lower costs in Asset Sales & MTM and expense reduction efforts

Business Update

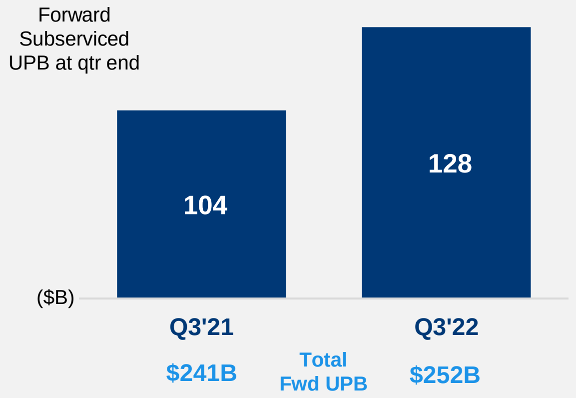
- Forward servicing UPB up 4% YoY, subservicing up 23% YoY (as of 9/30/22)
- Lower servicing PTI QoQ due to higher runoff (higher owned UPB), lower ancillary and late fees and higher indem expenses (for R&W)
- Float income increased by ~$6M QoQ with improved custodial earnings rates – helps offset higher borrowing costs
- Lower servicing cost driven by increased productivity; taking action to drive further improvement
- Potential further Q4 PTI upside due to:
  - Planned movement of $600M+ of custodial balances in mid-Nov to banks with stronger deposit rates expected to create an additional $2M+
  - Full quarter realization of headcount reductions made in Q3 expected to deliver $2M+

Forward Servicing Profitability Drivers

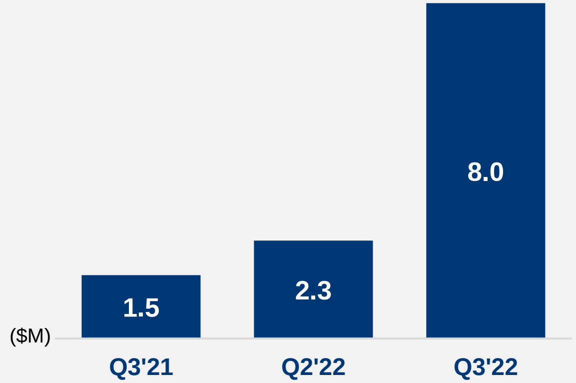
Adjusted Pre-tax Income[a]



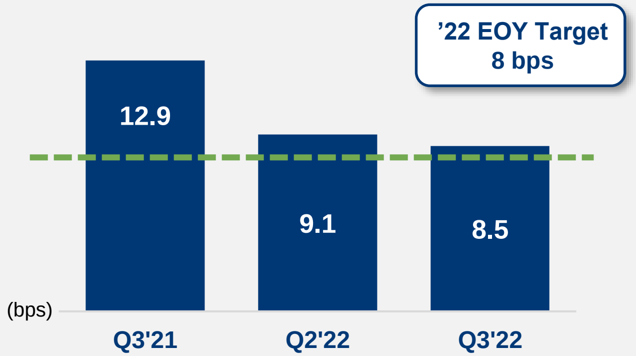
Subservicing UPB up 23% YoY



Custodial Float Income[b]



Improving Cost[c] Structure



Strong pre-tax income in Correspondent Lending (CL) and cost reductions across Originations help offset lower Consumer Direct (CD) volume

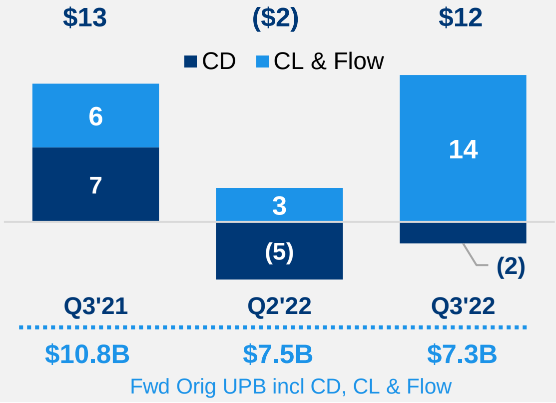
Business Update

Total Originations PTI up QoQ due to:

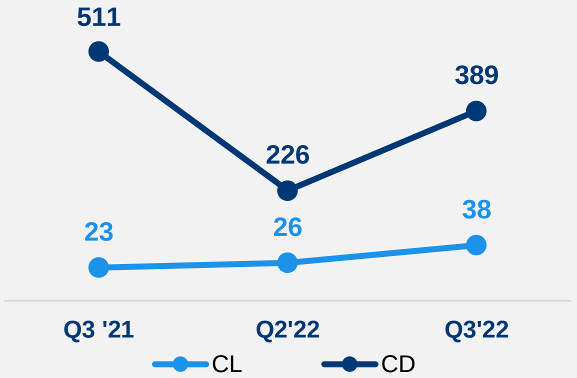
- CL profit jump fueled by stronger margins in Q3 and higher volumes QoQ
- Margins driven by client additions to better penetrate high-margin products, as well as better execution
- Expense reduction was also pivotal in Q3 bringing Originations OpEx down ~23% QoQ
- CD continued to see lower volumes but was able to improve margins and lower cost to post a smaller loss QoQ
- CD & CL combined origination volume up 5% YoY YTD through Q3
    - YTD volume of $13B
    - Q3 volume of $5B
- Targeting $75B+ total forward servicing additions for 2022

Forward Originations Profitability Drivers

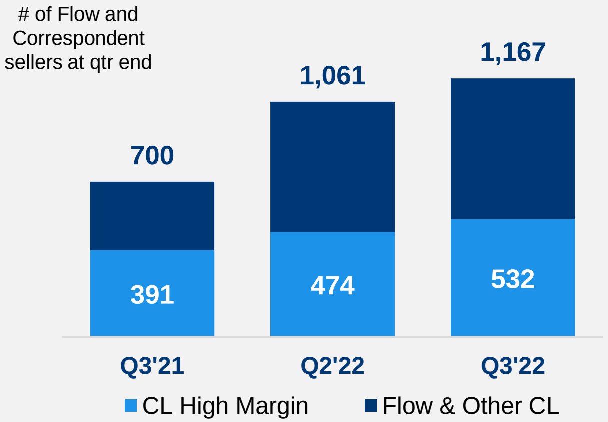
Adjusted Pre-tax Income[a]



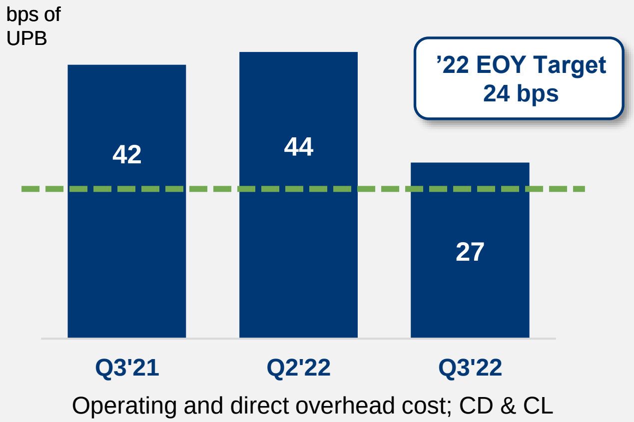
Revenue Margins[b]



Growing Client Base



Improving Cost[c] Structure



Reverse originations down on lower volumes; Reverse servicing profitable but down QoQ on lower fees and one-time expenses; long-term opportunity for both remains attractive

OCWEN

Business Update

Reverse Servicing:

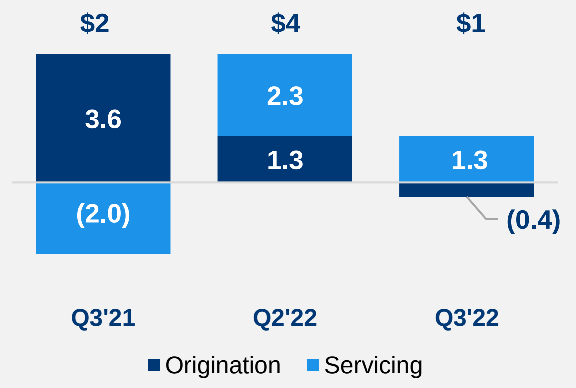
- Reverse Adj PTI[(a)] down slightly as a result of lower revenue due to UPB runoff, offset by expense reductions
- Lower servicing revenue due to one-time expenses such as title cures and loss reserves as well as lower boarding fees
- Expense reductions largely due to integration with forward business
- Strong pipeline expected to grow reverse subservicing 1H 2023, total UPB up 4X YoY

Reverse Originations:

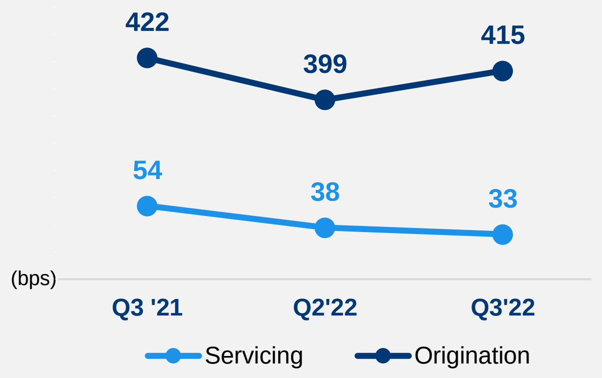
- Q3 volume drop reflective of industry trend
- Q3 revenue margin up over Q2, however spreads continue to widen putting pressure on GOS
- While origination volume has not yet found a bottom in Q3, we are well positioned due to our HECM heavy mix (92% of volume YTD) and ability to leverage forward origination infrastructure

Reverse Originations and Servicing Profitability Drivers

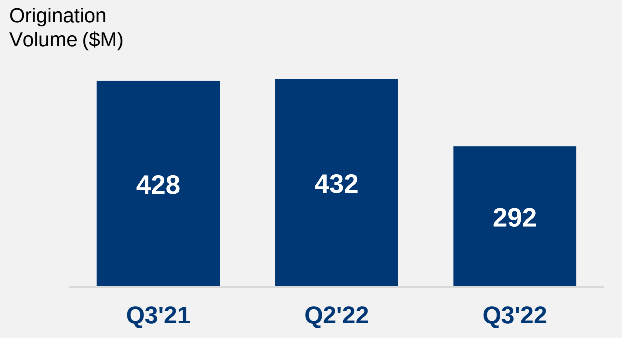
Adjusted Pre-tax Income[(a)]



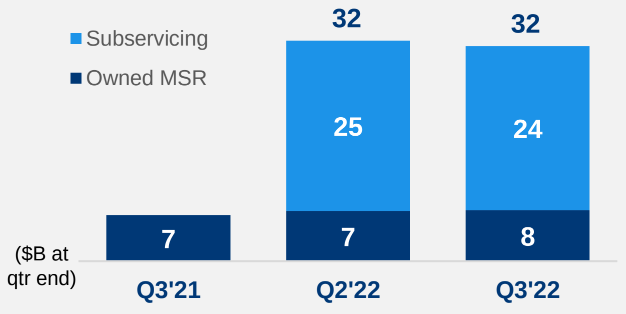
Revenue Margins[(b)]



Q3 Volume Reflects Impact of Higher Rates



Servicing and Subservicing UPB



GNMA Risk Based Capital Ratio (RBCR) taking effect at the end of 2024

PHH does not currently pass the GNMA RBCR due to MSR assets exceeding PHH equity ("Excess MSR")

GNMA holdings[(a)] represent a minority of PHH activity in Q3'22

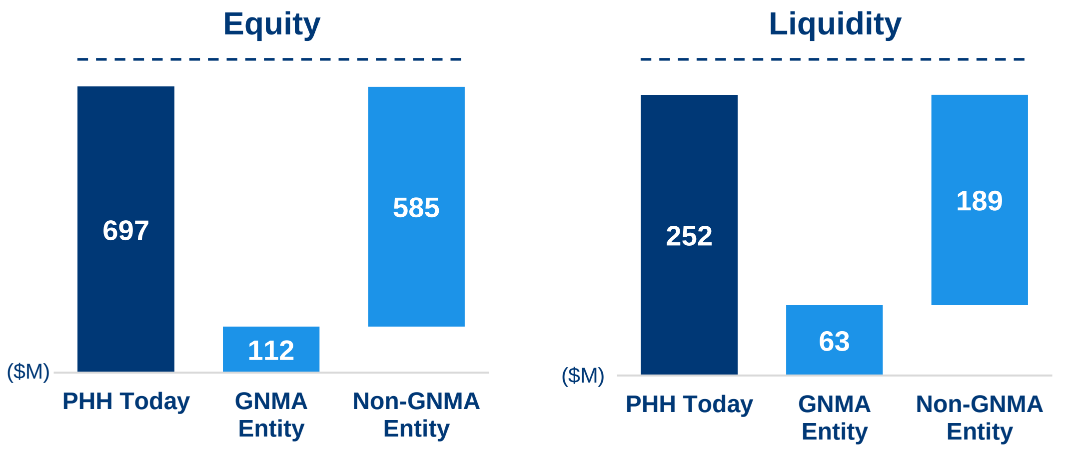
- 11% of forward originations UPB
- 10% of forward owned servicing UPB
- 4% of total servicing portfolio UPB

PHH exceeds all other GNMA & FHFA ratios

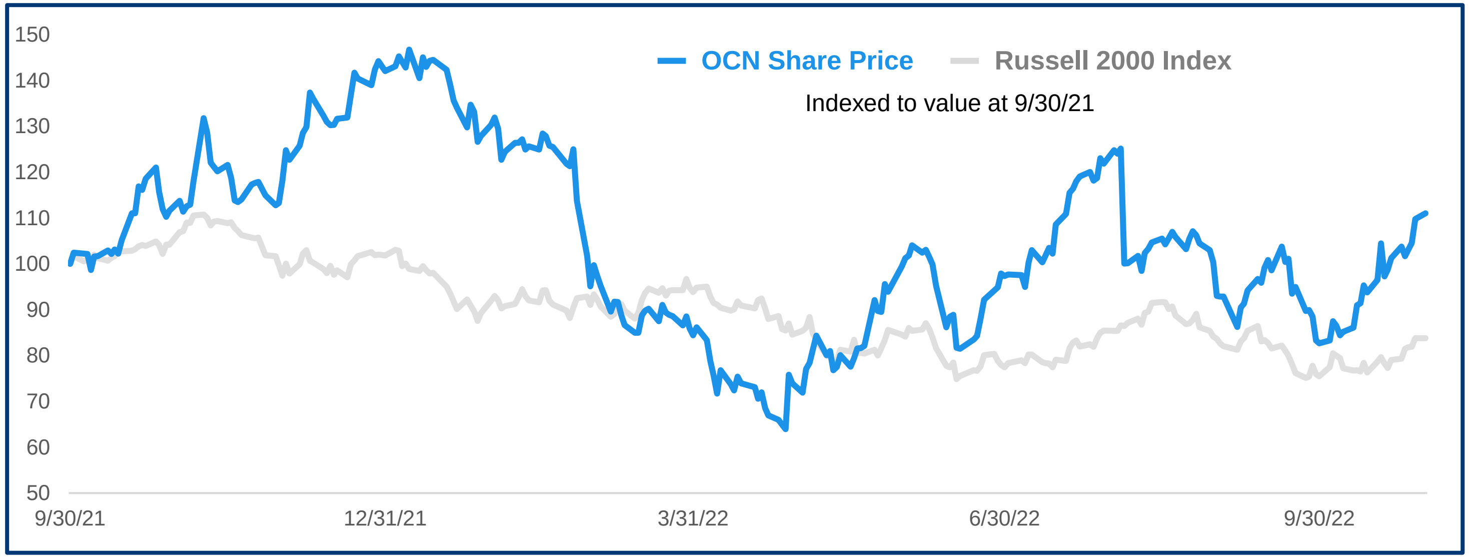
Metric	FHFA/GNMA	PHH Value	Threshold	Excess
Minimum Net Worth	Both	$679M	$351M	$328M
Minimum Capital Ratio	FHFA	13.5%	6.0%	7.5%
Minimum Capital Ratio	GNMA	14.2%	6.0%	8.2%
Minimum Liquidity	FHFA	$211M	$92M	$119M
Minimum Liquidity	GNMA	$848M	$92M	$756M
Minimum Liquidity Buffer	FHFA	$119M	$29M	$92M

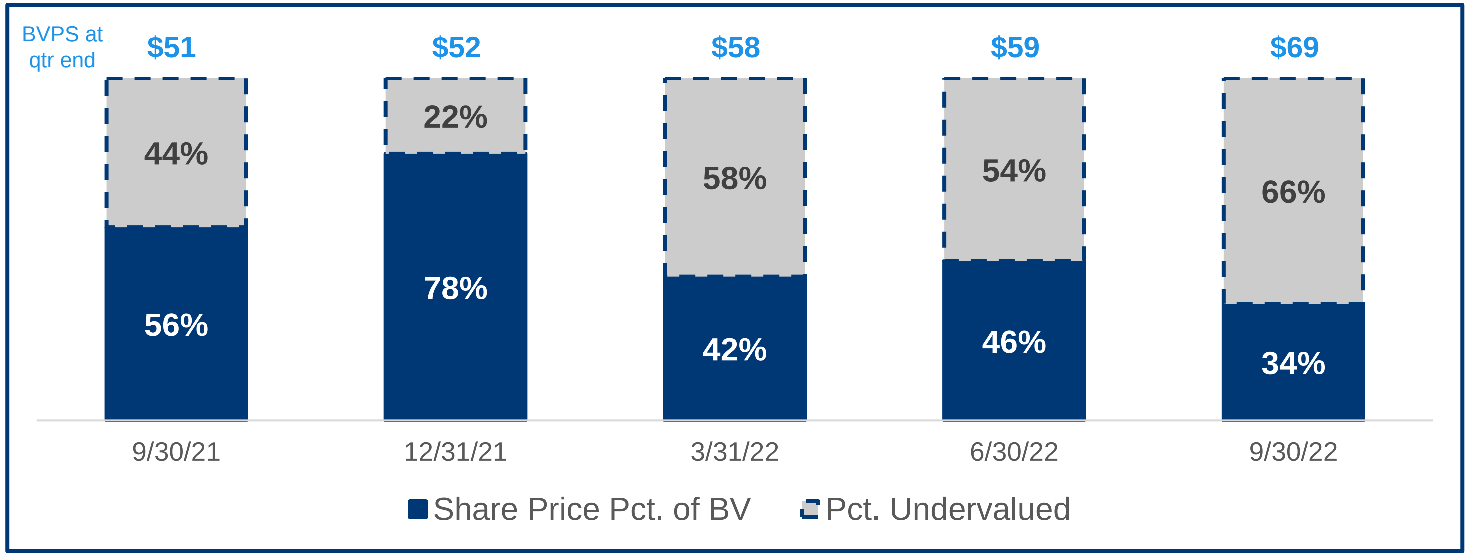
2+ years to address GNMA Risk-based Capital Ratio with one of these options

1. Create a separate legal entity for GNMA holdings supported by PHH (see example below)
2. Form a capital-light structure for GNMA
3. Convert GNMA MSRs to subservicing or synthetic subservicing
4. Replace forward GNMA MSRs with GSE MSRs



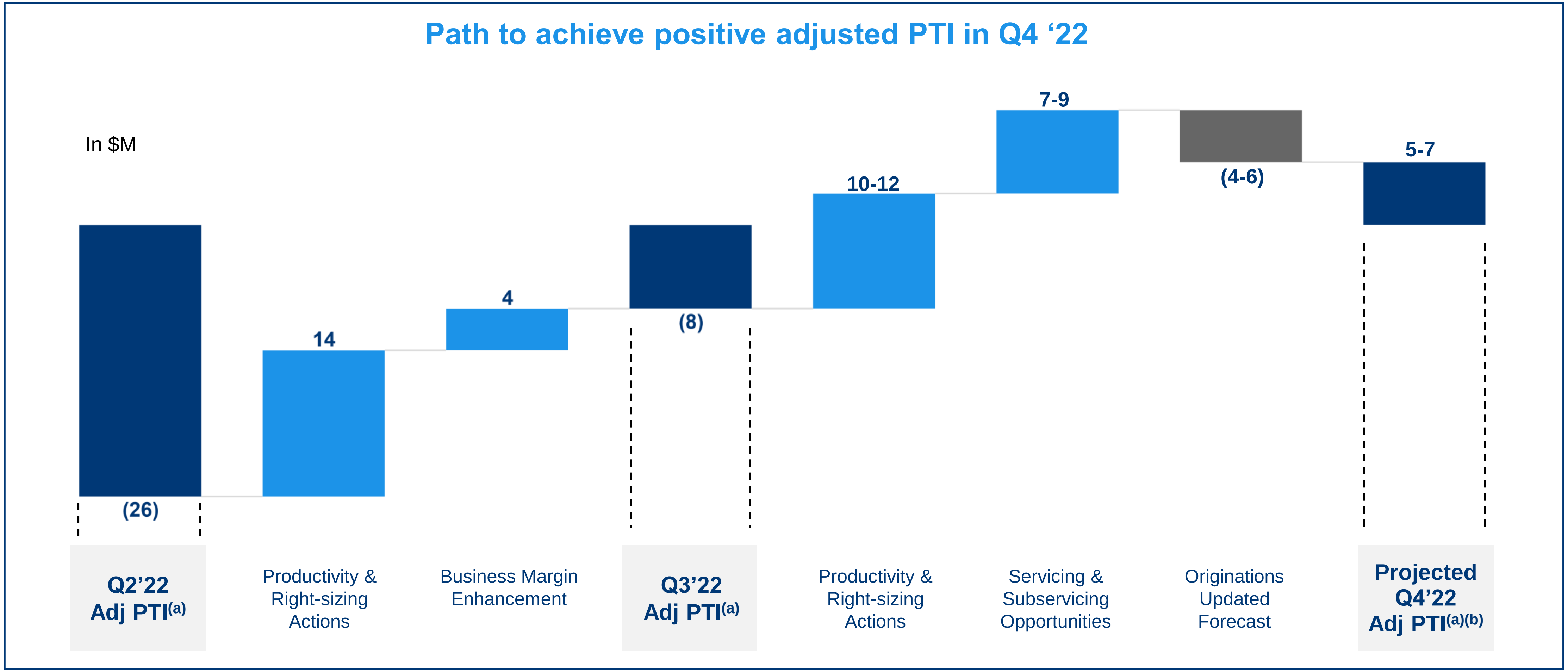
Strong growth in book value and earnings per share; we believe our recent share price is not reflective of the strength of our business





- Book value per share at end of Q3 up ~ $17 (+33%) from year-end 2021, +46% CAGR
- Earnings per share of $11.71 first 9 months of 2022 compared to $2 for full-year 2021
- OCN shares trading at 34% of book value per share as of 9/30/22
- Repurchasing our stock ($48M through Oct 31) remained a value-added investment with BVPS at $69 end of Q3 vs. $59 end of Q2
- Evaluating further debt or share repurchases vs. greater flexibility to take advantage of emerging high-yield investment opportunities

Clear and actionable roadmap driven by proven cost management capabilities and subservicing growth to deliver positive adjusted pre-tax income



Targeting positive adjusted pre-tax income in Q4. Adjusted pre-tax ROE expected to be below our target range due to continued deterioration in the originations market. We are taking actions necessary to achieve adjusted pre-tax ROE of 9%+ once the originations market stabilizes.[b]

Wrap-Up

1

Leveraging the core strengths of our balanced and diversified business model

Well positioned to navigate the current market environment and going forward; maintaining agility to address potential recession

2

Delivering focused, prudent growth adapted for the environment

Emphasizing subservicing to drive servicing portfolio UPB growth; expanding higher margin originations products and clients

3

Reducing enterprise-wide costs to achieve industry cost leadership

On track to exceed $70M cost reduction target by Q4’22; sustainable cost reductions to continue in 2023

4

Optimizing liquidity, diversifying funding sources and allocating capital to deliver value to shareholders

MAV upsize completed; expanding multi-investor partnership model beyond Oaktree to fund new MSR originations

Appendix

- Ocwen: Who We Are
- Roadmap Metrics
- Notes Regarding Non-GAAP Financial Measures
- Expense Notables
- Income Statement Notables
- GAAP ROE Calculation
- After-tax ROE Before Notable Items Calculation
- Fully Diluted Share and Equity Data
- MSR Valuation Assumptions
- End Notes

Ocwen is a mortgage originator and servicer focused on creating positive outcomes for clients, homeowners, investors and communities

Balanced and Diversified Business Model

Diversified originations sources to balance earnings and drive servicing portfolio growth

<u>Multi-Channel</u>
Correspondent, Co-issue, Flow, Wholesale, Bulk, Consumer Direct[(a)]

<u>Multi-Product</u>
Fannie, Freddie, Ginnie, Reverse, Private Investor, Small Balance Commercial

Four pillar servicing portfolio optimizes risks and returns leveraging proven special servicing capabilities

Owned Servicing and Subservicing, Performing and Special

Strong operational and cost performance versus Moody's and MBA benchmarks

Strategy

Prudent growth by expanding client base, products, services and addressable markets

Superior value proposition to clients, investors and consumers through best-in-class operating performance

Service experience that delivers on our commitments

Enhance competitiveness through scale and low cost

Foundation for Success

Deliver on Customer Expectations	Speed and Decisiveness	Engaged, High-Quality Talent	Strong Compliance Culture	Commitment to Technology

Competitive Advantages

- ✓ Balanced business model built for current market environment
- ✓ Industry leading servicing operations and cost performance
- ✓ Proprietary global operating platform
- ✓ Technology enabled, controlled and scalable platform
- ✓ Extensive experience in special servicing
- ✓ Only end-to-end reverse mortgage provider
- ✓ Deep community outreach and track record of helping distressed customers
- ✓ Strategic alliances with financial/capital partners

Roadmap Metrics

Objectives	Originations	Servicing	Corporate
Prudent Growth	1100+ Correspondent and Flow sellers → Qtrly MSR vol ~$6B at ~54 bps revenue margin[a]	Industry Refi vol dropping 80%+ in 2022 → ~11% total prepays $~125B Owned MSR UPB → Revenue[b] of ~30 bps $~165B Subserv UPB → Revenue[b] of ~12 bps	
Strengthen Consumer Direct	Maintain 30%+ refinance recapture rate → Increase lead conversion & add New Customer Acquisition		
Cost Leadership	Sales and operations productivity initiatives → Lower opex[c] to ~30 bps	Operations and claims productivity initiatives → Lower total servicing opex[d] to ~10-11 bps	Continuous cost improvement → Maintain opex[e] net of growth and investment
Expand Revenue Opportunities	Maintain mix[f] in higher margin products & segments → Consumer Direct, GNMA, Best Efforts, Non-Del, Non-Agency & Reverse	GNMA GoS and other revenue diversification → $1-2M Q4'22	

(a) Total originations revenue (GOS, origination fees and interest income)/(orig. vol.); ~90% of originations will be on-book, ~10% will go to MAV
(b) Includes all servicing revenues: servicing and subservicing fees and all ancillary revenues excluding GNMA gain on sale; subserv UPB includes RITM
(c) Total opex and overhead as a % of orig volume
(d) Total forward and reverse servicing opex and overhead as a % of UPB
(e) As a % of servicing UPB
(f) Maintain mix ~ 20%+ of orig volume
(g) Assumes we achieve our objectives and there are no adverse changes to market, industry, or business conditions or legal and regulatory matters

Targeting positive adjusted pre-tax income in Q4. Adjusted pre-tax ROE expected to be below our target range due to continued deterioration in the originations market. We are taking actions necessary to achieve adjusted pre-tax ROE of 9%+ once the originations market stabilizes.[g]

Note Regarding Non-GAAP Financial Measures

In the following slides, we present supplemental information (including reconciliations) relating to certain illustrative adjustments to GAAP expenses, and pre-tax income (loss). We believe these non-GAAP financial measures provide a useful supplement to discussions and analysis of our financial condition, because they are measures that management uses to assess the financial performance of our operations and allocate resources. In addition, management believes that these presentations may assist investors with understanding and evaluating our initiatives to drive improved financial performance. Management believes, specifically, that the removal of fair value changes of our net MSR exposure due to changes in market interest rates and assumptions provides a useful, supplemental financial measure as it enables an assessment of our ability to generate earnings regardless of market conditions and the trends in our underlying businesses by removing the impact of fair value changes due to market interest rates and assumptions, which can vary significantly between periods. However, these measures should not be analyzed in isolation or as a substitute to analysis of our GAAP expenses and pre-tax income (loss) nor a substitute for cash flows from operations. There are certain limitations to the analytical usefulness of the adjustments we make to GAAP expenses and pre-tax income (loss) and, accordingly, we use these adjustments only for purposes of supplemental analysis. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, Ocwen's reported results under accounting principles generally accepted in the United States. Other companies may use non-GAAP financial measures with the same or similar titles that are calculated differently to our non-GAAP financial measures. As a result, comparability may be limited. Readers are cautioned not to place undue reliance on analysis of the adjustments we make to GAAP expenses and pre-tax income (loss).

Beginning with the three months ended June 30, 2022, without changing the categories or measurement of items included in our Notables, we clarified the definition of certain Notables and combined or separately itemized certain line items in the tables that follow in order to be more descriptive regarding the types and measurement of our Notables, because management believed doing so would further supplement investors' means of evaluating our results. The presentation of past periods has been conformed to the current presentation.

On the slide titled "Expense Notables", we adjust GAAP operating expenses for the following factors: compensation and benefit expenses related to severance, retention and other actions associated with cost and productivity improvement efforts; significant legal and regulatory settlement expense items[a]; and certain other significant activities including, but not limited to, insurance related expense and settlement recoveries, compensation or incentive compensation expense or reversals attributable to stock price changes, and other expenses associated with significant transactions that are not attributable to or indicative of our ongoing operations, in order to offer additional visibility on underlying results and trends and provide investors with a supplemental means of evaluating our expenses, as evaluated by management.

On the slide titled "Income Statement Notables", we show certain adjustments to GAAP pre-tax income (loss) for the following factors: Expense Notables, as detailed above; changes in fair value of our MSRs due to changes in market interest rates, valuation inputs and other assumptions, net of MSR hedge positions; changes in fair value in our RITM and MAV Pledged MSR liability due to changes in market interest rates, valuation inputs and other assumptions; changes in fair value of our reverse portfolio, net of HMBS related borrowings due to changes in market interest rates, valuation inputs and other assumptions; and certain other non-routine transactions, consistent with the intent of providing investors with a supplemental means of evaluating our pre-tax income/(loss), as evaluated by management.

On the slide titled "GAAP ROE & Adjusted Pre-tax ROE", we present our calculation of return on equity (ROE) based on GAAP net income, as well as an ROE calculation based on adjusted pre-tax income (loss) as calculated in the preceding slides, with an additional adjustment for the income tax impact attributable to the notable items excluded from adjusted pre-tax income (loss).

(a) Including however not limited to CFPB and certain legacy litigation related legal expenses and state regulatory action related legal expenses

Expense Notables

In $M	Q3'21	Q2'22	Q3'22
I Operating Expenses (as reported)	**145**	**144**	**141**
Adjustments for Notables[(a)(e)]			
Significant legal and regulatory settlement expenses	(3)	6	(3)
Expense recoveries	(1)	0	(0)
Severance and retention[(b)]	-	(5)	(8)
LTIP stock price changes[(c)]	-	(0)	2
Facilities consolidation	-	-	(3)
Other[(d)]	(1)	0	1
II Expense Notables	**(5)**	1	**(11)**
III Adjusted Expenses [I + II]	**141**	**145**	**130**

(a) Certain previously presented notable categories with nil numbers for each quarter shown have been omitted; prior periods have been adjusted to conform with current period information
(b) Severance and retention due to organizational rightsizing or reorganization
(c) Long-term incentive program (LTIP) compensation expense changes attributable to stock price changes during the period
(d) Includes costs associated with strategic transactions including transaction costs related to the reverse subservicing acquisition from RMS (MAM), rebranding, and MAV upsize
(e) Starting with the three months ended June 30, 2022, we have separately presented Severance and retention and LTIP stock price changes as separate Notables to further isolate the estimated impact of these respective items. In prior periods, Severance and retention and LTIP stock price changes had been included in Other.

Income Statement Notables

In $M	Q3'21	Q2'22	Q3'22
I Reported Pre-Tax Income (Loss)	**10**	**9**	**33**
Adjustments for Notables[(a)(g)]			
Expense Notables (from prior slide)	5	(1)	11
MSR FV Change, net of MSR hedge[(b)(e)]	(58)	(98)	(154)
RITM/MAV MSR Liability FV Change[(c)(e)]	61	40	91
Reverse FV Change[(d)(e)]	18	25	10
Other[(f)]	0	(1)	1
II Total Income Statement Notables	**26**	**(36)**	**(41)**
III Adjusted Pre-tax Income (Loss) [I + II]	**37**	**(26)**	**(8)**

(a) Certain previously presented notable categories with nil numbers for each quarter shown have been omitted; prior periods have been adjusted to conform with current period information

(b) MSR FV changes that are due to changes in market interest rates, valuation inputs or other assumptions, net of overall unrealized gains / (losses) on MSR hedge, a component of MSR valuation adjustment, net. The adjustment does not include valuation gains on MSR purchases of $3.6M for Q3 2022, $2.6M for Q2 2022 and $2.8M for Q3 2021.

(c) FV changes of Pledged MSR liabilities associated with RITM (formerly NRZ) and MAV transferred MSR that are due to changes in market interest rates, valuation inputs or other assumptions, net of overall unrealized gains / (losses) on MSR hedge, a component of Pledged MSR liability expense

(d) FV changes of loans HFI and HMBS related borrowings due to market interest rates and assumptions, a component of Reverse mortgage revenue, net

(e) The changes in fair value due to market interest rates were measured by isolating the impact of market interest rate changes on the valuation model output as provided by our independent valuation expert

(f) Other contains non-routine transactions including but not limited to gain on debt repurchases and early asset retirement recorded in other income expense

(g) Starting with the three months ended June 30, 2022, we have presented MSR fair value changes due to changes in market interest rates, valuation inputs or other assumptions as one Notable item to align with the presentation of our income statement. In prior periods, we separately presented MSR fair value changes due to changes in market interest rates, valuation inputs or other assumptions for the Agency and Non-Agency MSRs.

GAAP ROE Calculation

Equity In $M	Q3'21	Q2'22	Q3'22
I Reported Net Income (Loss)	**22**	**10**	**37**
II Annualized Net Income (Loss) [I * 4]	**86**	**41**	**148**
Equity			
A Beginning Period Equity	447	534	544
B Ending Period Equity	470	544	546
III Average Equity [(A + B) / 2]	**458**	**539**	**545**
IV GAAP ROE [II / III]	**19%**	**8%**	**27%**

After-tax ROE Before Notable Items Calculation

In $M	Q3'21	Q2'22	Q3'22
I Reported Net Income (Loss)	**22**	**10**	**37**
II Notable Items	**(27)**	**36**	**41**
III Estimated Tax Impact of Notables	**(2)**	**(0)**	**(1)**
IV Annualized Net Income ex-Notables [(I – II + III) * 4]	**184**	**(101)**	**(19)**
Equity			
A Beginning Period Equity	447	534	544
C Ending Period Equity	470	544	546
D Equity Impact of Notable Adjustment	(0)	(36)	(42)
B Adjusted Ending Period Equity [**C + D**]	470	508	504
V Average Equity [(A + B) / 2]	**458**	**521**	**524**
VI After-Tax ROE Before Notable Items (IV / V)	**40%**	**(19%)**	**(4%)**

Fully Diluted Share and Equity Data[a]

Q3'22	Equity in $M	Shares
I. Equity and Outstanding Shares as of 9/30/22	**$546.1**	**7,934,594**
II. Awards & Options	$0.5	682,957
III. Diluted Equity and Shares [**I + II**]	**$546.6**	**8,617,551**
IV. Warrants[b]	$38.1	1,446,016
V. Fully Diluted Equity and Shares [**III + IV**]	**$584.7**	**10,063,567**

(a) Fully diluted share and equity data assumes cash exercise of all dilutive stock options and warrants and vesting of all equity-settled restricted stock units, assuming target performance where applicable

(b) Warrants assume an all cash exercise

MSR Valuation Assumptions – Owned MSRs

(in $ millions)	FN/ FH	FHA/ VA	Non-Agency	Total Retained
At 9/30/2022				
UPB	95,880	12,284	15,276	123,440
Loan Count (000s)	380	85	97	561
Fair Value	1,424	191	128	1,743
Fair Value (% of UPB)	1.49%	1.56%	0.84%	1.41%
Collateral Metrics:				
Weighted Average Note Rate	3.370	4.118	4.139	3.540
Weighted Average Svc Fee	0.255	0.371	0.329	0.276
Weighted Average Rem Term	305	285	176	287
% D30 (MBA)	0.8%	5.5%	5.5%	2.3%
% D60 (MBA)	0.2%	1.8%	1.7%	0.7%
% D90+ (MBA)	0.6%	4.0%	6.3%	2.1%
% D30-60-90+	1.6%	11.3%	13.6%	5.1%
Fair Value Assumptions(a):				
Lifetime CPR(b)	6.4	6.4	9.6	6.8
Cost to Service - Lifetime Total (c)	$70	$110	$155	$84
Cost to Service - Lifetime Perf. (c,d)	*$65*	*$75*	*$120*	*$76*
Cost to Service - Lifetime NPL (c,d)	*$595*	*$663*	*$843*	*$740*
Ancillary Income(c)	$41	$44	$63	$44
Discount Rate	9.0	10.5	10.4	9.3

(a) 3rd party broker assumptions
(b) Total voluntary payoffs and involuntary defaults; does not include scheduled payments
(c) Annual $ per loan; Ancillary includes REO fee income on Non-Agency MSRs
(d) Performing represents Current and D30; NPL represents D60+

End Notes

SLIDE 3
a) See slide 23 for calculation
b) Adjusted pre-tax income (loss); see slides 20-24 for discussion of non-GAAP measures
c) Prospects where we've had an active dialogue as of 9/30/22

SLIDE 4
a) Source: Fannie Mae Housing Forecast December 2021 and October 2022

SLIDE 5
a) As of 9/30/22
b) Prospects where we've had an active dialogue as of 9/30/22
c) Adjusted annualized expenses for the combined companies from Q2'18 to Q4'20

SLIDE 6
a) Prospects where we've had an active dialogue as of 9/30/22
b) Rithm Capital Corp. (RITM), formerly known as New Residential Investment Corp. (NRZ)

SLIDE 9
a) See slide 23 for calculation
b) MSR FV changes that are due to changes in market interest rates, valuation inputs or other assumptions, net of overall unrealized gains / (losses) on MSR hedge, a component of MSR valuation adjustment, net; the adjustment does not include valuation gains on MSR purchases of $3.6M for Q3 2022, $2.6M for Q2 2022 and $2.8M for Q3 2021; see slides 20-24 for discussion of non-GAAP measures.
c) See slides 20-24 for discussion of non-GAAP measures
d) See slide 24 for calculation
e) Fully diluted share and equity data assumes cash exercise of all dilutive stock options and warrants and vesting of all equity-settled restricted stock units, assuming target performance where applicable; see slide 25 for data

SLIDE 10
a) See slides 20-24 for discussion of non-GAAP measures
b) Float income on PITI custodial accounts
c) Total actual forward servicing operating expenses, including corporate overhead and claims losses, divided by average UPB

SLIDE 11
a) See slides 20-24 for discussion of non-GAAP measures
b) Total revenue for the origination channel divided by UPB for the origination channel
c) Operating and direct overhead cost as a % of UPB for Consumer Direct and Correspondent channels

SLIDE 12
a) See slides 20-24 for discussion of non-GAAP measures
b) Originations revenue margin is total revenue for all reverse origination channels divided by UPB for all reverse origination channels; servicing revenue margin is total reverse servicing revenue divided by average UPB for the time period

SLIDE 13
a) Servicing UPB at quarter end

SLIDE 15
a) See slides 20-24 for discussion of non-GAAP measures
b) Assumes we achieve our objectives, interest rates are consistent with September month-end levels, and there are no adverse changes to market, industry, or business conditions or legal and regulatory matters. In the past, results have differed materially from our expectations, and this may happen again

SLIDE 18
a) Consumer Direct channel is higher margin lending without use of a third-party originator (formerly Ocwen's Recapture channel)

SLIDE 19
a) Total originations revenue (GOS, origination fees and interest income)/(orig. vol.); ~90% of originations will be on-book, ~10% will go to MAV
b) Includes all servicing revenues: servicing and subservicing fees and all ancillary revenues excluding GNMA gain on sale; subserv UPB includes RITM (formerly NRZ)
c) Total opex and overhead as a % of orig volume
d) Total forward and reverse servicing opex and overhead as a % of UPB
e) As a % of servicing UPB
f) Maintain mix ~ 20%+ of orig volume

SLIDE 19 (cont.)
g) Assumes we achieve our objectives and there are no adverse changes to market, industry, or business conditions or legal and regulatory matters

SLIDE 20
a) Including however not limited to CFPB and certain legacy litigation related legal expenses and state regulatory action related legal expenses

SLIDE 21
a) Certain previously presented notable categories with nil numbers for each quarter shown have been omitted; prior periods have been adjusted to conform with current period information
b) Severance and retention due to organizational rightsizing or reorganization
c) Long-term incentive program (LTIP) compensation expense changes attributable to stock price changes during the period
d) Includes costs associated with strategic transactions including transaction costs related to the reverse subservicing acquisition from RMS (MAM), rebranding, and MAV upsize
e) Starting with the three months ended June 30, 2022, we have separately presented Severance and retention and LTIP stock price changes as separate Notables to further isolate the estimated impact of these respective items. In prior periods, Severance and retention and LTIP stock price changes had been included in Other.

SLIDE 22
a) Certain previously presented notable categories with nil numbers for each quarter shown have been omitted; prior periods have been adjusted to conform with current period information
b) MSR FV changes that are due to changes in market interest rates, valuation inputs or other assumptions, net of overall unrealized gains / (losses) on MSR hedge, a component of MSR valuation adjustment, net. The adjustment does not include valuation gains on MSR purchases of $3.6M for Q3 2022, $2.6M for Q2 2022 and $2.8M for Q3 2021.

End Notes

OCWEN

SLIDE 22 (cont.)

c) FV changes of Pledged MSR liabilities associated with RITM (formerly NRZ) and MAV transferred MSR that are due to changes in market interest rates, valuation inputs or other assumptions, net of overall unrealized gains / (losses) on MSR hedge, a component of Pledged MSR liability expense
d) FV changes of loans HFI and HMBS related borrowings due to market interest rates and assumptions, a component of Reverse mortgage revenue, net
e) The changes in fair value due to market interest rates were measured by isolating the impact of market interest rate changes on the valuation model output as provided by our independent valuation expert
f) Other contains non-routine transactions including but not limited to gain on debt repurchases and early asset retirement recorded in other income expense
g) Starting with the three months ended June 30, 2022, we have presented MSR fair value changes due to changes in market interest rates, valuation inputs or other assumptions as one Notable item to align with the presentation of our income statement. In prior periods, we separately presented MSR fair value changes due to changes in market interest rates, valuation inputs or other assumptions for the Agency and Non-Agency MSRs.

SLIDE 25

a) Fully diluted share and equity data assumes cash exercise of all dilutive stock options and warrants and vesting of all equity-settled restricted stock units, assuming target performance where applicable
b) Warrants assume an all cash exercise

SLIDE 26

a) 3rd party broker assumptions
b) Total voluntary payoffs and involuntary defaults; does not include scheduled payments
c) Annual $ per loan; Ancillary includes REO fee income on Non-Agency MSRs
d) Performing represents Current and D30; NPL represents D60+