PRIORITY COMMERCE

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.

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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

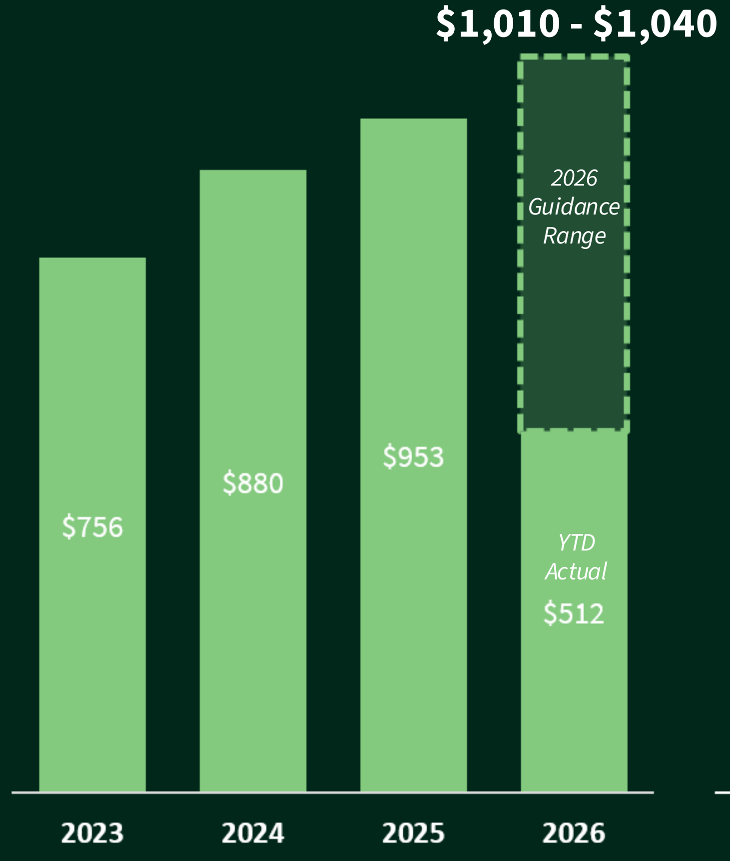
$1.8B
Account Balances

1.8M
Customer Accounts

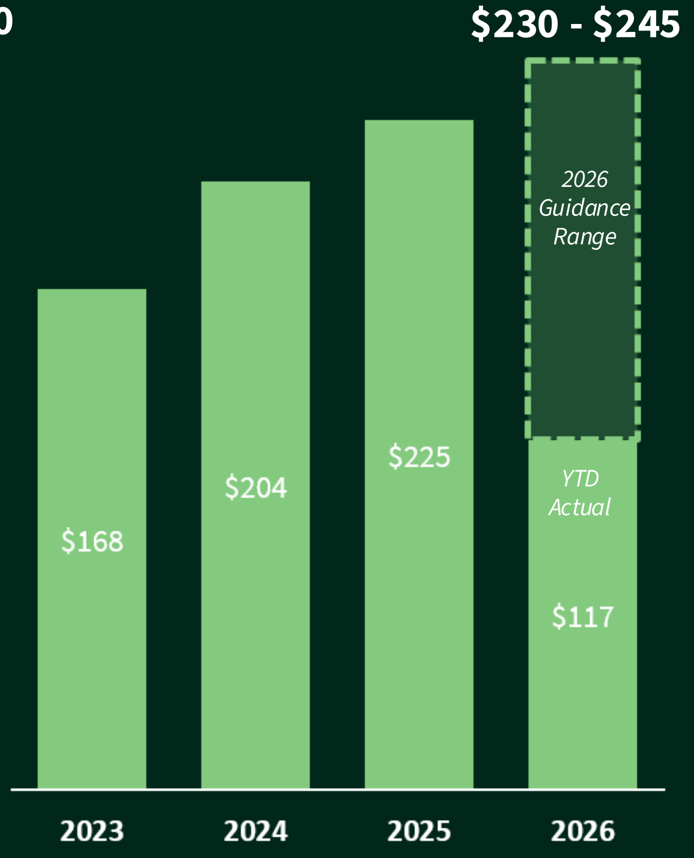
$151B
Total Payments Volume[2]

MAINTAINING FY 2026 GUIDANCE

REVENUE
(In Millions)

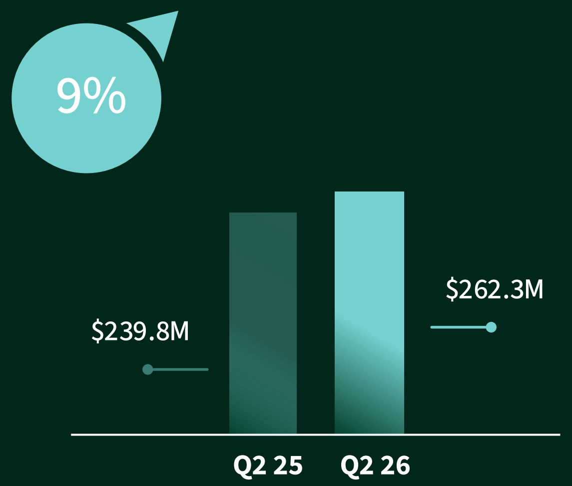


ADJUSTED EBITDA[1]
(In Millions)

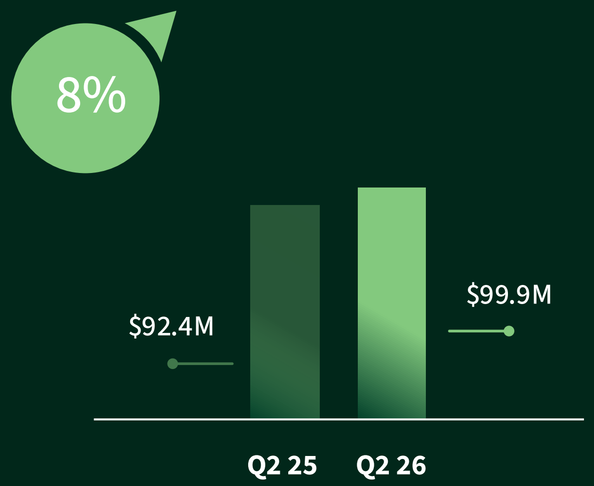


[1] Adjusted Gross Profit, Adjusted Gross Profit margin, Adjusted EBITDA and Adjusted EBITDA margin referred to in this presentation are non-GAAP measures. See slide 2 for further details
[2] Represents LTM payments volume as of June 30, 2026

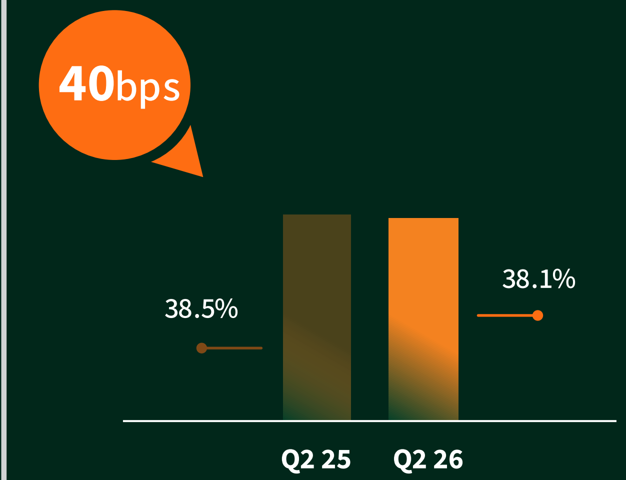
Q2 2026 Consolidated Results



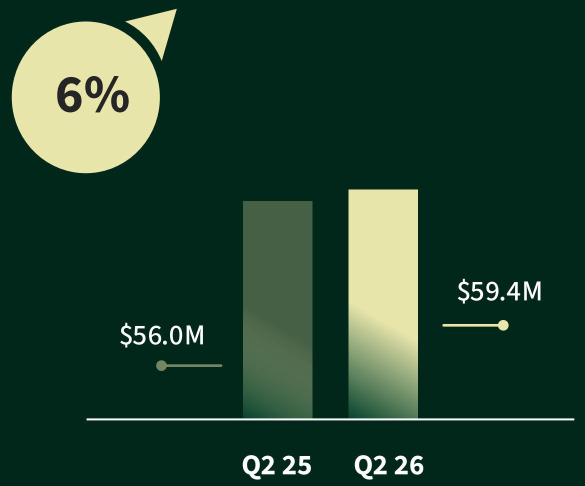
Revenue increased **9% to $262.3 million**



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



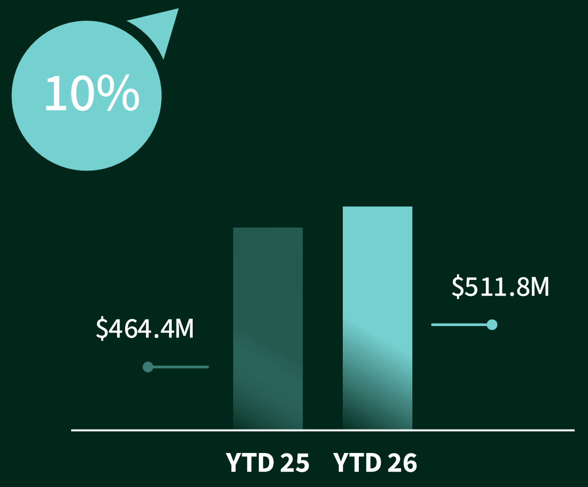
Adj Gross Profit margin[1] decreased 40 **basis points** to **38.1%**



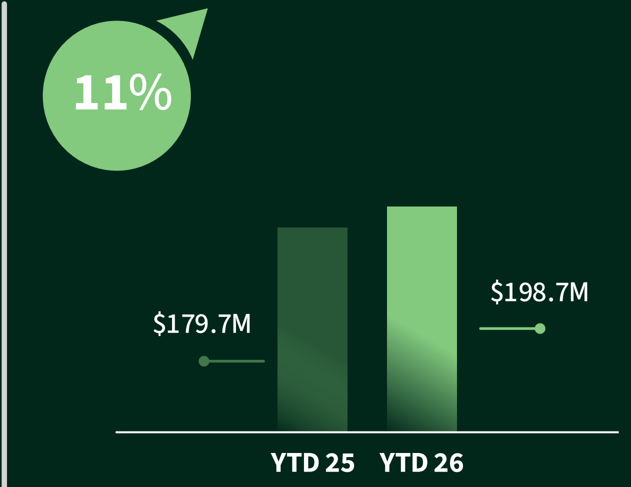
Adjusted EBITDA[1] increased 6% to **$59.4 million**

[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

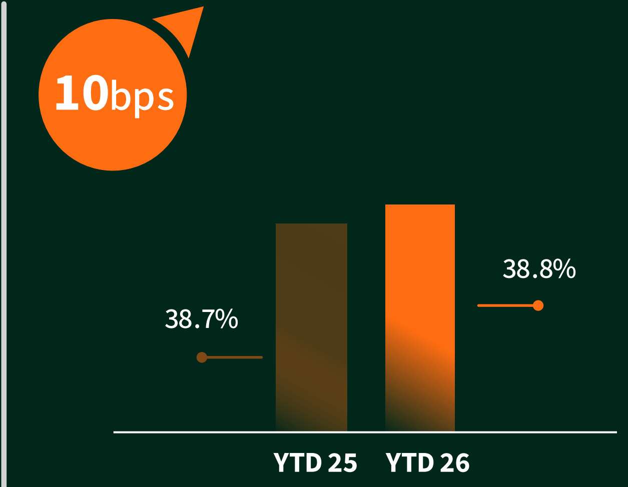
YTD 2026 Consolidated Results



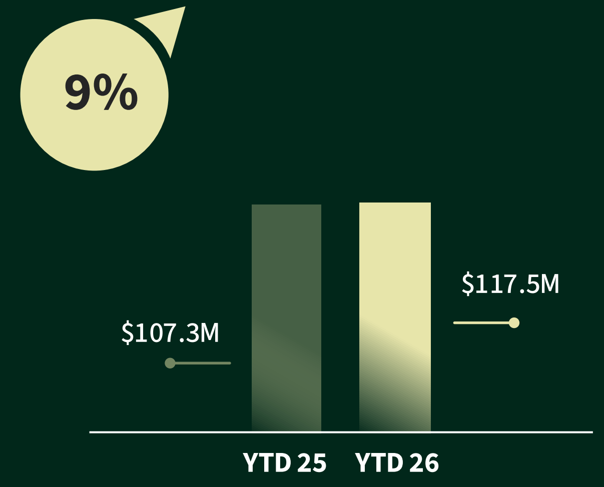
Revenue increased 10% to **$511.8 million**



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

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

- *Consumer Finance*
- *Sports & Entertainment*
- *Payroll & Benefits*
- *Property Tech & Construction*
- *Others*

- *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*

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
$30.4MM
+22% YoY

Adj. Gross Profit[1]
$6.5MM
(10%) YoY | 21.4% Margin

Adj. EBITDA[1]
$3.1MM
(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
$29.1MM
+8% YoY

SG&A
$16.8MM
+21% YoY

Depreciation & Amortization
$20.9MM
+48% YoY

Q2 2026 Highlights

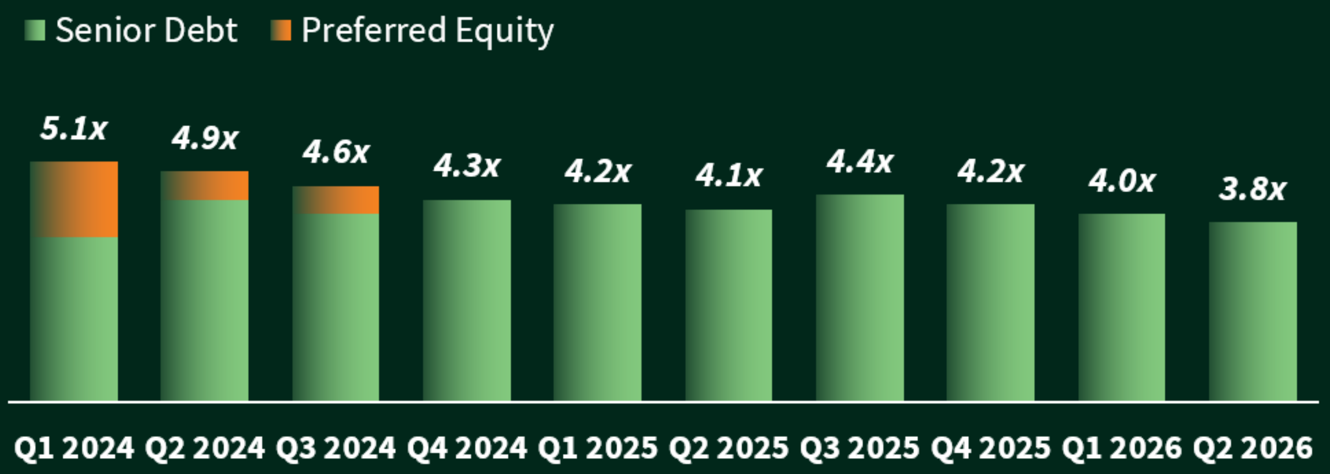
- Higher Salaries & Benefits primarily related to acquisitions in 2H 2025
- Increase in SG&A expenses driven by higher software (incl public cloud migration) and marketing related expenses combined with non-recurring legal and transaction related expenses

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)