



## Priority Technology Holdings, Inc. Reports Second Quarter Financial Results

August 6, 2026

*Second Quarter Performance Driven by Strength of Unified Commerce Platform*

ALPHARETTA, Ga.--(BUSINESS WIRE)--Aug. 6, 2026-- Priority Technology Holdings, Inc. (NASDAQ: PRTH) ("Priority Commerce" or the "Company"), delivers payments and banking solutions that power connected commerce. Through a unified platform of payables, merchant services, and banking and treasury, Priority Commerce helps businesses manage money more effectively and unlock growth. The Priority Commerce Engine accelerates cash flow, improves working capital, reduces costs, and creates new revenue opportunities and today has announced its second quarter 2026 financial results including strong year-over-year revenue growth.

### **Highlights of Consolidated Results and Additional Information<sup>1</sup>**

#### ***Second Quarter 2026 Financial Highlights compared with Second Quarter 2025***

- Revenue of \$262.3 million increased 9.4% from \$239.8 million, including organic growth of 7.2%
- Gross profit of \$94.4 million increased 7.9% from \$87.5 million
- Adjusted gross profit (a non-GAAP measure<sup>2</sup>) of \$99.9 million increased 8.1% from \$92.4 million
- Gross profit margin of 36.0% decreased by nearly 50 basis points from 36.5%
- Adjusted gross profit margin (a non-GAAP measure<sup>2</sup>) of 38.1% decreased by nearly 40 basis points from 38.5%
- Operating income of \$33.0 million decreased 11.8% from \$37.4 million
- Net Income of \$9.9 million decreased 9.3% from \$10.9 million
- Adjusted EBITDA (a non-GAAP measure<sup>2</sup>) of \$59.4 million increased 6.0% from \$56.0 million
- Diluted EPS of \$0.12 decreased by \$0.02, or by 14.3%, from \$0.14
- Adjusted Diluted EPS (a non-GAAP measure<sup>2</sup>) of \$0.29 increased by \$0.03, or 11.5%, from \$0.26

<sup>(1)</sup> Certain amounts/percentages may not compute accurately due to rounding.

<sup>(2)</sup> See "Non-GAAP Financial Measures" and the reconciliations of Adjusted Gross Profit (non-GAAP), Adjusted Gross Profit Margin (non-GAAP), Adjusted EBITDA (non-GAAP), and Adjusted EPS- diluted (non-GAAP) to their most comparable GAAP measures provided within this document for additional information.

"Strong second quarter results reflect the continued success of Priority's Connected Commerce engine, with over 9% revenue growth and 8% adjusted gross profit growth," said Tom Priore, Chairman & CEO of Priority. "The growing base of partners leveraging our platform for payments and treasury solutions to improve visibility into their financial environment with total command of their cashflow reinforces our belief in our vision for the future of commerce and confidence to affirm our full year 2026 financial guidance."

### **Full Year 2026 Financial Guidance**

Priority Commerce's outlook remains strong and we affirm our full year 2026 guidance:

- Revenue forecast to range between \$1.01 billion to \$1.04 billion, a growth rate of 6% to 9% compared to fiscal 2025 results
- Adjusted gross profit (a non-GAAP measure) forecast to range between \$405 million and \$425 million
- Adjusted EBITDA (a non-GAAP measure) forecast to range between \$230 million to \$245 million

### **Conference Call**

The Company will host a conference call on Thursday, August 6, 2026 at 10:00 a.m. EDT to discuss its second quarter financial results. Participants can access the call by phone in the U.S. or Canada at (833) 636-1319 or internationally at (412) 902-4286.

The Internet webcast link and accompanying slide presentation can be accessed at [https://viaid.webcasts.com/starthere.jsp?ei=1770268&tp\\_key=a6ff1aab23](https://viaid.webcasts.com/starthere.jsp?ei=1770268&tp_key=a6ff1aab23) and will also be posted in the "Investor Relations" section of the Company's website at <https://ir.prioritycommerce.com/>.

An audio replay of the call will be available shortly after the conference call until August 20, 2026, at 11:59 p.m. EDT. To listen to the audio replay, dial (844) 512-2921 or (412) 317-6671 and enter conference ID number **10210738**. Alternatively, you may access the webcast replay in the "Investor Relations" section of the Company's website at <https://ir.prioritycommerce.com>.

## Non-GAAP Financial Measures

This communication includes certain non-GAAP financial measures that we regularly review to evaluate our business and trends, measure our performance, prepare financial projections, allocate resources, and make strategic decisions. We believe these non-GAAP measures help to illustrate the underlying financial and business trends relating to our results of operations and comparability between current and prior periods. We also use these non-GAAP measures to establish and monitor operational goals. However, these non-GAAP measures are not superior to or a substitute for prominent measurements calculated in accordance with GAAP. Rather, the non-GAAP measures are meant to be a complement to understanding measures prepared in accordance with GAAP.

### Adjusted Gross Profit and Adjusted Gross Profit Margin

The Company's adjusted gross profit metric represents revenues less cost of revenue (excluding depreciation and amortization). Adjusted gross profit margin is adjusted gross profit divided by revenues. We review these non-GAAP measures to evaluate our underlying profit trends. The reconciliation of adjusted gross profit to its most comparable GAAP measure is provided below:

| (in thousands)                                             | Three Months Ended June 30, |            | Six Months Ended June 30, |            |
|------------------------------------------------------------|-----------------------------|------------|---------------------------|------------|
|                                                            | 2026                        | 2025       | 2026                      | 2025       |
| Revenues                                                   | \$ 262,256                  | \$ 239,812 | \$ 511,814                | \$ 464,442 |
| Cost of revenue (excluding depreciation and amortization)  | (162,358)                   | (147,399)  | (313,145)                 | (284,752)  |
| Adjusted gross profit                                      | \$ 99,898                   | \$ 92,413  | \$ 198,669                | \$ 179,690 |
| Adjusted gross profit margin                               | 38.1%                       | 38.5%      | 38.8%                     | 38.7%      |
| Depreciation and amortization of revenue generating assets | (5,469)                     | (4,911)    | (10,743)                  | (9,597)    |
| Gross profit                                               | \$ 94,429                   | \$ 87,502  | \$ 187,926                | \$ 170,093 |
| Gross profit margin                                        | 36.0%                       | 36.5%      | 36.7%                     | 36.6%      |

### EBITDA and Adjusted EBITDA

EBITDA and adjusted EBITDA are performance measures. EBITDA is earnings before interest, income tax, depreciation, and amortization expenses ("EBITDA"). Adjusted EBITDA begins with EBITDA but further excludes certain non-cash costs, such as stock-based compensation and the write-off of the carrying value of investments or other assets, as well as debt extinguishment and modification expenses and other expenses and income items considered non-recurring, such as acquisition integration expenses, certain professional fees, and litigation settlements. We review the non-GAAP adjusted EBITDA measure to evaluate our business and trends, measure our performance, prepare financial projections, allocate resources, and make strategic decisions.

The reconciliation of adjusted EBITDA to its most comparable GAAP measure is provided below:

| (in thousands)                                      | Three Months Ended June 30, |           | Six Months Ended June 30, |            |
|-----------------------------------------------------|-----------------------------|-----------|---------------------------|------------|
|                                                     | 2026                        | 2025      | 2026                      | 2025       |
| Net income                                          | \$ 9,863                    | \$ 10,879 | \$ 19,623                 | \$ 19,147  |
| Interest expense                                    | 21,051                      | 23,054    | 42,067                    | 46,230     |
| Income tax expense                                  | 3,774                       | 4,423     | 7,420                     | 6,673      |
| Depreciation and amortization                       | 20,893                      | 14,093    | 38,508                    | 27,870     |
| EBITDA                                              | 55,581                      | 52,449    | 107,618                   | 99,920     |
| Debt modification and extinguishment expenses       | —                           | —         | —                         | 38         |
| Selling, general and administrative (non-recurring) | 1,531                       | 395       | 5,500                     | 2,594      |
| Non-cash stock-based compensation                   | 2,283                       | 3,206     | 4,371                     | 4,792      |
| Adjusted EBITDA                                     | \$ 59,395                   | \$ 56,050 | \$ 117,489                | \$ 107,344 |

Further detail of certain of these adjustments, and where these items are recorded in our consolidated statements of operations, is provided below:

| (in thousands)                                                       | Three Months Ended June 30, |      | Six Months Ended June 30, |       |
|----------------------------------------------------------------------|-----------------------------|------|---------------------------|-------|
|                                                                      | 2026                        | 2025 | 2026                      | 2025  |
| <b>Selling, general and administrative expenses (non-recurring):</b> |                             |      |                           |       |
| Legal fees <sup>(1)</sup>                                            | 1,385                       | 314  | 3,210                     | 1,610 |
| Professional, accounting and consulting fees <sup>(2)</sup>          | 42                          | 64   | 2,105                     | 1,108 |

|                                    |                 |               |                 |                 |
|------------------------------------|-----------------|---------------|-----------------|-----------------|
| Other expenses, net <sup>(3)</sup> | 104             | 17            | 185             | 36              |
| Litigation settlement              | —               | —             | —               | (160)           |
|                                    | <u>\$ 1,531</u> | <u>\$ 395</u> | <u>\$ 5,500</u> | <u>\$ 2,594</u> |

(1) These legal expenses primarily relate to litigation matters, mergers and acquisitions, and other transactions (e.g., the on-going special committee process), all of which are non-recurring in nature.

(2) These professional, accounting, and consulting fees are associated with non-recurring projects, including professional fees and incremental audit fees incurred for valuation and audit work related to the on-going special committee process, acquisitions, disposals, and automation initiatives.

(3) These other expenses primarily include non-recurring director and management fees related to the on-going special committee process as well as non-recurring fees for web and security hosting, and software licenses.

### **Adjusted Earnings Per Share (Adjusted EPS)**

Adjusted EPS is a performance measure. Adjusted EPS is calculated by dividing adjusted net income attributable to common shareholders by weighted average number shares outstanding for the respective periods.

Adjusted net income attributable to common shareholders begins with net income attributable to common shareholders adjusted to exclude various items listed below. We believe adjusted EPS is a measure that is useful to investors and management in understanding our ongoing profitability and in analysis of ongoing profitability trends.

| <i>(in thousands)</i>                                       | <b>Three Months Ended June 30,</b> |                  | <b>Six Months Ended June 30,</b> |                  |
|-------------------------------------------------------------|------------------------------------|------------------|----------------------------------|------------------|
|                                                             | <b>2026</b>                        | <b>2025</b>      | <b>2026</b>                      | <b>2025</b>      |
| <b>Reconciliation of Adjusted EPS</b>                       |                                    |                  |                                  |                  |
| Net income attributable to common shareholders              | \$ 9,863                           | \$ 10,879        | \$ 19,623                        | \$ 19,147        |
| Debt extinguishment and modification costs                  | —                                  | —                | —                                | 38               |
| Stock based compensation                                    | 2,283                              | 3,206            | 4,371                            | 4,792            |
| Other non-recurring expenses                                | 1,531                              | 395              | 5,500                            | 2,594            |
| Amortization of acquisition related intangible assets       | 15,742                             | 9,417            | 28,365                           | 18,731           |
| Tax impact of adjustments <sup>(1)</sup>                    | (5,084)                            | (3,244)          | (9,941)                          | (6,800)          |
| Adjusted net income attributable to common share holders    | <u>\$ 24,335</u>                   | <u>\$ 20,653</u> | <u>\$ 47,918</u>                 | <u>\$ 38,502</u> |
| <b>Weighted average common shares outstanding (basic)</b>   |                                    |                  |                                  |                  |
|                                                             | 81,549                             | 78,981           | 81,462                           | 78,878           |
| Effect of dilutive potential common shares                  | 2,274                              | 856              | 2,274                            | 1,090            |
| <b>Weighted average common shares outstanding (diluted)</b> | 83,823                             | 79,837           | 83,736                           | 79,968           |
| <b>Earnings per common share:</b>                           |                                    |                  |                                  |                  |
| Basic                                                       | \$ 0.12                            | \$ 0.14          | \$ 0.24                          | \$ 0.24          |
| Diluted                                                     | \$ 0.12                            | \$ 0.14          | \$ 0.23                          | \$ 0.24          |
| <b>Adjusted earnings per common share</b>                   |                                    |                  |                                  |                  |
| Basic                                                       | \$ 0.30                            | \$ 0.26          | \$ 0.59                          | \$ 0.49          |
| Diluted                                                     | \$ 0.29                            | \$ 0.26          | \$ 0.57                          | \$ 0.48          |

(1) The tax impact calculated using the blended statutory income tax rate (i.e. 26.0% for three and six months ended June 30, 2026 and 2025)

Priority Commerce does not provide a reconciliation of forward-looking non-GAAP financial measures to their comparable GAAP financial measures because it could not do so without unreasonable effort due to the unavailability of the information needed to calculate reconciling items and due to the variability, complexity and limited visibility of the adjusting items that would be excluded from the non-GAAP financial measures in future periods. When planning, forecasting and analyzing future periods, the Company does so primarily on a non-GAAP basis without preparing a GAAP analysis as that would require estimates for various cash and non-cash reconciling items that would be difficult to predict with reasonable accuracy. For example, stock-based compensation expense would be difficult to estimate because it depends on the Company's future hiring and retention needs, as well as the future fair market value of the Company's common stock, all of which are difficult to predict and subject to constant change. As a result, the Company does not believe that a GAAP reconciliation would provide meaningful supplemental information about the Company's outlook.

### **About Priority Commerce**

Priority Commerce delivers payments and banking solutions that power connected commerce. Through a unified platform of payables, merchant services, and banking and treasury, we help businesses manage money more effectively and unlock growth. The Priority Commerce Engine accelerates cash flow, improves working capital, reduces costs, and creates new revenue opportunities. Learn more about Priority Commerce (NASDAQ: PRTH) at [prioritycommerce.com](http://prioritycommerce.com)

### **Forward-Looking Statements**

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about future financial and operating results, our plans, objectives, expectations and intentions with respect to future operations, products and services, and other statements identified by words such as "may," "will," "should," "anticipates," "believes," "expects," "plans," "future," "intends," "could," "estimate," "predict," "projects," "targeting," "potential" or "contingent," "guidance," "outlook" or words of similar meaning. These forward-looking statements include, but are not limited to, our 2026 outlook and statements regarding our market and growth opportunities. Such forward-looking statements are based upon the current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive risks, trends and uncertainties that could cause actual results to differ materially from those projected, expressed, or implied by such forward-looking statements. Our actual results could differ materially, and potentially adversely, from those discussed or implied herein.

We caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. All forward-looking statements are expressly qualified in their entirety by these cautionary statements. You should evaluate all forward-looking statements made in this press release in the context of the risks and uncertainties disclosed in our SEC filings, including our most recent Annual Report on Form 10-K filed with the SEC on March 10, 2026. These filings are available online at [www.sec.gov](http://www.sec.gov) or [www.prioritycommerce.com](http://www.prioritycommerce.com).

We caution you that the important factors referenced above may not contain all of the factors that are important to you. In addition, we cannot assure you that we will realize the results or developments we expect or anticipate or, even if substantially realized, that they will result in the consequences we anticipate or affect us or our operations in the way we expect. You are cautioned not to place undue reliance on forward-looking statements as a predictor of future performance. The forward-looking statements included in this press release are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law. If we do update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements. We qualify all of our forward-looking statements by these cautionary statements.

**Priority Technology Holdings, Inc.**  
**Unaudited Consolidated Statements of Operations and Comprehensive Income**  
*(in thousands, except per share amounts)*

|                                                          | <b>Three Months Ended June 30,</b> |                   | <b>Six Months Ended June 30,</b> |                   |
|----------------------------------------------------------|------------------------------------|-------------------|----------------------------------|-------------------|
|                                                          | <b>2026</b>                        | <b>2025</b>       | <b>2026</b>                      | <b>2025</b>       |
| <b>Revenues</b>                                          | <u>\$ 262,256</u>                  | <u>\$ 239,812</u> | <u>\$ 511,814</u>                | <u>\$ 464,442</u> |
| <b>Operating expenses</b>                                |                                    |                   |                                  |                   |
| Cost of revenue (excludes depreciation and amortization) | 162,358                            | 147,399           | 313,145                          | 284,752           |
| Salary and employee benefits                             | 29,153                             | 27,060            | 57,675                           | 52,835            |
| Depreciation and amortization                            | 20,893                             | 14,093            | 38,508                           | 27,870            |
| Selling, general and administrative                      | 16,808                             | 13,910            | 36,052                           | 29,010            |
| Total operating expenses                                 | <u>229,212</u>                     | <u>202,462</u>    | <u>445,380</u>                   | <u>394,467</u>    |
| <b>Operating income</b>                                  | <u>33,044</u>                      | <u>37,350</u>     | <u>66,434</u>                    | <u>69,975</u>     |
| <b>Other expense</b>                                     |                                    |                   |                                  |                   |
| Interest expense                                         | (21,051)                           | (23,054)          | (42,067)                         | (46,230)          |
| Debt extinguishment and modification costs               | —                                  | —                 | —                                | (38)              |
| Other income, net                                        | 1,644                              | 1,006             | 2,676                            | 2,113             |
| Total other expense, net                                 | <u>(19,407)</u>                    | <u>(22,048)</u>   | <u>(39,391)</u>                  | <u>(44,155)</u>   |
| Income before income taxes                               | 13,637                             | 15,302            | 27,043                           | 25,820            |
| Income tax expense                                       | 3,774                              | 4,423             | 7,420                            | 6,673             |
| <b>Net income attributable to common stockholders</b>    | <u>\$ 9,863</u>                    | <u>\$ 10,879</u>  | <u>\$ 19,623</u>                 | <u>\$ 19,147</u>  |
| <b>Other comprehensive income</b>                        |                                    |                   |                                  |                   |
| Foreign currency translation adjustments                 | <u>(111)</u>                       | <u>217</u>        | <u>(464)</u>                     | <u>260</u>        |

|                                                          |                 |                  |                  |                  |
|----------------------------------------------------------|-----------------|------------------|------------------|------------------|
| <b>Comprehensive income</b>                              | <b>\$ 9,752</b> | <b>\$ 11,096</b> | <b>\$ 19,159</b> | <b>\$ 19,407</b> |
| <b>Earnings per common share:</b>                        |                 |                  |                  |                  |
| Basic                                                    | \$ 0.12         | \$ 0.14          | \$ 0.24          | \$ 0.24          |
| Diluted                                                  | \$ 0.12         | \$ 0.14          | \$ 0.23          | \$ 0.24          |
| <b>Adjusted earnings per common share<sup>(1)</sup>:</b> |                 |                  |                  |                  |
| Basic                                                    | \$ 0.30         | \$ 0.26          | \$ 0.59          | \$ 0.49          |
| Diluted                                                  | \$ 0.29         | \$ 0.26          | \$ 0.57          | \$ 0.48          |
| <b>Weighted-average common shares outstanding:</b>       |                 |                  |                  |                  |
| Basic                                                    | 81,549          | 78,981           | 81,462           | 78,878           |
| Diluted                                                  | 83,823          | 79,837           | 83,736           | 79,968           |

<sup>(1)</sup> Adjusted EPS in a non-GAAP earnings measure. See Adjusted EPS reconciliation for further detail.

**Priority Technology Holdings, Inc.**  
**Unaudited Consolidated Balance Sheets**  
*(in thousands)*

|                                                                           | <b>June 30, 2026</b> | <b>December 31, 2025</b> |
|---------------------------------------------------------------------------|----------------------|--------------------------|
| <b>Assets</b>                                                             |                      |                          |
| Current assets:                                                           |                      |                          |
| Cash and cash equivalents                                                 | \$ 120,261           | \$ 77,192                |
| Restricted cash                                                           | 17,439               | 16,457                   |
| Accounts receivable, net of allowances                                    | 93,075               | 91,300                   |
| Prepaid expenses and other current assets                                 | 28,161               | 32,145                   |
| Current portion of notes receivable, net of allowance                     | 1,751                | 2,062                    |
| Settlement assets                                                         | 1,372,510            | 1,295,896                |
| Total current assets                                                      | 1,633,197            | 1,515,052                |
| Notes receivable, less current portion                                    | 20,952               | 17,629                   |
| Property, equipment and software, net                                     | 62,329               | 58,636                   |
| Goodwill                                                                  | 416,405              | 416,641                  |
| Intangible assets, net                                                    | 287,633              | 315,190                  |
| Deferred income taxes, net                                                | 46,677               | 46,350                   |
| Other noncurrent assets                                                   | 29,198               | 29,306                   |
| <b>Total assets</b>                                                       | <b>\$ 2,496,391</b>  | <b>\$ 2,398,804</b>      |
| <b>Liabilities, Stockholders' Deficit and Non-controlling interest</b>    |                      |                          |
| Current liabilities:                                                      |                      |                          |
| Accounts payable and accrued expenses                                     | \$ 57,520            | \$ 70,636                |
| Accrued residual commissions                                              | 44,415               | 40,463                   |
| Customer deposits and advance payments                                    | 1,637                | 1,972                    |
| Current portion of long-term debt                                         | 3,112                | —                        |
| Settlement obligations                                                    | 1,374,736            | 1,297,263                |
| Total current liabilities                                                 | 1,481,420            | 1,410,334                |
| Long-term debt, net of current portion, discounts and debt issuance costs | 1,044,685            | 1,039,358                |
| Other noncurrent liabilities                                              | 41,337               | 41,484                   |
| <b>Total liabilities</b>                                                  | <b>2,567,442</b>     | <b>2,491,176</b>         |
| Stockholders' deficit:                                                    |                      |                          |
| Preferred stock                                                           | —                    | —                        |
| Common stock                                                              | 82                   | 82                       |
| Treasury stock, at cost                                                   | (24,282)             | (22,759)                 |
| Additional paid-in capital                                                | 17,538               | 13,925                   |
| Accumulated other comprehensive loss                                      | (674)                | (210)                    |

|                                                                                      |                     |                     |
|--------------------------------------------------------------------------------------|---------------------|---------------------|
| Accumulated deficit                                                                  | (71,830)            | (91,453)            |
| <b>Total stockholders' deficit attributable to stockholders of Priority Commerce</b> | <b>(79,166)</b>     | <b>(100,415)</b>    |
| Non-controlling interests in consolidated subsidiaries                               | 8,115               | 8,043               |
| <b>Total stockholders' deficit</b>                                                   | <b>(71,051)</b>     | <b>(92,372)</b>     |
| <b>Total liabilities, stockholders' deficit and Non-controlling interest</b>         | <b>\$ 2,496,391</b> | <b>\$ 2,398,804</b> |

**Priority Technology Holdings, Inc.**  
**Unaudited Consolidated Statements of Cash Flows**  
*(in thousands)*

|                                                                                   | <b>Six Months Ended June 30,</b> |                     |
|-----------------------------------------------------------------------------------|----------------------------------|---------------------|
|                                                                                   | <b>2026</b>                      | <b>2025</b>         |
| <b>Cash flows from operating activities:</b>                                      |                                  |                     |
| Net income                                                                        | \$ 19,623                        | \$ 19,147           |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                  |                     |
| Depreciation and amortization of assets                                           | 38,508                           | 27,870              |
| Stock-based compensation, ESPP, and incentive units compensation                  | 4,371                            | 4,792               |
| Amortization of debt issuance costs and discounts                                 | 949                              | 882                 |
| Debt extinguishment and modification costs                                        | —                                | 38                  |
| Deferred income tax                                                               | (327)                            | (2,318)             |
| Change in contingent consideration                                                | (679)                            | 2,039               |
| Other non-cash items, net                                                         | (136)                            | (228)               |
| Change in operating assets and liabilities:                                       |                                  |                     |
| Accounts receivable                                                               | (1,775)                          | (17,912)            |
| Prepaid expenses and other current assets                                         | (1,146)                          | (2,312)             |
| Income taxes                                                                      | 5,081                            | (339)               |
| Accounts payable and accrued expenses                                             | (13,002)                         | (6,810)             |
| Accrued residual commissions                                                      | 3,952                            | 2,966               |
| Customer deposits and advance payments                                            | (335)                            | 1,187               |
| Other assets, net                                                                 | 433                              | 1,043               |
| Other liabilities, net                                                            | (172)                            | (2,965)             |
| <b>Net cash provided by operating activities</b>                                  | <b>55,345</b>                    | <b>27,080</b>       |
| <b>Cash flows from investing activities:</b>                                      |                                  |                     |
| Acquisition of business, net of cash acquired                                     | —                                | (4,452)             |
| Additions to property, equipment and software                                     | (12,612)                         | (12,988)            |
| Notes receivable, net                                                             | (3,012)                          | (1,430)             |
| Short-term investments, net                                                       | (185,000)                        | —                   |
| Other investing activities                                                        | (2,400)                          | (2,275)             |
| <b>Net cash used in investing activities</b>                                      | <b>(203,024)</b>                 | <b>(21,145)</b>     |
| <b>Cash flows from financing activities:</b>                                      |                                  |                     |
| Proceeds from issuance of long-term debt                                          | 7,681                            | —                   |
| Debt issuance and modification costs paid                                         | —                                | (40)                |
| Repayments of long-term debt                                                      | (191)                            | (10,000)            |
| Shares withheld for taxes                                                         | (1,523)                          | (2,314)             |
| Proceeds from exercise of stock options                                           | —                                | 334                 |
| Settlement obligations, net                                                       | 77,359                           | 190,863             |
| Payment of deferred/contingent consideration                                      | (96)                             | (752)               |
| <b>Net cash provided by financing activities</b>                                  | <b>83,230</b>                    | <b>178,091</b>      |
| <b>Net change in cash and cash equivalents and restricted cash:</b>               |                                  |                     |
| Net (decrease)/increase in cash and cash equivalents, and restricted cash         | (64,449)                         | 184,026             |
| Cash and cash equivalents and restricted cash at beginning of period              | 1,345,998                        | 993,864             |
| <b>Cash and cash equivalents and restricted cash at end of period</b>             | <b>\$ 1,281,549</b>              | <b>\$ 1,177,890</b> |

**Reconciliation of cash and cash equivalents, and restricted cash:**

|                                                                                |           |                  |           |                  |
|--------------------------------------------------------------------------------|-----------|------------------|-----------|------------------|
| Cash and cash equivalents                                                      | \$        | 120,261          | \$        | 50,564           |
| Restricted cash                                                                |           | 17,439           |           | 14,205           |
| Cash and cash equivalents included in settlement assets (restricted in nature) |           | 1,143,849        |           | 1,113,121        |
| <b>Total cash and cash equivalents, and restricted cash</b>                    | <b>\$</b> | <b>1,281,549</b> | <b>\$</b> | <b>1,177,890</b> |

**Priority Technology Holdings, Inc.**  
**Unaudited Reportable Segments' Results**  
*(in thousands)*

|                                               | <b>Three Months Ended June 30,</b> |               | <b>Six Months Ended June 30,</b> |               |
|-----------------------------------------------|------------------------------------|---------------|----------------------------------|---------------|
|                                               | <b>2026</b>                        | <b>2025</b>   | <b>2026</b>                      | <b>2025</b>   |
| <b>Merchant Solutions:</b>                    |                                    |               |                                  |               |
| Revenues                                      | \$ 175,778                         | \$ 163,230    | \$ 337,564                       | \$ 314,920    |
| Adjusted EBITDA                               | \$ 30,887                          | \$ 27,749     | \$ 58,627                        | \$ 53,454     |
| <b>Key Indicators:</b>                        |                                    |               |                                  |               |
| Total card processing dollar value            | \$ 19,549,972                      | \$ 18,864,185 | \$ 37,886,641                    | \$ 36,560,510 |
| Total card transaction count                  | 228,600                            | 230,721       | 440,039                          | 439,674       |
| <b>Payables:</b>                              |                                    |               |                                  |               |
| Revenues                                      | \$ 30,430                          | \$ 25,033     | \$ 62,871                        | \$ 48,951     |
| Adjusted EBITDA                               | \$ 3,110                           | \$ 3,770      | \$ 8,564                         | \$ 7,286      |
| <b>Key Indicators:</b>                        |                                    |               |                                  |               |
| Buyer funded card processing dollar value     | \$ 942,660                         | \$ 788,500    | \$ 1,915,570                     | \$ 1,505,400  |
| Supplier funded issuing dollar value          | \$ 255,414                         | \$ 220,227    | \$ 497,801                       | \$ 457,517    |
| ACH transaction count                         | 4,726                              | 4,776         | 9,785                            | 9,417         |
| <b>Treasury Solutions:</b>                    |                                    |               |                                  |               |
| Revenues                                      | \$ 60,519                          | \$ 52,658     | \$ 119,359                       | \$ 102,746    |
| Adjusted EBITDA                               | \$ 47,513                          | \$ 45,558     | \$ 94,184                        | \$ 88,001     |
| <b>Key Indicators:</b>                        |                                    |               |                                  |               |
| Average CFTPay billed clients                 | 1,142,908                          | 992,279       | 1,135,922                        | 966,371       |
| Average CFTPay monthly enrollments            | 46,083                             | 57,818        | 48,256                           | 56,882        |
| Average total account balances <sup>(1)</sup> | \$ 1,475,537                       | \$ 1,145,715  | \$ 1,447,412                     | \$ 1,093,530  |

(1) This represents the average total account balance in the Treasury Solutions segment, and excludes the deposits maintained in the Merchant Solutions and Payables segments. The total account and deposit balances as of June 30, 2026 and 2025, were \$1.8 billion and \$1.4 billion, respectively.

**Priority Technology Holdings, Inc.**  
**Unaudited Reportable Segments' Results**  
*(in thousands)*

|                                                           | <b>Three Months Ended June 30, 2026</b> |                 |                           |                    |                  |
|-----------------------------------------------------------|-----------------------------------------|-----------------|---------------------------|--------------------|------------------|
|                                                           | <b>Merchant Solutions</b>               | <b>Payables</b> | <b>Treasury Solutions</b> | <b>Corporate</b>   | <b>Total</b>     |
| <b>Reconciliation of Adjusted EBITDA to GAAP Measure:</b> |                                         |                 |                           |                    |                  |
| Adjusted EBITDA                                           | \$ 30,887                               | \$ 3,110        | \$ 47,513                 | \$ (22,115)        | \$ 59,395        |
| Interest expense                                          | (1,147)                                 | —               | (256)                     | (19,648)           | (21,051)         |
| Depreciation and amortization                             | (13,094)                                | (1,289)         | (5,297)                   | (1,213)            | (20,893)         |
| Selling, general and administrative (non-recurring)       | —                                       | —               | —                         | (1,531)            | (1,531)          |
| Non-cash stock based compensation                         | —                                       | (36)            | —                         | (2,247)            | (2,283)          |
| <b>Income (loss) before taxes</b>                         | <b>\$ 16,646</b>                        | <b>\$ 1,785</b> | <b>\$ 41,960</b>          | <b>\$ (46,754)</b> | <b>\$ 13,637</b> |
| Income tax expense                                        |                                         |                 |                           |                    | (3,774)          |

|                   |                 |
|-------------------|-----------------|
| <b>Net income</b> | <b>\$ 9,863</b> |
|-------------------|-----------------|

#### Six Months Ended June 30, 2026

|                                                           | Merchant Solutions | Payables        | Treasury Solutions | Corporate          | Total            |
|-----------------------------------------------------------|--------------------|-----------------|--------------------|--------------------|------------------|
| <b>Reconciliation of Adjusted EBITDA to GAAP Measure:</b> |                    |                 |                    |                    |                  |
| Adjusted EBITDA                                           | \$ 58,627          | \$ 8,564        | \$ 94,184          | \$ (43,886)        | \$ 117,489       |
| Interest expense                                          | (2,229)            | —               | (669)              | (39,169)           | (42,067)         |
| Depreciation and amortization                             | (23,011)           | (2,577)         | (10,500)           | (2,420)            | (38,508)         |
| Selling, general and administrative (non-recurring)       | —                  | —               | —                  | (5,500)            | (5,500)          |
| Non-cash stock based compensation                         | —                  | (72)            | (1)                | (4,298)            | (4,371)          |
| <b>Income (loss) before taxes</b>                         | <b>\$ 33,387</b>   | <b>\$ 5,915</b> | <b>\$ 83,014</b>   | <b>\$ (95,273)</b> | <b>\$ 27,043</b> |
| Income tax expense                                        |                    |                 |                    |                    | (7,420)          |
| <b>Net income</b>                                         |                    |                 |                    |                    | <b>\$ 19,623</b> |

#### Three Months Ended June 30, 2025

|                                                           | Merchant Solutions | Payables        | Treasury Solutions | Corporate          | Total            |
|-----------------------------------------------------------|--------------------|-----------------|--------------------|--------------------|------------------|
| <b>Reconciliation of Adjusted EBITDA to GAAP Measure:</b> |                    |                 |                    |                    |                  |
| Adjusted EBITDA                                           | \$ 27,749          | \$ 3,770        | \$ 45,558          | \$ (21,027)        | \$ 56,050        |
| Interest expense                                          | —                  | (790)           | (243)              | (22,021)           | (23,054)         |
| Depreciation and amortization                             | (6,633)            | (1,262)         | (4,941)            | (1,257)            | (14,093)         |
| Selling, general and administrative (non-recurring)       | —                  | —               | —                  | (395)              | (395)            |
| Non-cash stock based compensation                         | 5                  | (84)            | (33)               | (3,094)            | (3,206)          |
| <b>Income (loss) before taxes</b>                         | <b>\$ 21,121</b>   | <b>\$ 1,634</b> | <b>\$ 40,341</b>   | <b>\$ (47,794)</b> | <b>\$ 15,302</b> |
| Income tax expense                                        |                    |                 |                    |                    | (4,423)          |
| <b>Net income</b>                                         |                    |                 |                    |                    | <b>\$ 10,879</b> |

#### Six Months Ended June 30, 2025

|                                                           | Merchant Solutions | Payables        | Treasury Solutions | Corporate          | Total            |
|-----------------------------------------------------------|--------------------|-----------------|--------------------|--------------------|------------------|
| <b>Reconciliation of Adjusted EBITDA to GAAP Measure:</b> |                    |                 |                    |                    |                  |
| Adjusted EBITDA                                           | \$ 53,454          | \$ 7,286        | \$ 88,001          | \$ (41,397)        | \$ 107,344       |
| Interest expense                                          | —                  | (1,796)         | (243)              | (44,191)           | (46,230)         |
| Depreciation and amortization                             | (13,258)           | (2,523)         | (9,583)            | (2,506)            | (27,870)         |
| Debt modification and extinguishment expenses             | —                  | —               | —                  | (38)               | (38)             |
| Selling, general and administrative (non-recurring)       | —                  | —               | —                  | (2,594)            | (2,594)          |
| Non-cash stock based compensation                         | 1                  | (168)           | (65)               | (4,560)            | (4,792)          |
| <b>Income (loss) before taxes</b>                         | <b>\$ 40,197</b>   | <b>\$ 2,799</b> | <b>\$ 78,110</b>   | <b>\$ (95,286)</b> | <b>\$ 25,820</b> |
| Income tax expense                                        |                    |                 |                    |                    | (6,673)          |
| <b>Net income</b>                                         |                    |                 |                    |                    | <b>\$ 19,147</b> |

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**Priority Commerce Investor Inquiries:**

[priorityIR@icrinc.com](mailto:priorityIR@icrinc.com)

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