

United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

May 11, 2026
Date of Report (Date of earliest event reported)



Priority Technology Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of incorporation)

001-37872
(Commission File Number)

47-4257046
(I.R.S. Employer Identification No.)

**2001 Westside Parkway
Suite 155**
Alpharetta,
(Address of Principal Executive Offices)

Georgia

30004
(Zip Code)

Registrant's telephone number, including area code: **(800) 935-5961**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, \$0.001 par value	PRTH	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of (1933 §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On May 11, 2026, Priority Technology Holdings, Inc. ("Priority") issued a press release announcing its financial results for the quarter ended March 31, 2026. A copy of that press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 7.01. Regulation FD Disclosure.

On May 11, 2026, Priority will hold an earnings conference call and webcast at 10:00 a.m. (Eastern Time) to discuss the financial results for the quarter ended March 31, 2026. The press release referenced in Item 2.02 contains information about how to access the conference call and webcast. A copy of the slide presentation to be used during the earnings call and webcast is furnished as Exhibit 99.2 to this Current Report on Form 8-K. The slide presentation also will be available on our website, www.prioritycommerce.com under the "Investor Relations" section.

The information in this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits – The following exhibit is furnished as part of this Current Report on Form 8-K.

Exhibit Number	Description
99.1	Press Release of Priority Technology Holdings, Inc. dated May 11, 2026
99.2	Supplemental slide presentation
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 11, 2026

PRIORITY TECHNOLOGY HOLDINGS, INC.

By: /s/ Timothy M. O'Leary
Name: Timothy M. O'Leary
Title: Chief Financial Officer



Priority Technology Holdings, Inc. Reports First Quarter Financial Results

First Quarter Performance Driven by Strength of Unified Commerce Platform

ALPHARETTA, GA - May 11, 2026 -- Priority Technology Holdings, Inc. (NASDAQ: PRTH) ("Priority" or the "Company"), is a payments and banking fintech purpose-built to collect, store, lend and send money with a connected commerce engine that combines full-service merchant acquiring for accounts receivable, complete automated payables tools for bill payment, and sophisticated treasury management solutions to accelerate cash flow and optimize working capital for its customers, announced its first quarter 2026 financial results including strong year-over-year revenue growth.

Highlights of Consolidated Results and Additional Information¹

First Quarter 2026 Financial Highlights compared with First Quarter 2025

- Revenue of \$249.6 million increased 11.1% from \$224.6 million, including organic growth of 9.1%
- Gross profit of \$93.5 million increased 13.2% from \$82.6 million
- Adjusted gross profit (a non-GAAP measure²) of \$98.8 million increased 13.2% from \$87.3 million
- Gross profit margin of 37.5% increased by nearly 70 basis points from 36.8%
- Adjusted gross profit margin (a non-GAAP measure²) of 39.6% increased by nearly 70 basis points from 38.9%
- Operating income of \$33.4 million increased 2.3% from \$32.6 million
- Net Income of \$9.8 million increased 18.0% from \$8.3 million
- Adjusted EBITDA (a non-GAAP measure²) of \$58.1 million increased \$6.8 million from \$51.3 million
- Diluted EPS of \$0.12 increased by \$0.02, or by 20%, from \$0.10
- Adjusted Diluted EPS (a non-GAAP measure²) of \$0.28 increased by \$0.06, or 27.3%, from \$0.22

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

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

"Strong first quarter results reflect the continued success of Priority's Connected Commerce engine, with over 11% revenue growth and 13% adjusted gross profit growth," said Tom Priore, Chairman & CEO of Priority. "Our partners and customers connect with our diverse set of payments and treasury solutions to embed key money movement, compliance and risk management capabilities into their workflows, creating new revenue opportunities and operating efficiency. The momentum across our business segments gives us confidence to affirm our full year 2026 financial guidance."

Full Year 2026 Financial Guidance

Priority'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 Monday, May 11, 2026 at 10:00 a.m. EDT to discuss its first quarter financial results. Participants can access the call by phone in the U.S. or Canada at (877) 704-4453 or internationally at (201) 389-0920.

The Internet webcast link and accompanying slide presentation can be accessed at https://viaid.webcasts.com/starthere.jsp?ei=1761070&tp_key=f7eef49768 and will also be posted in the "Investor Relations" section of the Company's website at www.prioritycommerce.com/investors.

An audio replay of the call will be available shortly after the conference call until May 25, 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 **13760290**. 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 March 31,	
	2026	2025
Revenues	\$ 249,558	\$ 224,630
Cost of revenue (excluding depreciation and amortization)	(150,787)	(137,353)
Adjusted gross profit	<u>\$ 98,771</u>	<u>\$ 87,277</u>
Adjusted gross profit margin	39.6 %	38.9 %
Depreciation and amortization of revenue generating assets	(5,274)	(4,668)
Gross profit	<u>\$ 93,497</u>	<u>\$ 82,609</u>
Gross profit margin	37.5 %	36.8 %

EBITDA and Adjusted EBITDA

EBITDA and adjusted EBITDA are performance measures. EBITDA is earnings before interest, income tax, and 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 March 31,	
	2026	2025
Net income	\$ 9,760	\$ 8,268
Interest expense	21,016	23,176
Income tax expense	3,646	2,250
Depreciation and amortization	17,615	13,777
EBITDA	<u>52,037</u>	<u>47,471</u>
Debt modification and extinguishment expenses	—	38
Selling, general and administrative (non-recurring)	3,969	2,199
Non-cash stock-based compensation	2,088	1,586
Adjusted EBITDA	<u>\$ 58,094</u>	<u>\$ 51,294</u>

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

(in thousands)

Selling, general and administrative expenses (non-recurring):

Legal fees⁽¹⁾
 Professional, accounting and consulting fees⁽²⁾
 Other (income) expenses, net
 Litigation settlement

	Three Months Ended March 31,	
	2026	2025
	1,825	1,296
	2,063	1,044
	81	19
	—	(160)
	\$ 3,969	\$ 2,199

(1) These legal expenses primarily relate to litigation matters, mergers and acquisitions, and other transactions (e.g., the ongoing go-private project), 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 acquisitions, disposals, and automation initiatives.

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 that adjusted EPS is a measure that is useful to investors and management in understanding our ongoing profitability and in analysis of ongoing profitability trends.

(in thousands)

	Three Months Ended March 31,	
	2026	2025
Reconciliation of Adjusted EPS		
Net income attributable to common shareholders	\$ 9,760	\$ 8,268
Debt extinguishment and modification costs	—	38
Stock based compensation	2,088	1,586
Other non-recurring expenses	3,969	2,199
Amortization of acquisition related intangible assets	12,623	9,314
Tax impact of adjustments ⁽¹⁾	(4,857)	(3,416)
Adjusted net income attributable to common share holders	<u>\$ 23,583</u>	<u>\$ 17,989</u>
Weighted average common shares outstanding (basic)	81,373	78,774
Effect of dilutive potential common shares	2,274	1,083
Weighted average common shares outstanding (diluted)	83,647	79,857
Earnings (loss) per common share:		
Basic	\$ 0.12	\$ 0.10
Diluted	\$ 0.12	\$ 0.10
Adjusted earnings per common share		
Basic	\$ 0.29	\$ 0.23
Diluted	\$ 0.28	\$ 0.22

(1) The tax impact calculated using the blended statutory income tax rate (i.e. 26.0% for three months ended March 31, 2026 and 2025)

Priority 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 Technology Holdings, Inc.

Priority is the payments and banking solution that enables businesses to collect, store, lend and send funds through a unified commerce engine. Our platform combines payables, merchant solutions, and treasury solutions so leaders can streamline financial operations efficiently — and our innovative industry experts help businesses navigate and build momentum on the path to growth. With the Priority Commerce Engine, leaders can accelerate cash flow, optimize working capital, reduce unnecessary costs, and unlock new revenue opportunities. To learn more about Priority (NASDAQ: PRTH), visit 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 or 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 Investor Inquiries:
priorityIR@icrinc.com

Priority Technology Holdings, Inc.
Unaudited Consolidated Statements of Operations and Comprehensive Income

(in thousands, except per share amounts)

	Three Months Ended March 31,	
	2026	2025
Revenues	\$ 249,558	\$ 224,630
Operating expenses		
Cost of revenue (excludes depreciation and amortization)	150,787	137,353
Salary and employee benefits	28,522	25,775
Depreciation and amortization	17,615	13,777
Selling, general and administrative	19,244	15,100
Total operating expenses	216,168	192,005
Operating income	33,390	32,625
Other expense		
Interest expense	(21,016)	(23,176)
Debt extinguishment and modification costs	—	(38)
Other income, net	1,032	1,107
Total other expense, net	(19,984)	(22,107)
Income before income taxes	13,406	10,518
Income tax expense	3,646	2,250
Net income attributable to common stockholders	\$ 9,760	\$ 8,268
Other comprehensive income		
Foreign currency translation adjustments	(353)	43
Comprehensive income	\$ 9,407	\$ 8,311
Earnings per common share:		
Basic	\$ 0.12	\$ 0.10
Diluted	\$ 0.12	\$ 0.10
Adjusted earnings per common share⁽¹⁾:		
Basic	\$ 0.29	\$ 0.23
Diluted	\$ 0.28	\$ 0.22
Weighted-average common shares outstanding:		
Basic	81,373	78,774
Diluted	83,647	79,857

⁽¹⁾ 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)

	March 31, 2026		December 31, 2025
Assets			
Current assets:			
Cash and cash equivalents	\$ 92,152	\$	77,192
Restricted cash	16,403		16,457
Accounts receivable, net of allowances	88,547		91,300
Prepaid expenses and other current assets	29,357		32,145
Current portion of notes receivable, net of allowance	2,410		2,062
Settlement assets	1,355,757		1,295,896
Total current assets	1,584,626		1,515,052
Notes receivable, less current portion	25,340		17,629
Property, equipment and software, net	59,785		58,636
Goodwill	416,535		416,641
Intangible assets, net	302,518		315,190
Deferred income taxes, net	47,102		46,350
Other noncurrent assets	30,300		29,306
Total assets	\$ 2,466,206		\$ 2,398,804
Liabilities, Stockholders' Deficit and Non-controlling interest			
Current liabilities:			
Accounts payable and accrued expenses	\$ 58,754	\$	70,636
Accrued residual commissions	43,558		40,463
Customer deposits and advance payments	2,728		1,972
Current portion of long-term debt	525		—
Settlement obligations	1,356,128		1,297,263
Total current liabilities	1,461,693		1,410,334
Long-term debt, net of current portion, discounts and debt issuance costs	1,045,909		1,039,358
Other noncurrent liabilities	40,440		41,484
Total liabilities	2,548,042		2,491,176
Stockholders' deficit:			
Preferred stock	—		—
Common stock	82		82
Treasury stock, at cost	(23,643)		(22,759)
Additional paid-in capital	15,902		13,925
Accumulated other comprehensive loss	(563)		(210)
Accumulated deficit	(81,693)		(91,453)
Total stockholders' deficit attributable to stockholders of Priority	(89,915)		(100,415)
Non-controlling interests in consolidated subsidiaries	8,079		8,043
Total stockholders' deficit	(81,836)		(92,372)
Total liabilities, stockholders' deficit and Non-controlling interest	\$ 2,466,206		\$ 2,398,804

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

	Three Months Ended March 31,	
	2026	2025
Cash flows from operating activities:		
Net income	\$ 9,760	\$ 8,268
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of assets	17,615	13,777
Stock-based compensation, ESPP, and incentive units compensation	2,088	1,586
Amortization of debt issuance costs and discounts	467	434
Debt extinguishment and modification costs	—	38
Deferred income tax	(752)	(2,236)
Change in contingent consideration	428	1,006
Other non-cash items, net	(204)	(20)
Change in operating assets and liabilities:		
Accounts receivable	2,753	(12,182)
Prepaid expenses and other current assets	(2,991)	(73)
Income taxes	4,188	4,429
Accounts payable and accrued expenses	(11,743)	(8,777)
Accrued residual commissions	3,095	2,981
Customer deposits and advance payments	756	260
Other assets, net	(15)	548
Other liabilities, net	(1,606)	(83)
Net cash provided by operating activities	23,839	9,956
Cash flows from investing activities:		
Acquisition of business, net of cash acquired	—	(4,473)
Additions to property, equipment and software	(5,523)	(5,095)
Notes receivable, net	(8,059)	(147)
Short-term investments	25,000	—
Net cash provided by/(used in) investing activities	11,418	(9,715)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	6,800	—
Debt issuance and modification costs paid	—	(40)
Repayments of long-term debt	(191)	(10,000)
Shares withheld for taxes	(884)	(1,470)
Proceeds from exercise of stock options	—	110
Settlement obligations, net	64,981	59,060
Payment of deferred/contingent consideration	(80)	(400)
Net cash provided by financing activities	70,626	47,260
Net change in cash and cash equivalents and restricted cash:		
Net increase in cash and cash equivalents, and restricted cash	105,883	47,501
Cash and cash equivalents and restricted cash at beginning of period	1,345,998	993,864
Cash and cash equivalents and restricted cash at end of period	\$ 1,451,881	\$ 1,041,365
Reconciliation of cash and cash equivalents, and restricted cash:		
Cash and cash equivalents	\$ 92,152	\$ 47,587
Restricted cash	16,403	11,490
Cash and cash equivalents included in settlement assets (restricted in nature)	1,343,326	982,288
Total cash and cash equivalents, and restricted cash	\$ 1,451,881	\$ 1,041,365

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

	Three Months Ended March 31,	
	2026	2025
Merchant Solutions:		
Revenues	\$ 161,786	\$ 151,690
Adjusted EBITDA	\$ 27,740	\$ 25,705
Key Indicators:		
Total card processing dollar value	\$ 18,130,401	\$ 17,685,491
Total card transaction count	211,244	209,308
Payables:		
Revenues	\$ 32,441	\$ 23,918
Adjusted EBITDA	\$ 5,454	\$ 3,516
Key Indicators:		
Buyer funded card processing dollar value	\$ 972,910	\$ 716,900
Supplier funded issuing dollar value	\$ 242,387	\$ 237,290
ACH transaction count	5,059	4,641
Treasury Solutions:		
Revenues	\$ 58,840	\$ 50,088
Adjusted EBITDA	\$ 46,671	\$ 42,442
Key Indicators:		
Average CFTPay billed clients	1,128,935	940,463
Average CFTPay monthly enrollments	50,429	55,946
Average total account balances ⁽¹⁾	\$ 1,419,288	\$ 1,041,346

(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 March 31, 2026 and 2025, were \$1.8 billion and \$1.3 billion, respectively.

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

	Three Months Ended March 31, 2026				
	Merchant Solutions	Payables	Treasury Solutions	Corporate	Total Consolidated
Reconciliation of Adjusted EBITDA to GAAP Measure:					
Adjusted EBITDA	\$ 27,740	\$ 5,454	\$ 46,671	\$ (21,771)	\$ 58,094
Interest expense	(1,082)	—	(413)	(19,521)	(21,016)
Depreciation and amortization	(9,917)	(1,288)	(5,203)	(1,207)	(17,615)
Selling, general and administrative (non-recurring)	—	—	—	(3,969)	(3,969)
Non-cash stock based compensation	—	(36)	(1)	(2,051)	(2,088)
Income (loss) before taxes	\$ 16,741	\$ 4,130	\$ 41,054	\$ (48,519)	\$ 13,406
Income tax expense					(3,646)
Net income					\$ 9,760

	Three Months Ended March 31, 2025				
	Merchant Solutions	Payables	Treasury Solutions	Corporate	Total Consolidated
Reconciliation of Adjusted EBITDA to GAAP Measure:					
Adjusted EBITDA	\$ 25,705	\$ 3,516	\$ 42,442	\$ (20,369)	\$ 51,294
Interest expense	—	(1,006)	—	(22,170)	(23,176)
Depreciation and amortization	(6,625)	(1,261)	(4,642)	(1,249)	(13,777)
Debt modification and extinguishment expenses	—	—	—	(38)	(38)
Selling, general and administrative (non-recurring)	—	—	—	(2,199)	(2,199)
Non-cash stock based compensation	(4)	(84)	(32)	(1,466)	(1,586)
Income (loss) before taxes	\$ 19,076	\$ 1,165	\$ 37,768	\$ (47,491)	\$ 10,518
Income tax expense					(2,250)
Net income					\$ 8,268



Priority Technology Holdings, Inc. (Nasdaq: PRTH)

*Supplemental Slides:
Q1 2026 Earnings Call*

May 2026



Disclaimer

Important Notice Regarding Forward-Looking Statements and Non-GAAP Measures

This presentation 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," "anticipates," "outlook" or words of similar meaning. These forward-looking statements include, but are not limited to, Priority Technology Holdings, Inc.'s ("Priority," "we," "our" or "us") 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 presentation in the context of the risks and uncertainties disclosed in our Securities and Exchange Commission ("SEC") filings, including our Annual Report on Form 10-K filed with the SEC on March 10, 2026. These filings are available online at www.sec.gov or 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 presentation 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.

This presentation includes certain non-GAAP financial measures that are not prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and that may be different from non-GAAP financial measures used by other companies. Priority believes that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends of the Company. These non-GAAP measures should not be considered in isolation from, or as an alternative to, financial measures determined in accordance with GAAP. See the footnotes on the slides where these measures are discussed and the slides at the end of this presentation for a reconciliation of such non-GAAP financial measures to the most comparable GAAP numbers. Additionally, we present guidance for Adjusted EBITDA and Adjusted EBITDA as percentage of revenue, non-GAAP measures without reconciliation due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliations. See more information in Priority's earnings press release. Adjusted Gross profit referred throughout this presentation is a non-GAAP measure calculated by subtracting Cost of services (excluding depreciation and amortization) from Revenue. Adjusted Gross profit margin referred throughout this presentation is a non-GAAP measure calculated by dividing Adjusted Gross Profit discussed above by Revenue. Adjusted EBITDA referred to throughout this presentation is a non-GAAP measure calculated as net income prior to interest expense, tax expense, depreciation and amortization expense, adjusted to add back certain non-cash charges and / or non-recurring charges deemed to not be part of normal operating expenses. Adjusted EBITDA margin referred throughout this presentation is a non-GAAP measure calculated by dividing Adjusted EBITDA discussed above by Revenue. See Appendix 1 – 2 of this presentation for a reconciliation of Adjusted Gross Profit to Gross Profit as per GAAP, a reconciliation of Adj. EBITDA to GAAP Income (loss) before Taxes and Priority's earnings press release for more details.

Key 1st Quarter 2026 Highlights

Q1 2026 RESULTS



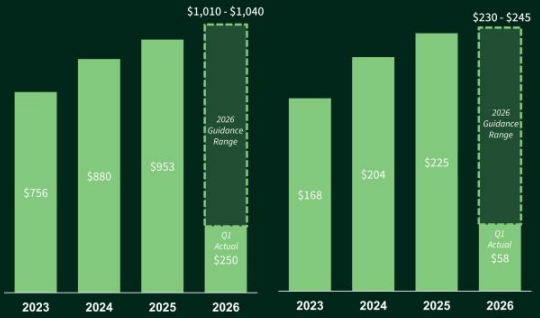
Q1 2026 KEY METRICS



MAINTAINING STRONG FY 2026 GUIDANCE

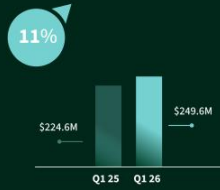
TOTAL REVENUE (In Millions)

ADJUSTED EBITDA¹ (In Millions)



prioritycommerce.com
¹ Adjusted Gross Profit, Adjusted Gross Profit margin, Adjusted EBITDA and Adjusted EBITDA margin referred to in this presentation are non-GAAP measures. See slide 2 for further details.
² Represents LTM payments volume as of March 31, 2026.

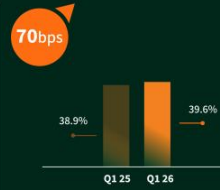
Q1 2026 Consolidated Results



Revenue increased **11%** to **\$249.6 million**



Adj Gross Profit¹ increased **13%** to **\$98.8 million**



Adj Gross Profit margin¹ increased **70 basis points** to **39.6%**



Adjusted EBITDA¹ increased **13%** to **\$58.1 million**

Priority Commerce:

Powering an Ecosystem of Integrated Financial Solutions

- Priority Commerce Engine (PCE) is a **unified platform** that provides our customers a personalized financial toolset to accelerate cash flow and optimize working capital on a single platform to collect, store, lend, and send money combining merchant services, payables and banking & treasury solutions
- **Built with vision:** PCE is a **native platform** built to manage money movement in complex multi-party environments

We Provide Personalized Payments and Banking Solutions to:

Accelerate Cash Flow



Optimize Working Capital



Collect



Store



Lend



Send



Priority Commerce Engine



A Proprietary API Suite that Enables Acquiring, Treasury & Payables Solutions

▶ Play Video

Merchant Solutions

Full featured POS & merchant acquiring solutions that accelerate your cash flow to capture revenue opportunities for businesses

▶ Play Video

Payables

Optimize your working capital and earn cash back by leveraging our payables & financing solutions while automating reconciliation

▶ Play Video

Treasury Solutions

Passport automates reconciliation, streamlines financial operations & provides full transparency to your liquidity

▶ Play Video



Priority Commerce Engine



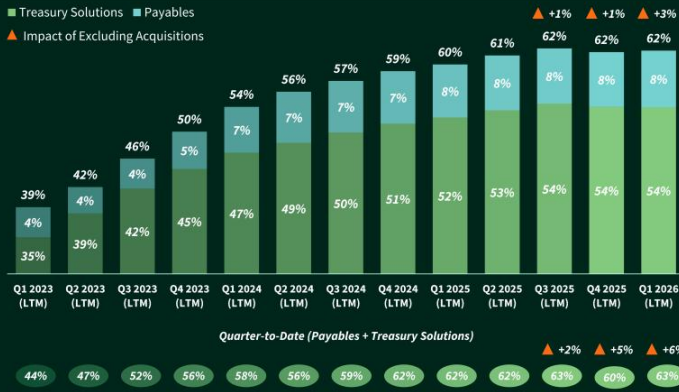
- ✓ Interchange on Card Volume
- ✓ Monthly Platform SaaS Fees
- ✓ Payment Processing Fees
- ✓ Float Income on Account Balances

First Quarter 2026

Financial Results

Continued Shift to High Value Segments

% of Adj. Gross Profit from Payables & Treasury Solutions^{1,2}



✓ Payables and Treasury Solutions segments represented 62% of LTM Adj Gross Profit (65% excluding impact of acquisitions)

✓ Contributed to ~73 bps of YoY expansion in Adj Gross Margins in Q1 2026

✓ 63% of Adjusted Gross Profit in Q1 2026 was from recurring revenues

Merchant Solutions Highlights – Q1 2026



Q1 2026 Segment Highlights

- Revenue growth driven by a combination of 4% organic growth plus Boom Commerce and Dealer Merchant Services acquisitions in 2H 2025
- Total Card \$ Volumes in Q1 increased over 2.5% to \$18.1bn
- Gross Margins expanded by over 80 bps

Payables Highlights – Q1 2026



Q1 2026 Segment Highlights

- Revenue growth driven by 37% increase in Buyer-Funded revenues and 31% increase in Supplier-Funded revenues
- Gross Margins impacted by strong growth in Buyer-Funded revenues
- Adj EBITDA growth of 55% driven by continued strong operating leverage



Treasury Solutions Highlights – Q1 2026



Q1 2026 Segment Highlights

- CFTPAY Avg Monthly New Enrollments of 50K contributed to 20% increase in Billed Clients to 1.1MM
- Growth in account balances more than offset the impact of 75 bps of YoY rate cuts
- 127 Integrated Partners at quarter-end (up 28% from Q1 2025)



Consolidated Operating Expenses – Q1 2026



Q1 2026 Segment Highlights

- Higher Salaries & Benefits driven by acquisition-related headcount additions
- Increase in SG&A expenses primarily driven by nonrecurring services related to Special Committee, software (incl public cloud migration) and marketing related expenses

Capital Structure Highlights

Net Leverage Calculation

Total Debt Balance ¹	\$1,020.0
(-) Unrestricted Cash Balance	\$92.2
Net Debt	\$927.8
LTM Adj. EBITDA (Q1 2026) ²	\$232.0
Net Leverage Ratio	4.00x

Historical Leverage Profile



Key Updates and Highlights

- ✓ Closed DMS acquisition on 10/1/2025 and upsized Term Loan by \$35 million
- ✓ Available liquidity over \$190 million including unfunded \$100 million Revolver and \$92 million cash balance
- ✓ Pro forma net leverage ratio of 3.8x based on run-rate impact of acquisitions
- ✓ Capital allocation strategy will focus on continued debt repayment and de-leveraging throughout 2026

Appendix

Appendix 1 – Adjusted Gross Profit¹ Reconciliation

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

	<i>(in Millions)</i> Three Months Ended March 31, 2026					<i>(in Millions)</i> Three Months Ended March 31, 2025				
	Merchant Solutions	Payables	Treasury Solutions	Eliminations	Total	Merchant Solutions	Payables	Treasury Solutions	Eliminations	Total
Revenues	\$ 161.8	\$ 32.4	\$ 58.8	\$ (3.5)	\$ 249.6	\$ 151.7	\$ 23.9	\$ 50.1	\$ (1.1)	\$ 224.6
Cost of Revenue (excluding depreciation and amortization)	(125.1)	(23.2)	(6.0)	3.5	(150.8)	(118.6)	(16.6)	(3.2)	1.1	(137.4)
Adjusted Gross Profit	36.7	9.2	52.9	(0.0)	98.8	33.1	7.3	46.9	(0.0)	87.3
Adjusted Gross Profit Margin	22.7%	28.4%	89.8%		39.6%	21.8%	30.5%	93.6%		38.9%
Depreciation and amortization of revenue generating assets	(2.1)	(0.7)	(2.5)	--	(5.3)	(2.0)	(0.7)	(2.0)	--	(4.7)
Gross profit	\$ 34.6	\$ 8.5	\$ 50.4	\$ (0.0)	\$ 93.5	\$ 31.1	\$ 6.6	\$ 44.9	\$ (0.0)	\$ 82.6
Gross profit margin	21.4%	26.2%	85.6%		37.5%	20.5%	27.6%	89.6%		36.8%

Note: Certain dollar amounts may not add mathematically due to rounding.
¹Adjusted Gross Profit, Adjusted Gross Profit margin, Adjusted EBITDA and Adjusted EBITDA margin referred to in this presentation are non-GAAP measures. See slide 2 for further details.

Appendix 2 – Adjusted EBITDA¹ Reconciliation

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

	(in Millions)					(in Millions)				
	Three Months Ended March 31, 2026					Three Months Ended March 31, 2025				
	Merchant Solutions	Payables	Treasury Solutions	Eliminations	Total	Merchant Solutions	Payables	Treasury Solutions	Eliminations	Total
Adjusted EBITDA	\$ 27.7	\$ 5.5	\$ 46.7	\$ (21.8)	\$ 58.1	\$ 25.7	\$ 3.5	\$ 42.4	\$ (20.4)	\$ 51.3
Adjusted EBITDA Margin	17.1%	16.8%	79.3%		23.3%	16.9%	14.7%	84.7%		22.8%
Interest Expense	(1.1)	--	(0.4)	(19.5)	(21.0)	--	(1.0)	--	(22.2)	(23.2)
Depreciation and Amortization	(9.9)	(1.3)	(5.2)	(1.2)	(17.6)	(6.6)	(1.3)	(4.6)	(1.2)	(13.8)
Debt Modification and Extinguishment Expenses	--	--	--	--	--	--	--	--	(0.0)	(0.0)
Selling, General and Administrative (Non-Recurring)	--	--	--	(1.5)	(1.5)	--	--	--	(2.2)	(2.2)
Non-Cash Stock-Based Compensation	--	(0.0)	(0.0)	(2.1)	(2.1)	(0.0)	(0.1)	(0.0)	(1.5)	(1.6)
Salary & Employee Benefits (Non-Recurring)	--	--	--	(2.5)	(2.5)	--	--	--	--	--
Bargain Purchase (Non-Recurring)	--	--	--	--	--	--	--	--	--	--
Income (Loss) Before Taxes	\$ 16.7	\$ 4.1	\$ 41.1	\$ (48.5)	\$ 13.4	\$ 19.1	\$ 1.2	\$ 37.8	\$ (47.5)	\$ 10.5
Income (Loss) Before Taxes % of Revenue	10.3%	12.7%	69.8%		5.4%	12.6%	4.9%	75.4%		4.7%

Note: Certain dollar amounts may not add mathematically due to rounding.
¹Adjusted Gross Profit, Adjusted Gross Profit margin, Adjusted EBITDA and Adjusted EBITDA margin referred to in this presentation are non-GAAP measures. See slide 2 for further details.

Appendix 3 – Adjusted Earnings Per Share Reconciliation

The reconciliation of Adjusted Earnings Per Share is provided below:

	(in Millions)	
	Three Months Ended March 31,	
	2026	2025
Reconciliation of Adjusted EPS		
Net income attributable to common shareholders	\$ 9.8	\$ 8.3
Debt extinguishment and modification costs	—	0.0
Stock based compensation	2.1	1.6
Other non-recurring expenses	4.0	2.2
Amortization of acquisition related intangible assets	12.6	9.3
Tax impact of adjustments ⁽¹⁾	(4.9)	(3.6)
Adjusted net income attributable to common share holder:	<u>\$ 23.6</u>	<u>\$ 17.8</u>
Weighted average common shares outstanding (basic)		
Effect of dilutive potential common shares	81.4	78.8
Weighted average common shares outstanding (diluted)	83.6	79.9
Earnings (loss) per common share:		
Basic	\$ 0.12	\$ 0.10
Diluted	\$ 0.12	\$ 0.10
Adjusted earnings per common share:		
Basic	\$ 0.29	\$ 0.23
Diluted	\$ 0.28	\$ 0.22





