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

November 5, 2026
Date of Report (Date of earliest event reported)

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

Delaware	**001-37872**	**47-4257046**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

2001 Westside Parkway **Suite 155** **Alpharetta,** **Georgia**	**30004**
(Address of Principal Executive Offices)	(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 November 5, 2026, Priority Technology Holdings, Inc. ("Priority Commerce") issued a press release announcing its financial results for the quarter ended September 30, 2026. A copy of that press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

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 November 5, 2026
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: November 5, 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 Third Quarter Financial Results

Third Quarter Performance Driven by Strength of Unified Commerce Platform

ALPHARETTA, GA - November 5, 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. Today, the Company has announced its third quarter 2026 financial results including strong year-over-year revenue growth.

Highlights of Consolidated Results and Additional Information[1]

Third Quarter 2026 Financial Highlights compared with Third Quarter 2025

- Revenue of $268.6 million increased 11.3% from $241.4 million, including organic growth of 9.2%
- Gross profit of $97.0 million increased 8.1% from $89.8 million
- Adjusted gross profit (a non-GAAP measure[2]) of $102.7 million increased 8.4% from $94.8 million
- Gross profit margin of 36.1% decreased by nearly 110 basis points from 37.2%
- Adjusted gross profit margin (a non-GAAP measure[2]) of 38.2% decreased by nearly 100 basis points from 39.2%
- Operating income of $35.9 million decreased 5.0% from $37.8 million
- Net Income of $12.2 million decreased 55.7% from $27.6 million
- Adjusted EBITDA (a non-GAAP measure[2]) of $60.9 million increased 5.5% from $57.8 million
- Diluted EPS of $0.14 decreased by $0.20, or by 58.8%, from $0.34
- Adjusted Diluted EPS (a non-GAAP measure[2]) of $0.30 increased by $0.02, or 7.1%, from $0.28

(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 (non-GAAP), and Adjusted EPS- diluted (non-GAAP) to their most comparable GAAP measures provided within this document for additional information.*

Announced Go-Private Transaction

As previously announced on September 21, 2026, Priority Commerce entered into an Agreement and Plan of Merger (the “Merger Agreement”) under which certain affiliates of WD Capital Partners Parent Inc. will acquire the outstanding common stock of Priority Commerce for $8.05 per share in cash and the Company will become privately held (the "Transaction"). The Company expects to complete the Transaction in the first half of 2027, subject to fulfillment of customary closing conditions, including approval of Priority Commerce stockholders and receipt of required regulatory approvals.

Business Outlook and Earnings Conference Call

In light of the pending Transaction, Priority Commerce will not be providing forward-looking guidance or updates to previously issued guidance and will not host an earnings conference call or webcast for its third quarter fiscal 2026 results and does not expect to do so for any future quarters. Earnings materials are publicly available on the Investor Relations page of Priority Commerce's website at 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 September 30,**		**Nine Months Ended September 30,**	
	2026	**2025**	**2026**	**2025**
Revenues	$ 268,623	$ 241,439	$ 780,437	$ 705,881
Cost of revenue (excluding depreciation and amortization)	(165,908)	(146,681)	(479,053)	(431,433)
Adjusted gross profit	$ 102,715	$ 94,758	$ 301,384	$ 274,448
Adjusted gross profit margin	38.2 %	39.2 %	38.6 %	38.9 %
Depreciation and amortization of revenue generating assets	(5,715)	(4,985)	(16,458)	(14,581)
Gross profit	$ 97,000	$ 89,773	$ 284,926	$ 259,867
Gross profit margin	36.1 %	37.2 %	36.5 %	36.8 %

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 September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Net income	$ 12,223	$ 27,588	$ 31,846	$ 46,735
Interest expense	21,190	22,463	63,257	68,693
Income tax expense (benefit)	4,371	(20,201)	11,791	(13,528)
Depreciation and amortization	18,231	15,122	56,739	42,992
EBITDA	56,015	44,972	163,633	144,892
Debt modification and extinguishment expenses	—	12,476	—	12,514
Selling, general and administrative (non-recurring)	2,905	1,491	8,405	4,085
Non-cash stock-based compensation	1,652	2,327	6,023	7,119
Bargain purchase adjustment/(gain) (non-recurring)	354	(3,507)	354	(3,507)
Adjusted EBITDA	$ 60,926	$ 57,759	$ 178,415	$ 165,103

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

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Selling, general and administrative expenses (non-recurring):				
Legal fees[(1)]	$ 1,080	$ 833	$ 4,290	$ 2,443
Professional, accounting and consulting fees[(2)]	1,679	115	3,784	1,223
Other expenses, net[(3)]	146	253	331	289
Litigation settlement	—	290	—	130
	$ 2,905	$ 1,491	$ 8,405	$ 4,085

(1) These legal expenses primarily relate to litigation matters, mergers and acquisitions, and other transactions (e.g., the pending Transaction), 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 pending Transaction, acquisitions, disposals, and automation initiatives.
(3) These other expenses primarily include non-recurring director and management fees related to the pending Transaction, 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 stockholders by weighted average number of shares outstanding for the respective periods.

Adjusted net income attributable to common stockholders begins with net income attributable to common stockholders 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.

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Reconciliation of Adjusted EPS				
Net income attributable to common stockholders	$ 12,223	$ 27,588	$ 31,846	$ 46,735
Non-recurring release of valuation allowance on deferred tax assets	—	(21,170)	—	(20,670)
Debt extinguishment and modification costs	—	12,476	—	12,514
Non-cash stock-based compensation	1,652	2,327	6,023	7,119
Other non-recurring expenses	2,905	1,491	8,405	4,085
Amortization of acquisition related intangible assets	12,796	10,334	41,161	29,065
Tax impact of adjustments[(1)]	(4,604)	(6,924)	(14,545)	(13,724)
Bargain purchase adjustment/(gain) (non-recurring)	354	(3,507)	354	(3,507)
Adjusted net income attributable to common stockholders	$ 25,326	$ 22,615	$ 73,244	$ 61,617
Weighted average common shares outstanding (basic)	81,663	80,325	81,530	79,366
Effect of dilutive potential common shares	2,630	791	2,393	1,017
Weighted average common shares outstanding (diluted)	84,293	81,116	83,923	80,383
Earnings per common share:				
Basic	$ 0.15	$ 0.34	$ 0.39	$ 0.59
Diluted	$ 0.14	$ 0.34	$ 0.38	$ 0.58
Adjusted earnings per common share				
Basic	$ 0.31	$ 0.28	$ 0.90	$ 0.78
Diluted	$ 0.30	$ 0.28	$ 0.87	$ 0.77

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

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 Commerce 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 September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Revenues	$ 268,623	$ 241,439	$ 780,437	$ 705,881
Operating expenses				
Cost of revenue (excludes depreciation and amortization)	165,908	146,681	479,053	431,433
Salary and employee benefits	28,950	26,140	86,625	78,975
Depreciation and amortization	18,231	15,122	56,739	42,992
Selling, general and administrative	19,647	15,724	55,699	44,734
Total operating expenses	232,736	203,667	678,116	598,134
Operating income	35,887	37,772	102,321	107,747
Other expense				
Interest expense	(21,190)	(22,463)	(63,257)	(68,693)
Debt extinguishment and modification costs	—	(12,476)	—	(12,514)
Other income, net	1,897	4,554	4,573	6,667
Total other expense, net	(19,293)	(30,385)	(58,684)	(74,540)
Income before income taxes	16,594	7,387	43,637	33,207
Income tax expense (benefit)	4,371	(20,201)	11,791	(13,528)
Net income attributable to common stockholders	$ 12,223	$ 27,588	$ 31,846	$ 46,735
Other comprehensive income				
Foreign currency translation adjustments	(68)	(279)	(532)	(19)
Comprehensive income	**$ 12,155**	**$ 27,309**	**$ 31,314**	**$ 46,716**
Earnings per common share:				
Basic	$ 0.15	$ 0.34	$ 0.39	$ 0.59
Diluted	$ 0.14	$ 0.34	$ 0.38	$ 0.58
Adjusted earnings per common share[(1)]:				
Basic	$ 0.31	$ 0.28	$ 0.90	$ 0.78
Diluted	$ 0.30	$ 0.28	$ 0.87	$ 0.77
Weighted-average common shares outstanding:				
Basic	81,663	80,325	81,530	79,366
Diluted	84,293	81,116	83,923	80,383

(1) Adjusted EPS is a non-GAAP earnings measure. See Adjusted EPS reconciliation for further detail.

Priority Technology Holdings, Inc.
Unaudited Consolidated Balance Sheets

(in thousands)

	September 30, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 135,648	$ 77,192
Restricted cash	16,009	16,457
Accounts receivable, net of allowances	83,684	91,300
Prepaid expenses and other current assets	30,125	32,145
Current portion of notes receivable, net of allowance	2,856	2,062
Settlement assets	1,504,904	1,295,896
Total current assets	1,773,226	1,515,052
Notes receivable, less current portion	18,641	17,629
Property, equipment and software, net	65,325	58,636
Goodwill	425,221	416,641
Intangible assets, net	292,135	315,190
Deferred income taxes, net	43,986	46,350
Other noncurrent assets	30,707	29,306
Total assets	**$ 2,649,241**	**$ 2,398,804**
Liabilities, Stockholders' Deficit and Non-controlling interest		
Current liabilities:		
Accounts payable and accrued expenses	$ 62,488	$ 70,636
Accrued residual commissions	40,922	40,463
Customer deposits and advance payments	2,750	1,972
Current portion of long-term debt	5,700	—
Settlement obligations	1,506,105	1,297,263
Total current liabilities	1,617,965	1,410,334
Long-term debt, net of current portion, discounts and debt issuance costs	1,044,409	1,039,358
Other noncurrent liabilities	44,347	41,484
Total liabilities	2,706,721	2,491,176
Stockholders' deficit:		
Preferred stock	—	—
Common stock	83	82
Treasury stock, at cost	(24,568)	(22,759)
Additional paid-in capital	19,204	13,925
Accumulated other comprehensive loss	(742)	(210)
Accumulated deficit	(59,607)	(91,453)
Total stockholders' deficit attributable to stockholders of Priority Commerce	(65,630)	(100,415)
Non-controlling interests in consolidated subsidiaries	8,150	8,043
Total stockholders' deficit	(57,480)	(92,372)
Total liabilities, stockholders' deficit and Non-controlling interest	**$ 2,649,241**	**$ 2,398,804**

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

	Nine Months Ended September 30,	
	2026	**2025**
Cash flows from operating activities:		
Net income	$ 31,846	$ 46,735
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of assets	56,739	42,992
Stock-based compensation, ESPP, and incentive units compensation	6,023	7,119
Amortization of debt issuance costs and discounts	1,449	1,329
Debt extinguishment and modification costs	—	12,514
Deferred income tax	2,007	(16,090)
Change in contingent consideration	679	2,449
Bargain purchase adjustment/(gain)	354	(3,506)
Other non-cash items, net	(238)	(130)
Change in operating assets and liabilities, net of effects of acquisitions:		
Accounts receivable	8,851	(22,995)
Prepaid expenses and other current assets	(2,169)	(2,054)
Income taxes	5,035	(7,669)
Accounts payable and accrued expenses	(10,460)	1,498
Accrued residual commissions	459	1,118
Customer deposits and advance payments	778	(142)
Other assets, net	(1,821)	1,352
Other liabilities, net	(1,507)	(1,359)
Net cash provided by operating activities	**98,025**	**63,161**
Cash flows from investing activities:		
Acquisition of business, net of cash acquired	(11,456)	(77,369)
Additions to property, equipment and software	(20,430)	(18,952)
Notes receivable, net	(4,106)	(5,060)
Short-term investments, net	(500,000)	(46,667)
Other investing activities	(11,197)	(3,850)
Net cash used in investing activities	**(547,189)**	**(151,898)**
Cash flows from financing activities:		
Proceeds from issuance of long-term debt, net of issue discount	9,493	1,019,714
Debt issuance and modification costs paid	—	(4,725)
Repayments of long-term debt	(191)	(945,537)
Shares withheld for taxes	(1,809)	(3,006)
Proceeds from exercise of stock options	15	413
Settlement obligations, net	215,155	247,531
Payment of deferred/contingent consideration related to business combination	(170)	(19,756)
NCI repurchase	—	(6,000)
Net cash provided by financing activities	**222,493**	**288,634**
Net change in cash and cash equivalents and restricted cash:		
Net (decrease)/increase in cash and cash equivalents, and restricted cash	(226,671)	199,897
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	**$ 1,119,327**	**$ 1,193,761**
Reconciliation of cash and cash equivalents, and restricted cash:		
Cash and cash equivalents	$ 135,648	$ 56,978
Restricted cash	16,009	12,984
Cash and cash equivalents included in settlement assets (restricted in nature)	967,670	1,123,799
Total cash and cash equivalents, and restricted cash	**$ 1,119,327**	**$ 1,193,761**

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Merchant Solutions:				
Revenues	$ 179,645	$ 161,874	$ 517,209	$ 476,794
Adjusted EBITDA	$ 32,627	$ 27,727	$ 91,254	$ 81,181
Key Indicators:				
Total card processing dollar value	$ 19,265,134	$ 18,457,881	$ 57,151,775	$ 55,018,391
Total card transaction count	223,077	230,203	663,117	669,878
Payables:				
Revenues	$ 31,626	$ 25,162	$ 94,497	$ 74,113
Adjusted EBITDA	$ 3,925	$ 3,455	$ 12,489	$ 10,741
Key Indicators:				
Buyer funded card processing dollar value	$ 1,134,730	$ 789,700	$ 3,050,300	$ 2,295,100
Supplier funded issuing dollar value	$ 295,771	$ 230,882	$ 793,572	$ 688,399
ACH transaction count	4,695	4,860	14,481	14,277
Treasury Solutions:				
Revenues	$ 60,267	$ 55,684	$ 179,626	$ 158,430
Adjusted EBITDA	$ 48,085	$ 46,676	$ 142,269	$ 134,677
Key Indicators:				
Average CFTPay billed clients	1,152,092	1,054,238	1,141,312	995,660
Average CFTPay monthly enrollments	51,360	61,185	49,290	58,316
Average total account balances[(1)]	$ 1,542,346	$ 1,248,432	$ 1,479,057	$ 1,145,164

(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 September 30, 2026 and 2025, were $2.0 billion and $1.6 billion, respectively.

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

	Three Months Ended September 30, 2026				
	Merchant Solutions	Payables	Treasury Solutions	Corporate	Total
Reconciliation of Adjusted EBITDA to GAAP Measure:					
Adjusted EBITDA	$ 32,627	$ 3,925	$ 48,085	$ (23,711)	$ 60,926
Interest expense	(1,199)	—	—	(19,991)	(21,190)
Depreciation and amortization	(10,245)	(1,288)	(5,396)	(1,302)	(18,231)
Selling, general and administrative (non-recurring)	—	—	—	(2,905)	(2,905)
Non-cash stock-based compensation	—	(35)	—	(1,617)	(1,652)
Bargain purchase adjustment (non-recurring)	—	—	—	(354)	(354)
Income (loss) before taxes	**$ 21,183**	**$ 2,602**	**$ 42,689**	**$ (49,880)**	**$ 16,594**
Income tax expense					(4,371)
Net income					**$ 12,223**

	Nine Months Ended September 30, 2026				
	Merchant Solutions	Payables	Treasury Solutions	Corporate	Total
Reconciliation of Adjusted EBITDA to GAAP Measure:					
Adjusted EBITDA	$ 91,254	$ 12,489	$ 142,269	$ (67,597)	$ 178,415
Interest expense	(3,428)	—	(669)	(59,160)	(63,257)
Depreciation and amortization	(33,256)	(3,865)	(15,896)	(3,722)	(56,739)
Selling, general and administrative (non-recurring)	—	—	—	(8,405)	(8,405)
Non-cash stock-based compensation	—	(107)	(1)	(5,915)	(6,023)
Bargain purchase adjustment (non-recurring)	—	—	—	(354)	(354)
Income (loss) before taxes	**$ 54,570**	**$ 8,517**	**$ 125,703**	**$ (145,153)**	**$ 43,637**
Income tax expense					(11,791)
Net income					**$ 31,846**

	Three Months Ended September 30, 2025				
	Merchant Solutions	Payables	Treasury Solutions	Corporate	Total
Reconciliation of Adjusted EBITDA to GAAP Measure:					
Adjusted EBITDA	$ 27,727	$ 3,455	$ 46,676	$ (20,099)	$ 57,759
Interest expense	(357)	(361)	(143)	(21,602)	(22,463)
Depreciation and amortization	(7,607)	(1,275)	(4,924)	(1,316)	(15,122)
Debt modification and extinguishment expenses	—	—	—	(12,476)	(12,476)
Selling, general and administrative (non-recurring)	—	—	—	(1,491)	(1,491)
Non-cash stock-based compensation	—	(133)	(33)	(2,161)	(2,327)
Bargain purchase gain (non-recurring)	—	—	—	3,507	3,507
Income (loss) before taxes	**$ 19,763**	**$ 1,686**	**$ 41,576**	**$ (55,638)**	**$ 7,387**
Income tax benefit					20,201
Net income					**$ 27,588**

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

	Nine Months Ended September 30, 2025				
	Merchant Solutions	**Payables**	**Treasury Solutions**	**Corporate**	**Total**
Reconciliation of Adjusted EBITDA to GAAP Measure:					
Adjusted EBITDA	$ 81,181	$ 10,741	$ 134,677	$ (61,496)	$ 165,103
Interest expense	(357)	(2,158)	(385)	(65,793)	(68,693)
Depreciation and amortization	(20,865)	(3,798)	(14,507)	(3,822)	(42,992)
Debt modification and extinguishment expenses	—	—	—	(12,514)	(12,514)
Selling, general and administrative (non-recurring)	—	—	—	(4,085)	(4,085)
Non-cash stock-based compensation	1	(301)	(98)	(6,721)	(7,119)
Bargain purchase gain (non-recurring)	—	—	—	3,507	3,507
Income (loss) before taxes	**$ 59,960**	**$ 4,484**	**$ 119,687**	**$ (150,924)**	**$ 33,207**
Income tax benefit					13,528
Net income					**$ 46,735**