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

August 6, 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 August 6, 2026, Priority Technology Holdings, Inc. ("Priority Commerce") issued a press release announcing its financial results for the quarter ended June 30, 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 August 6, 2026, Priority Commerce will hold an earnings conference call and webcast at 10:00 a.m. (Eastern Time) to discuss the financial results for the quarter ended June 30, 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 August 6, 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: August 6, 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 Second Quarter Financial Results

Second Quarter Performance Driven by Strength of Unified Commerce Platform

ALPHARETTA, GA - August 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[1]

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[2]) 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[2]) 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[2]) 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[2]) of $0.29 increased by $0.03, or 11.5%, from $0.26

(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.*

"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://viavid.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**
Selling, general and administrative expenses (non-recurring):				
Legal fees[1]	1,385	314	3,210	1,610
Professional, accounting and consulting fees[2]	42	64	2,105	1,108
Other expenses, net[3]	104	17	185	36
Litigation settlement	—	—	—	(160)
	$ 1,531	**$ 395**	**$ 5,500**	**$ 2,594**

(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.

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Reconciliation of Adjusted EPS				
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(1)	(5,084)	(3,244)	(9,941)	(6,800)
Adjusted net income attributable to common share holders	$ 24,335	$ 20,653	$ 47,918	$ 38,502
Weighted average common shares outstanding (basic)	81,549	78,981	81,462	78,878
Effect of dilutive potential common shares	2,274	856	2,274	1,090
Weighted average common shares outstanding (diluted)	83,823	79,837	83,736	79,968
Earnings per common share:				
Basic	$ 0.12	$ 0.14	$ 0.24	$ 0.24
Diluted	$ 0.12	$ 0.14	$ 0.23	$ 0.24
Adjusted earnings per common share				
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

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 June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Revenues	$ 262,256	$ 239,812	$ 511,814	$ 464,442
Operating expenses				
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	229,212	202,462	445,380	394,467
Operating income	33,044	37,350	66,434	69,975
Other expense				
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	(19,407)	(22,048)	(39,391)	(44,155)
Income before income taxes	13,637	15,302	27,043	25,820
Income tax expense	3,774	4,423	7,420	6,673
Net income attributable to common stockholders	$ 9,863	$ 10,879	$ 19,623	$ 19,147
Other comprehensive income				
Foreign currency translation adjustments	(111)	217	(464)	260
Comprehensive income	**$ 9,752**	**$ 11,096**	**$ 19,159**	**$ 19,407**
Earnings per common share:				
Basic	$ 0.12	$ 0.14	$ 0.24	$ 0.24
Diluted	$ 0.12	$ 0.14	$ 0.23	$ 0.24
Adjusted earnings per common share[1]:				
Basic	$ 0.30	$ 0.26	$ 0.59	$ 0.49
Diluted	$ 0.29	$ 0.26	$ 0.57	$ 0.48
Weighted-average common shares outstanding:				
Basic	81,549	78,981	81,462	78,878
Diluted	83,823	79,837	83,736	79,968

[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)

	June 30, 2026	December 31, 2025
Assets		
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
Total assets	**$ 2,496,391**	**$ 2,398,804**
Liabilities, Stockholders' Deficit and Non-controlling interest		
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
Total liabilities	2,567,442	2,491,176
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)
Total stockholders' deficit attributable to stockholders of Priority Commerce	(79,166)	(100,415)
Non-controlling interests in consolidated subsidiaries	8,115	8,043
Total stockholders' deficit	(71,051)	(92,372)
Total liabilities, stockholders' deficit and Non-controlling interest	**$ 2,496,391**	**$ 2,398,804**

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

	Six Months Ended June 30,	
	2026	**2025**
Cash flows from operating activities:		
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)
Net cash provided by operating activities	**55,345**	**27,080**
Cash flows from investing activities:		
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)
Net cash used in investing activities	**(203,024)**	**(21,145)**
Cash flows from financing activities:		
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)
Net cash provided by financing activities	**83,230**	**178,091**
Net change in cash and cash equivalents and restricted cash:		
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
Cash and cash equivalents and restricted cash at end of period	**$ 1,281,549**	**$ 1,177,890**
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
Total cash and cash equivalents, and restricted cash	**$ 1,281,549**	**$ 1,177,890**

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Merchant Solutions:				
Revenues	$ 175,778	$ 163,230	$ 337,564	$ 314,920
Adjusted EBITDA	$ 30,887	$ 27,749	$ 58,627	$ 53,454
Key Indicators:				
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
Payables:				
Revenues	$ 30,430	$ 25,033	$ 62,871	$ 48,951
Adjusted EBITDA	$ 3,110	$ 3,770	$ 8,564	$ 7,286
Key Indicators:				
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
Treasury Solutions:				
Revenues	$ 60,519	$ 52,658	$ 119,359	$ 102,746
Adjusted EBITDA	$ 47,513	$ 45,558	$ 94,184	$ 88,001
Key Indicators:				
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(1)	$ 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)

	Three Months Ended June 30, 2026				
	Merchant Solutions	Payables	Treasury Solutions	Corporate	Total
Reconciliation of Adjusted EBITDA to GAAP Measure:					
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)
Income (loss) before taxes	**$ 16,646**	**$ 1,785**	**$ 41,960**	**$ (46,754)**	**$ 13,637**
Income tax expense					(3,774)
Net income					**$ 9,863**

	Six Months Ended June 30, 2026				
	Merchant Solutions	Payables	Treasury Solutions	Corporate	Total
Reconciliation of Adjusted EBITDA to GAAP Measure:					
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)
Income (loss) before taxes	**$ 33,387**	**$ 5,915**	**$ 83,014**	**$ (95,273)**	**$ 27,043**
Income tax expense					(7,420)
Net income					**$ 19,623**

	Three Months Ended June 30, 2025				
	Merchant Solutions	Payables	Treasury Solutions	Corporate	Total
Reconciliation of Adjusted EBITDA to GAAP Measure:					
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)
Income (loss) before taxes	**$ 21,121**	**$ 1,634**	**$ 40,341**	**$ (47,794)**	**$ 15,302**
Income tax expense					(4,423)
Net income					**$ 10,879**

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

	Six Months Ended June 30, 2025				
	Merchant Solutions	Payables	Treasury Solutions	Corporate	Total
Reconciliation of Adjusted EBITDA to GAAP Measure:					
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)
Income (loss) before taxes	**$ 40,197**	**$ 2,799**	**$ 78,110**	**$ (95,286)**	**$ 25,820**
Income tax expense					(6,673)
Net income					**$ 19,147**

Priority Technology Holdings, Inc. (Nasdaq: PRTH)

Supplemental Slides: Q2 2026

August 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 Commerce”, “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 Commerce 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 Commerce’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 Commerce’s earnings press release for more details.

Key 2nd Quarter 2026 Highlights

Q2 2026 RESULTS

REVENUE
+9%

ADJ GROSS PROFIT[1]
+8%

ADJ EBITDA[1]
+6%

ADJ EPS (diluted)
$0.29
+12%

Q2 2026 KEY METRICS

$1.8B
Account Balances

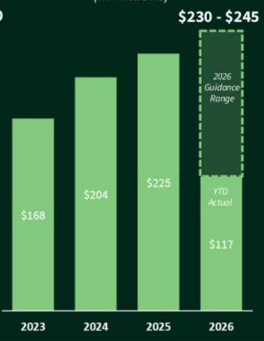
1.8M
Customer Accounts

$151B
Total Payments Volume[2]

MAINTAINING FY 2026 GUIDANCE

REVENUE
(In Millions)

ADJUSTED EBITDA[1]
(In Millions)



[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 June 30, 2026

Q2 2026 Consolidated Results

Revenue increased **9%** to **$262.3 million**

Adj Gross Profit[1] increased 8% to **$99.9 million**

Adj Gross Profit margin[1] decreased 40 **basis points** to **38.1%**

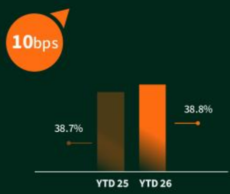
Adjusted EBITDA[1] increased 6% to **$59.4 million**

[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

YTD 2026 Consolidated Results

Revenue increased 10% to **$511.8 million**

Adj Gross Profit[1] increased **11%** to **$198.7 million**



Adj Gross Profit margin[1] increased **10 basis points** to **38.8%**

Adjusted EBITDA[1] increased **9%** to **$117.5 million**

[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

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

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Merchant Solutions
Full featured POS & merchant acquiring solutions that accelerate your cash flow to capture revenue opportunities for businesses
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Payables
Optimize your working capital and earn cash back by leveraging our payables & financing solutions while automating reconciliation
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Treasury Solutions
Passport automates reconciliation, streamlines financial operations & provides full transparency to your liquidity
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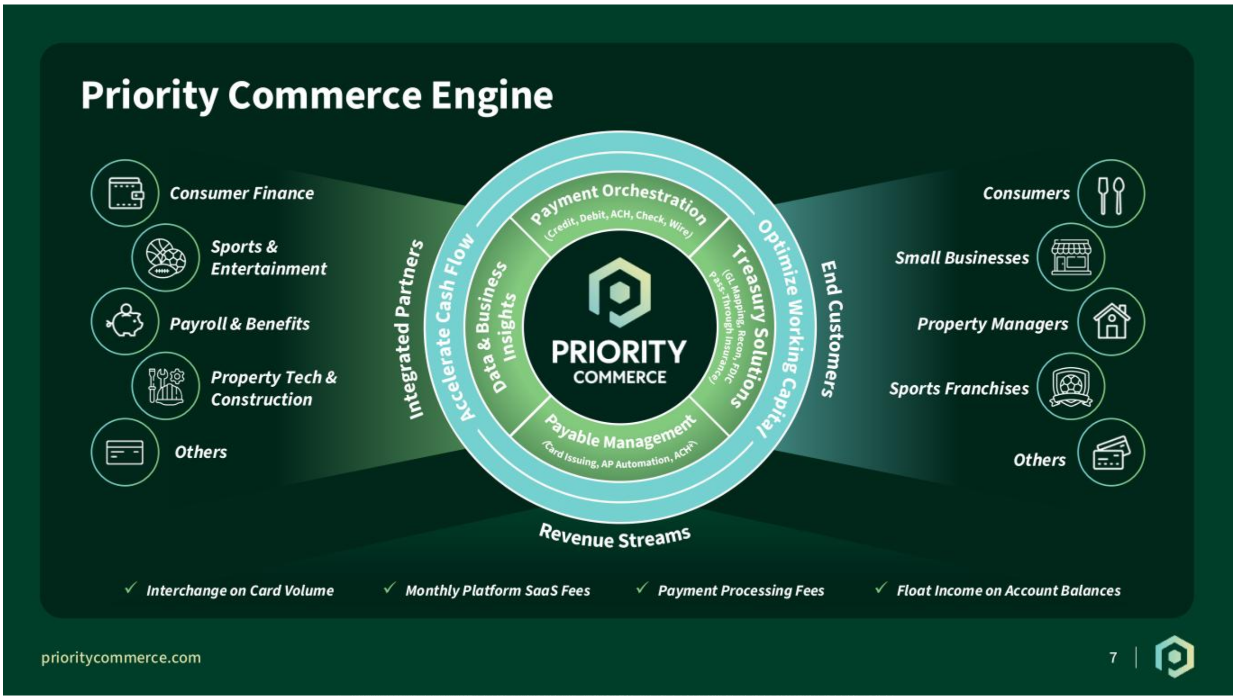
Priority Commerce Engine
Consumer Finance
Sports & Entertainment
Payroll & Benefits
Property Tech & Construction
Others
Integrated Partners
Accelerate Cash Flow
Data & Business Insights
Payment Orchestration
(Credit, Debit, ACH, Check, Wire)
PRIORITY
COMMERCE
Treasury Solutions
(GL Mapping, Recon, FDIC Pass-Through Insurance)
Payable Management
(Card Issuing, AP Automation, ACH+)
Optimize Working Capital
End Customers
Consumers
Small Businesses
Property Managers
Sports Franchises
Others
Revenue Streams
✓ Interchange on Card Volume
✓ Monthly Platform SaaS Fees
✓ Payment Processing Fees
✓ Float Income on Account Balances
prioritycommerce.com
7

Second Quarter 2026
Financial Results

Merchant Solutions Highlights – Q2 2026

Revenue	Adj. Gross Profit[1]	Adj. EBITDA[1]
$175.8MM	**$39.8MM**	**$30.9MM**
+8% YoY	+12% YoY | 22.7% Margin	+11% YoY | 17.6% Margin

Q2 2026 Segment Highlights

- Revenue growth driven by combination of 4.5% organic growth plus acquisitions in 2H 2025
- Total Card $ Volumes in Q2 increased 3.6% YoY to $19.5bn
- Gross Margins expanded by over 100 bps

[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

Payables Highlights – Q2 2026

Revenue	Adj. Gross Profit[1]	Adj. EBITDA[1]
$30.4MM	**$6.5MM**	**$3.1MM**
+22% YoY	(10%) YoY | 21.4% Margin	(17%) YoY | 10.2% Margin

Q2 2026 Segment Highlights

- Revenue growth driven by 26% YoY increase in Buyer-Funded revenues
- Gross Margins and Adj EBITDA impacted by revenue mix combined with increased card network and interchange expenses

[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

Treasury Solutions Highlights – Q2 2026

Revenue	Adj. Gross Profit[1]	Adj. EBITDA[1]
$60.5MM	**$53.6MM**	**$47.5MM**
+15% YoY	+8% YoY | 88.5% Margin	+4% YoY | 78.5% Margin

Q2 2026 Segment Highlights

- CFTPay Avg Monthly New Enrollments slowed to 46k but Billed Client growth remained strong with 15% YoY increase to 1.1MM
- 133 Integrated Partners at quarter-end (up 30% from Q2 2025)

[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

Consolidated Operating Expenses – Q2 2026

Salaries & Benefits	SG&A	Depreciation & Amortization
$29.1MM	**$16.8MM**	**$20.9MM**
+8% YoY	+21% YoY	+48% YoY

Q2 2026 Highlights

- Higher Salaries & Benefits primarily related to acquisitions in 2H 2025
- Increase in SG&A expenses driven by higher software (incl public cloud migration) and marketing related expenses combined with non-recurring legal and transaction related expenses

Capital Structure Highlights

Net Leverage Calculation *(In Millions)*

Total Debt Balance[1]	$1,020.0
(-) Unrestricted Cash Balance	$120.3
Net Debt	**$899.7**
LTM Adj. EBITDA (Q2 2026)[2]	$235.3
Net Leverage Ratio	**3.82x**

Historical Leverage Profile

Key Updates and Highlights

- Net leverage ratio reduced to 3.82x based on continued growth in Adjusted EBITDA and free cash flow generation
- Pro forma net leverage ratio of 3.75x based on run-rate impact of acquisitions
- Available liquidity over $220 million including unfunded $100 million Revolver and $120 million cash balance
- Capital allocation strategy will focus on continued de-leveraging throughout 2026 complimented by tuck-in acquisitions

[1] Total debt balance excludes non-recourse borrowings under the residual financing facility
[2] 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

Appendix

Appendix 1 – Adjusted Gross Profit[1] Reconciliation

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

	(in Millions) Three Months Ended June 30, 2026					*(in Millions)* Three Months Ended June 30, 2025				
	Merchant Solutions	Payables	Treasury Solutions	Eliminations	Total	Merchant Solutions	Payables	Treasury Solutions	Eliminations	Total
Revenues	$ 175.8	$ 30.4	$ 60.5	$ (4.5)	$ 262.3	$ 163.2	$ 25.0	$ 52.7	$ (1.1)	$ 239.8
Cost of Revenue (excluding depreciation and amortization)	(136.0)	(23.9)	(7.0)	4.5	(162.4)	(127.8)	(17.8)	(2.9)	1.1	(147.4)
Adjusted Gross Profit	**39.8**	**6.5**	**53.6**	**(0.0)**	**99.9**	**35.4**	**7.3**	**49.7**	**(0.0)**	**92.4**
Adjusted Gross Profit Margin	22.7%	21.4%	88.5%		38.1%	21.7%	29.1%	94.4%		38.5%
Depreciation and amortization of revenue generating assets	(2.2)	(0.7)	(2.6)	--	(5.5)	(2.0)	(0.7)	(2.2)	--	(4.9)
Gross profit	**$ 37.7**	**$ 5.8**	**$ 51.0**	**$ (0.0)**	**$ 94.4**	**$ 33.4**	**$ 6.6**	**$ 47.5**	**$ (0.0)**	**$ 87.5**
Gross profit margin	21.4%	19.0%	84.2%		36.0%	20.5%	26.3%	90.3%		36.5%

Note: Certain dollar amounts may not add mathematically due to rounding
[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.

Appendix 2 – Adjusted EBITDA[1] Reconciliation

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

	(in Millions) Three Months Ended June 30, 2026					*(in Millions)* Three Months Ended June 30, 2025				
	Merchant Solutions	Payables	Treasury Solutions	Eliminations	Total	Merchant Solutions	Payables	Treasury Solutions	Eliminations	Total
Adjusted EBITDA	**$ 30.9**	**$ 3.1**	**$ 47.5**	**$ (22.1)**	**$ 59.4**	**$ 27.7**	**$ 3.8**	**$ 45.6**	**$ (21.0)**	**$ 56.0**
Adjusted EBITDA Margin	17.1%	16.8%	79.3%		23.8%	17.0%	15.1%	86.5%		23.4%
Interest Expense	(1.1)	--	(0.3)	(19.6)	(21.1)	--	(0.8)	(0.2)	(22.0)	(23.1)
Depreciation and Amortization	(13.1)	(1.3)	(5.3)	(1.2)	(20.9)	(6.6)	(1.3)	(4.9)	(1.3)	(14.1)
Selling, General and Administrative (Non-Recurring)	--	--	--	(1.5)	(1.5)	--	--	--	(0.4)	(0.4)
Non-Cash Stock Based Compensation	--	(0.0)	--	(2.2)	(2.3)	0.0	(0.1)	(0.0)	(3.1)	(3.2)
Income (Loss) Before Taxes	**$ 16.6**	**$ 1.8**	**$ 42.0**	**$ (46.8)**	**$ 13.6**	**$ 21.1**	**$ 1.6**	**$ 40.3**	**$ (47.8)**	**$ 15.3**
Income (Loss) Before Taxes % of Revenue	9.5%	5.9%	69.3%	--	5.2%	12.9%	6.5%	76.6%		6.4%

Note: Certain dollar amounts may not add mathematically due to rounding
[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.

Appendix 3 – Adjusted Earnings Per Share Reconciliation

The reconciliation of Adjusted Earnings Per Share is provided below:

	(in Millions) Three Months Ended June 30,			
	2026		2025	
Reconciliation of Adjusted EPS				
Net income attributable to common shareholders	$	9.9	$	10.9
Stock based compensation		2.3		3.2
Other non-recurring expenses		1.5		0.4
Amortization of acquisition related intangible assets		15.7		9.4
Tax impact of adjustments [1]		(5.1)		(3.2)
Adjusted net income attributable to common share holders	**$**	**24.3**	**$**	**20.7**
Weighted average common shares outstanding (basic)		81.5		78.8
Effect of dilutive potential common shares		2.2		1.1
Weighted average common shares outstanding (diluted)		83.7		79.9
Earnings (loss) per common share:				
Basic	$	0.12	$	0.14
Diluted	$	0.12	$	0.14
Adjusted earnings per common share:				
Basic	$	0.30	$	0.26
Diluted	$	0.29	$	0.26

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