# Priority Technology Holdings, Inc. Announces Delisting of Warrants and Units; Common Stock Listing Unaffected

March 5, 2019

ALPHARETTA, Ga.--(BUSINESS WIRE)-- Priority Technology Holdings, Inc. (NASDAQ: PRTH) ("Priority" or the "Company") today announced that it was not able to demonstrate the Nasdaq Stock Market LLC's ("Nasdaq") required minimum 400 round lot holders with respect to its warrants and, accordingly, the warrants and the units did not satisfy the Minimum Public Holders Rules. As a result, on March 4, 2019, the Company received a notice from Nasdaq that the Nasdaq had determined to delist the Company's warrants and units and suspend their trading from Nasdaq effective as of the open of business on March 6, 2019.

The Company previously announced that it had received a written notice (the "Notice") from Nasdaq indicating that the Company was not in compliance with Listing Rules 5405(a)(3) and 5410(d) (the "Minimum Public Holders Rules"), which require the Company to have at least 400 round lot holders of its warrants for listing on The Nasdaq Global Market. Furthermore, the Notice indicated that the Company's units were not in compliance with Listing Rule 5225(a)(1)(A) because the components of the units, one share of common stock and one warrant, did not comply with the Minimum Public Holders Rules. As previously announced, Nasdaq later concluded that the Company's common stock would remain listed on the Nasdaq Global Market and granted an extension to maintain the listing of the warrants and units through February 27, 2019 subject to the Company's ability to demonstrate that the warrants and the units complied with the Minimum Public Holders Rules by that date.

The listing of the Company's common stock, which is traded on Nasdaq under the ticker symbol "PRTH," is not affected by the delisting of the Company's warrants or units.

**About Priority Technology Holdings, Inc.**

Priority is a leading provider of merchant acquiring and commercial payment solutions, offering unique product and service capabilities to its merchant network and distribution partners. Our enterprise operates from a purpose-built business platform that includes tailored customer service offerings and bespoke technology development, allowing us to provide end-to-end solutions for payment and payment-adjacent opportunities. Additional information can be found at www.PRTH.com.

**Forward-Looking Statements**

Certain statements in this press release constitute "forward-looking statements" within the meaning of the federal securities laws. Words such as "may," "might," "will," "should," "believe," "expect," "anticipate," "estimate," "continue," "predict," "forecast," "project," "plan," "intend" or similar expressions, or statements regarding intent, belief, or expectations, are forward-looking statements. Although the Company believes that its forward-looking statements are reasonable, undue reliance should not be placed on any forward-looking statements. The Company's forward-looking statements are based upon current estimates and assumptions and are subject to various risks and uncertainties, including those described in the Company's filings with the SEC. As a result, actual results could be materially different. The Company expressly disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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