Americas DC Meeting Statement – July 13, 2026

Nationstar Mortgage Holdings Inc. Successor Determination

DC Issue Number 20205101001

The Americas DC met on June 29, 2026, to Resolve the Successor to Nationstar Mortgage Holdings Inc. (**Nationstar**) under the 2014 ISDA Credit Derivatives Definitions published by the International Swaps and Derivatives Association, Inc. (**ISDA**) (the **2014 Definitions**).

Each capitalized term used but not defined in this Statement shall have the meaning given to it in (a) the 2014 Definitions or (b) the Credit Derivatives Determinations Committees Rules (as amended as of the date hereof) (the **DC Rules**), as applicable.

The Americas DC is providing the following statement in connection with its Successor Determination for Nationstar.

1. SUMMARY OF FACTS

On March 31, 2025, Rocket Companies, Inc. (**Rocket, Inc.**) entered into an Agreement and Plan of Merger (the **Merger Agreement**) with Mr. Cooper Group, Inc. (**Mr. Cooper**), the parent company of Nationstar, pursuant to which Rocket, Inc. agreed to acquire Mr. Cooper. Section 7.12 of the Merger Agreement provided for Rocket, Inc. to conduct one or more tender offers, exchange offers, and/or conditional redemptions with respect to all or any portion of the outstanding aggregate principal amount of Nationstar's senior unsecured notes, in each case conditioned upon the closing of the merger. In a press release dated September 22, 2025, Rocket, Inc. also announced a post-closing internal reorganization pursuant to which Nationstar would contribute all its assets and liabilities to Rocket Mortgage, LLC. In addition, Rocket Mortgage, LLC would assume Nationstar's remaining obligations as issuer under the indentures governing the 6.500% Senior Notes due 2029, the 5.125% Senior Notes due 2030, the 5.750% Senior Notes due 2031, and the 7.125% Senior Notes due 2032 (being any obligations remaining under those indentures following settlement of the Exchange Offers and Cash Tender Offers) (together, the **Assumed Notes**). The merger was effective on October 1, 2025 (the **Merger**).[1]

Based on Eligible Information, including discussions with legal counsel for Nationstar and Rocket, Inc., the Americas DC identified seven series of senior unsecured notes as the Relevant Obligations of Nationstar outstanding immediately prior to the Succession Date, with an aggregate principal amount of $4,950,000,000 (the **Nationstar Notes**).[2]

The Nationstar Notes are set out in the table below.

[1] Section 7.12 of the Merger Agreement dated as of March 31, 2025 (available here); Rocket, Inc. Press Release dated August 4, 2025 (available here); see Rocket, Inc. Press Release dated August 15, 2025 (available here); Rocket, Inc. Press Release dated September 22, 2025 (announcing the internal reorganization and assumption by Rocket Mortgage, LLC) (available here); Rocket, Inc. Press Release dated September 30, 2025 (available here).
[2] *See* Mr. Cooper's form 10-Q for the quarterly period ended June 30, 2025, p. 17; Note 9 (available here).

Series	Description	Aggregate Principal Amount Outstanding
7.125% Senior Notes due 2032	Subject to Exchange Offers	$1,000,000,000
6.500% Senior Notes due 2029	Subject to Exchange Offers	$750,000,000
5.750% Senior Notes due 2031	Subject to Cash Tender Offers	$600,000,000
5.125% Senior Notes due 2030	Subject to Cash Tender Offers	$650,000,000
5.000% Senior Notes due 2026	Subject to Conditional Redemptions	$500,000,000
6.000% Senior Notes due 2027	Subject to Conditional Redemptions	$600,000,000
5.500% Senior Notes due 2028	Subject to Conditional Redemptions	$850,000,000
Total		$4,950,000,000

In connection with and immediately following the closing of the Merger, four separate transactions were undertaken with respect to the Nationstar Notes:

Exchange Offers. On October 1, 2025, Rocket, Inc. completed exchange offers in respect of Nationstar's 6.500% Senior Notes due 2029 and 7.125% Senior Notes due 2032[3], pursuant to which approximately $1,693,401,000 in aggregate principal amount of those notes were exchanged for new notes issued by Rocket, Inc.[4] (representing approximately 98.41% and 95.53% of the respective series). The un-tendered remainder of approximately $56,599,000 was assumed by Rocket Mortgage, LLC on October 2, 2025, as described under "Assumption," below.[5]

Cash Tender Offers. On October 1, 2025, Rocket, Inc. completed cash tender offers in respect of Nationstar's 5.125% Senior Notes due 2030 and 5.750% Senior Notes due 2031[6], pursuant to which approximately $1,110,100,000 in aggregate principal amount of those notes were purchased for cash and cancelled. The un-tendered remainder of approximately $139,900,000 was assumed by Rocket Mortgage, LLC on October 2, 2025, as described under "Assumption," below.[7]

Conditional Redemptions. Nationstar's 5.000% Senior Notes due 2026, 6.000% Senior Notes due 2027, and 5.500% Senior Notes due 2028 (aggregate principal amount $1,950,000,000) were redeemed in full on October 1, 2025, conditioned upon the closing of the Merger.[8]

Assumption. On October 2, 2025, pursuant to the post-closing internal reorganization announced in the September 22, 2025 press release, Rocket Mortgage, LLC assumed Nationstar's remaining obligations as issuer[9] under the indentures governing the Assumed Notes, comprising the un-tendered remainder of

[3] *See* Rocket, Inc.'s Current Report on Form 8-K filed August 4, 2025 (available here).
[4] *See* Rocket, Inc.'s Form 10-Q for the quarterly period ended September 30, 2025 (**Q3 10-Q**), p. 16 (available here); *see* Rocket, Inc.'s Annual Report for 2025 on Form 10-K (**Rocket 2025 10-K**), p. 107 (available here).
[5] *See* Q3 10-Q, p. 16 (available here); Rocket 2025 10-K, p. 107 (available here).
[6] *See* Rocket, Inc.'s Current Report on Form 8-K filed August 4, 2025 (available here).
[7] *See* Q3 10-Q, p. 16 (available here); Rocket 2025 10-K, p. 107 (available here).
[8] *See* Rocket, Inc.'s Current Report on Form 8-K filed August 4, 2025 (available here); Rocket, Inc. Q3 10-Q, p. 16 (available here).
[9] Rocket, Inc. Press Release dated September 22, 2025, filed as Exhibit 99.1 to Current Report on Form 8-K, SEC EDGAR (available here).

approximately $56,599,000 of Exchange Offer notes and approximately $139,900,000 of Cash Tender Offer notes (approximately $196,499,000 in aggregate). October 2, 2025 was accordingly the last date on which Relevant Obligations of Nationstar remained outstanding with Nationstar as the prior Reference Entity.

2. ANALYSIS UNDER THE 2014 DEFINITIONS

Steps Plan. The Americas DC determined that the Merger Agreement and the transactions described above constituted a Steps Plan within the meaning of Section 2.2(f)(ii) of the 2014 Definitions. A Steps Plan exists where there is a plan, evidenced by Eligible Information, contemplating that there will be a series of successions to some or all the Relevant Obligations of the Reference Entity by one or more entities.[10]

The Merger Agreement constituted a Steps Plan because it sets out a single integrated framework, at Section 7.12, for Rocket, Inc. to address the entirety of the outstanding Nationstar Notes through a coordinated series of Exchange Offers, Cash Tender Offers, and/or Conditional Redemptions, each conditioned on the closing of the Merger. The Merger Agreement was filed as Exhibit 2.1 to a Current Report on Form 8-K filed with the SEC by Rocket, Inc. on March 31, 2025, and therefore constitutes Eligible Information. Rocket, Inc.'s September 22, 2025 press release constitutes additional Eligible Information evidencing the Steps Plan and was issued prior to the Merger closing, expressly announcing that Rocket Mortgage, LLC would assume Nationstar's remaining obligations under the Assumed Notes as part of the post-closing reorganization. Together, these documents contemplated a series of successions to Nationstar's Relevant Obligations by one or more entities, as borne out by the Exchange Offers, Cash Tender Offer settlements, Conditional Redemptions, and the assumption by Rocket Mortgage, LLC on October 2, 2025 — collectively addressing the entirety of Nationstar's $4,950,000,000 of Relevant Obligations.

Successor Analysis. Under Section 2.2(f)(ii) of the 2014 Definitions, where a Steps Plan is found, related successions in respect of such Steps Plan are aggregated and treated as forming part of a single succession, to the extent necessary such that any further related successions would not affect the determination pursuant to Section 2.2(a). The denominator is fixed at the Relevant Obligations outstanding immediately prior to the legally effective date of the first succession ($4,950,000,000), with the Americas DC required to make appropriate adjustments to take account of any obligations redeemed, repurchased, or cancelled from and including the date of the first succession to and including the Succession Date. Accordingly, the $1,950,000,000 of Conditional Redemptions and the $1,110,100,000 of Cash Tender Offer redemptions are deducted from the denominator as adjustments, producing an adjusted outstanding principal balance of Relevant Obligations of $1,889,900,000.[11]

Against that adjusted denominator:

Rocket, Inc. succeeded to approximately $1,693,401,000 through the Exchange Offers, representing approximately 89.60% of the adjusted outstanding principal balance of Relevant Obligations.

Rocket Mortgage, LLC assumed approximately $196,499,000 of Assumed Notes on October 2, 2025, representing approximately 10.40% of the adjusted outstanding principal balance of Relevant Obligations.

Rocket, Inc. accordingly succeeded to more than 75% of the adjusted outstanding principal balance of Relevant Obligations. The applicable limb of Section 2.2(a) is therefore Section 2.2(a)(i), pursuant to which

[10] Section 2.2(i) of the 2014 Definitions.
[11] Section 2.2(f)(ii) of the 2014 Definitions; Section 2.2(j) of the 2014 Definitions.

an entity that succeeds to more than 75% of the Relevant Obligations of the Reference Entity is the sole Successor.[12]

3. RESOLUTION

The Americas DC Resolved that:

(a) there is a Steps Plan within the meaning of Section 2.2(f)(ii) of the 2014 Definitions with respect to the succession to the Relevant Obligations of Nationstar;

(b) Rocket, Inc. is the sole Successor to Nationstar under Section 2.2(a)(i) of the 2014 Definitions with respect to each Credit Derivative Transaction that specifies Nationstar Mortgage Holdings Inc. as the Reference Entity and that was entered into prior to, and remained outstanding on, October 2, 2025; and

(c) the Succession Date is October 2, 2025, being the earlier of (i) the legally effective date of the final succession in the Steps Plan, and (ii) the date on which a determination pursuant to Section 2.2(a) would not be affected by any further related successions in respect of the Steps Plan, each of which occurred on October 2, 2025.

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[12] Section 2.2(f)(ii) of the 2014 Definitions; Section 2.2(b) of the 2014 Definitions.