Form **8937**(December 2017) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Pa	rt I Reporti	ng Issuer					
1 1	Issuer's name			2 Issuer's employer identification number (EIN)			
	ORE CAPITAL GR		4 Tolophon	e No. of contact	48-1090909 5 Email address of contact		
3	3 Name of contact for additional information 4 Telephone No. of contact			5 Littali addiess of contact			
MICHAEL R. HURLEY (858) 309-6942			michael.hurley@mcmcg.com				
		(or P.O. box if mail is not	delivered to	street address) of contact	7 City, town, or post office, state, and ZIP code of contact		
350 (CAMINO DE LA RE	EINA, SUITE 100			SAN DIEGO, CA 92108		
8	8 Date of action 9 Classification and description						
	EMBER 3, 2021 CUSIP number	11 Serial number		12 Ticker symbol	13 Account number(s)		
10 (OOGIF Humber	TT Genariumber	(3)	12 Hokor Symbol	7 GOOGLE NAME OF CO.		
5	SEE ATTACHMENT	N/A		N/A	N/A		
	t II Organiz	ational Action Atta		statements if needed. See ba	ck of form for additional questions.		
14	_		applicable, the	date of the action or the date aga	ainst which shareholders' ownership is measured for		
	the action ► SEE	E ATTACHMENT					
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1							
15					the hands of a U.S. taxpayer as an adjustment per		
	snare or as a perc	entage of old basis ► S	EE ATTACHN	/IENI			
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46	Describe the color	ulation of the change in l	again and the	data that supports the calculation	such as the market values of securities and the		
10	Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► SEE ATTACHMENT						
	Valuation dates p	SEE ATTACHMENT					

Pan	ш_	Organizational Action (continued)			
17	List the	applicable Internal Revenue Code section(s) and subsection(s) upon which th	e tax treatment is based ►	SEE ATTACHMENT
					
			_		
18	Can any	resulting loss be recognized?► <u>SEE AT</u>	TACHMENT		
19	Provide	any other information necessary to implen	ent the adjustment, such as the re	portable tax year ► <u>SEE A</u>	TTACHMENT
_					
_					
	Unde	r penalties of perjury, I declare that I have exam	ined this return, including accompanyir	ng schedules and statements,	and to the best of my knowledge and
	belief	, it is true, correct, and complete. Declaration of	preparer (other than officer) is based on	all information of which prepar	er has any knowledge.
Sign		A addition	1	, 1	0 /
Here	. 1	ature ▶		Date ▶ ///	3/22
		your name Jona Man	Clark	Title▶ EV	P+CFO
Paid		Print/Type preparer's name	Preparer's signature	Date	Check if PTIN
	ı barer	Thomas Stevens	1/1/	1/13/2022	self-employed P00542073
	Only	Firm's name			Firm's EIN ▶
	Cilly	Firm's address ▶			Phone no.
Sond	Earm 90	37 (including accompanying statements) t	o: Department of the Treasury Inte	rnal Revenue Service, Odd	en LIT 84201-0054

Encore Capital Group, Inc. FEIN: 48-1090909

Attachment to Form 8937

Report of Organizational Actions Affecting Basis of Securities

Disclaimer: The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any noteholder's specific circumstances. Noteholders are urged to consult their own tax advisors regarding U.S. tax consequences of the transaction described herein and the impact to tax basis resulting from the transaction.

Encore Capital Group, Inc. FEIN: 48-1090909

Attachment to Form 8937

Report of Organizational Actions Affecting Basis of Securities

Form 8937, Part I, Lines 9 and 10

Description of Securities	CUSIP Numbers
3.25% Convertible Senior Notes due 2022 (the "2022 Notes")	CUSIP: 292554 AK8
3.25% Convertible Senior Notes due 2025 (the "2025 Notes")	CUSIP: 292554 AM4

Form 8937, Part II, Line 14

Encore Capital Group, Inc. (the "Company") has two series of outstanding convertible notes: the 2022 Notes and the 2025 Notes (collectively, the "Notes"). Pursuant to the indentures for the Notes, the conversion rate is adjusted upon the Company making a tender offer for shares of its common stock.

On December 9, 2021, the Company settled a tender offer (the "**Tender Offer**") pursuant to which the Company purchased an aggregate of 4,471,995 shares of its common stock for an aggregate cash purchase price of \$268,319,700. As a result of the Tender Offer, the conversion rate under the Notes was adjusted as follows:

Security	Adjustment per \$1,000	Conversion Rate Before	Conversion Rate After
2022 Notes	0.1150 shares	21.9467 shares	22.0617 shares
2025 Notes	0.1310 shares	25.0000 shares	25.1310 shares

The conversion rate adjustments (the "Conversion Rate Adjustments") were effective immediately after 5 pm (New York City time) on December 3, 2021.

Form 8937, Part II, Line 15

For U.S. federal income tax purposes, the Company expects the Conversion Rate Adjustments to be treated as taxable dividends under sections 305(c) and 301(b). As a result, a holder's tax basis in a Note should be

increased under section 301(d) by the amount of the dividend (see Line 16 for additional information). The date of the Conversion Rate Adjustment is December 3, 2021, and the tax basis increase per \$1,000 principal amount is as follows:

Security	Increase to Tax Basis	
2022 Notes	\$6.67	
2025 Notes	\$7.60	

Form 8937, Part II, Line 16

One reasonable method to determine the fair market value of a deemed distribution is to multiply the conversion rate adjustments by the share prices that were used in the calculation of those conversion rate adjustments. The conversion rate under the Notes was adjusted using a formula provided in the respective indentures. The formula used an average of the last reported sales price of the Company's common stock over ten consecutive trading days commencing on, and including, the trading day immediately following the expiration date of the Tender Offer. The average stock price used to calculate the Conversion Rate Adjustments was \$58.023. The product of this average stock price and the Conversion Rate Adjustments is as follows:

Security	Conversion Rate Adjustment per \$1,000	10-Day Average Stock Price	Amount of the Deemed Dividend
2022 Notes	0.1150 shares	\$58.023 per share	\$6.67
2025 Notes	0.1310 shares	\$58.023 per share	\$7.60

Form 8937, Part II, Line 17

Sections 301(a), (b), (c)(1), (d); 305(b), (c).

Form 8937, Part II, Line 18

Not applicable. The Conversion Rate Adjustments do not result in a loss.

Form 8937, Part II, Line 19

The basis adjustment is taken into account in the tax year of the holder during which the Conversion Rate Adjustments occurred (e.g., 2021 for calendar year taxpayers).