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

March 23, 2023
Date of Report (Date of earliest event reported)

PRIORITY
TECHNOLOGY HOLDINGS™

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 Global Market

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 March 23, 2023, Priority Technology Holdings, Inc. ("Priority") issued a press release announcing its financial results for the quarter ended December 31, 2022. 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 March 23, 2023, Priority will hold an earnings conference call and webcast at 11:00 a.m. (Eastern Time) to discuss the financial results for the quarter ended December 31, 2022. 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.prth.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 March 23, 2023
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: March 23, 2023

PRIORITY TECHNOLOGY HOLDINGS, INC.

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

Exhibit 99.1

Priority Investor Inquiries:
Chris Kettmann
ckettmann@lincolnchurchilladvisors.com
(773) 497-7575

Priority Technology Holdings, Inc. Announces Fourth Quarter 2022 and Full Year Financial Results

Fourth Quarter Revenue and Adjusted Gross Profit (a Non-GAAP measure[1]) Growth Driven by Strong Performance Across all Business Segments

ALPHARETTA, GA - March 23, 2023 -- Priority Technology Holdings, Inc. (NASDAQ: PRTH) ("Priority" or the "Company"), the platform for unified commerce that delivers integrated payments and banking services at scale, today announced its fourth quarter and full year 2022 financial results including strong quarter-over-quarter and year-over-year diversified revenue growth.

Highlights of Consolidated Results

Fourth Quarter 2022, Compared with Fourth Quarter 2021

Financial highlights of the fourth quarter of 2022 compared with the fourth quarter of 2021, are as follows:

- Revenue of $177.6 million increased 23.3% from $144.0 million.
- Adjusted gross profit (a non-GAAP measure[1]) of $61.0 million increased 25.3% from $48.7 million.
- Adjusted gross profit margin (a non-GAAP measure[1]) of 34.3% increased 50 basis points from 33.8%.
- Operating income of $18.2 million increased 41.1% from $12.9 million.
- Adjusted EBITDA (a non-GAAP measure[1]) of $39.8 million increased 21.0% from $32.9 million

Full Year 2022, Compared with Full Year 2021

Financial highlights of the full year 2022 compared with the full year 2021, are as follows:

- Revenue of $663.6 million increased 28.9% from $514.9 million.
- Adjusted gross profit (a non-GAAP measure[1]) of $226.9 million increased 46.4% from $155.0 million.
- Adjusted gross profit margin (a non-GAAP measure[1]) of 34.2% increased 410 basis points from 30.1%.
- Operating income of $56.2 million increased 69.8% from $33.1 million.
- Adjusted EBITDA (a non-GAAP measure[1]) of $140.3 million increased 45.7% from $96.3 million.

[1] *See "Non-GAAP Financial Measures" and the reconciliations of Adjusted Gross Profit (non-GAAP),Adjusted Gross Profit Margin (non-GAAP), and Adjusted EBITDA, to their most comparable GAAP measures provided below for additional information.*

"Our outstanding fourth quarter and full year results reflect the strength of our market-leading unified commerce platform. Our business has been purpose-built to perform despite challenging economic environments like we have today. The results demonstrate that we are executing," said Tom Priore, Chairman & CEO of Priority. "Looking ahead, we will remain focused on our mission to deliver payments and banking as a service solutions for our SMB, B2B and Enterprise payments partners and driving long term value for our shareholders."

Full Year 2023 Financial Guidance

Priority's outlook remains strong, which is reflected in our full year 2023 guidance:

- Revenue forecasted to range between $740 million to $755 million, a growth rate of 12% to 14%.
- Adjusted EBITDA (a non-GAAP measure) is forecasted to range between $160 million to $165 million, a growth rate of 14% to 18%.

Conference Call

Priority Technology Holdings, Inc.'s leadership will host a conference call on Thursday, March 23, 2023 at 11:00 a.m. EDT to discuss its fourth quarter 2022 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://edge.media-server.com/mmc/p/gw4f4523** and will also be posted in the "Investor Relations" section of the Company's website at www.prioritycommerce.com.

An audio replay of the call will be available shortly after the conference call until March 30, 2023 at 2:00 p.m. EDT. To listen to the audio replay, dial (877) 344-7529 or (412) 317-0088 and enter conference ID number **5272926**. Alternatively, you may access the webcast replay in the "Investor Relations" section of the Company's website at www.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 December 31,		**Years Ended December 31,**	
	2022	**2021**	**2022**	**2021**
Revenues	$ 177,555	$ 144,048	$ 663,641	$ 514,901
Cost of revenue (excluding depreciation and amortization)	(116,566)	(95,358)	(436,753)	(359,885)
Adjusted gross profit	**60,989**	**48,690**	**226,888**	**155,016**
Adjusted gross profit margin	34.3 %	33.8 %	34.2 %	30.1 %
Depreciation and amortization of revenue generating assets	(2,762)	(2,401)	(10,355)	(6,940)
Gross profit	**58,227**	**46,289**	**216,533**	**148,076**
Gross profit margin	32.8 %	32.1 %	32.6 %	28.8 %

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 December 31,		**Years Ended December 31,**	
	2022	**2021**	**2022**	**2021**
Net (loss) income	$ (1,312)	$ 14,094	$ (2,150)	$ 1,389
Interest expense	16,272	11,877	53,554	36,485
Income tax expense (benefit)	3,517	(5,307)	5,350	(5,258)
Depreciation and amortization	18,006	17,574	70,681	49,697
EBITDA	36,483	38,238	127,435	82,313
Debt extinguishment and modification	—	—	—	8,322
Gain on sale of business and investment	—	(7,643)	—	(7,643)
Selling, general and administrative (non-recurring)	1,112	1,403	5,395	10,089
Non-cash stock-based compensation	2,024	864	6,228	3,213
Change in the fair value of contingent consideration	172	—	1,244	—
Adjusted EBITDA	**$ 39,791**	**$ 32,862**	**$ 140,302**	**$ 96,294**

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 December 31,		**Years Ended December 31,**	
	2022	**2021**	**2022**	**2021**
Selling, general and administrative expenses (non-recurring):				
Certain legal fees	$ 340	$ 170	$ 916	$ 7,291
Professional, accounting and consulting fees	641	—	1,300	—
Other expenses	131	1,233	3,179	2,798
	$ 1,112	**$ 1,403**	**$ 5,395**	**$ 10,089**

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 a payments technology company that leverages a purpose-built platform to enable clients to collect, store and send money, operating at scale. Priority helps its customers take and make payments while managing business and consumer operating accounts to monetize payment networks. Priority's tailored, agile technology powers high-value payments products bolstered by industry-leading personalized support, and delivers value to its partners by leveraging its payments and embedded finance technology to deliver solutions that power modern commerce. The Company's approach is simple – Priority handles the complexities of payments and embedded finance to free its partners to focus on their core business objectives. Priority's solutions are offered via API or proprietary applications with nationwide money transmission licenses, providing end-to-end operational support including automated risk management and underwriting, full compliance and industry leading customer service. Additional information can be found at www.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 2023 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 23, 2023. 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 Technology Holdings, Inc.
Unaudited Consolidated Statements of Operations

(in thousands, except per share amounts)	Three Months Ended December 31, 2022	Three Months Ended December 31, 2021	Years Ended December 31, 2022	Years Ended December 31, 2021
Revenues	$ 177,555	$ 144,048	$ 663,641	$ 514,901
Operating expenses				
Cost of revenue (excludes depreciation and amortization)	116,566	95,358	436,753	359,885
Salary and employee benefits	16,846	12,010	65,077	43,818
Depreciation and amortization	18,006	17,574	70,681	49,697
Selling, general and administrative	7,938	6,195	34,965	28,408
Total operating expenses	159,356	131,137	607,476	481,808
Operating income	18,199	12,911	56,165	33,093
Other (expense) income				
Interest expense	(16,272)	(11,877)	(53,554)	(36,485)
Debt extinguishment and modification costs	—	—	—	(8,322)
Gain on sale of business and investment	—	7,643	—	7,643
Other income, net	278	110	589	202
Total other expense, net	(15,994)	(4,124)	(52,965)	(36,962)
Income (loss) before income taxes	2,205	8,787	3,200	(3,869)
Income tax expense (benefit)	3,517	(5,307)	5,350	(5,258)
Net (loss) income	(1,312)	14,094	(2,150)	1,389
Less: Dividends and accretion attributable to redeemable senior preferred stockholders	(10,465)	(8,285)	(36,880)	(18,009)
Less: Non-controlling interest preferred unit redemptions	—	2,756	—	(8,021)
Net (loss) income attributable to common stockholders	**$ (11,777)**	**$ 8,565**	**$ (39,030)**	**$ (24,641)**
(Loss) earnings per common share:				
Basic	$ (0.15)	$ 0.11	$ (0.50)	$ (0.34)
Diluted	$ (0.15)	$ 0.11	$ (0.50)	$ (0.34)
Weighted-average common shares outstanding:				
Basic and diluted	77,984	78,467	78,233	71,902
Diluted	77,984	79,013	78,233	71,902

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Priority Technology Holdings, Inc.
Unaudited Consolidated Balance Sheets

(in thousands)

	December 31, 2022	December 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	$ 18,454	$ 20,300
Restricted cash	10,582	28,859
Accounts receivable, net of allowances	78,113	58,423
Prepaid expenses and other current assets	11,832	15,807
Current portion of notes receivable	1,471	272
Settlement assets and customer/subscriber account balances	532,018	479,471
Total current assets	652,470	603,132
Notes receivable, less current portion	3,191	105
Property, equipment and software, net	34,687	25,233
Goodwill	369,337	365,740
Intangible assets, net	288,794	340,211
Deferred income taxes, net	16,447	8,265
Other noncurrent assets	8,437	9,256
Total assets	**$ 1,373,363**	**$ 1,351,942**
Liabilities, Redeemable Senior Preferred Stock and Stockholders' Deficit		
Current liabilities:		
Accounts payable and accrued expenses	$ 51,864	$ 42,523
Accrued residual commissions	35,979	29,532
Customer deposits and advance payments	2,618	5,021
Current portion of long-term debt	6,200	6,200
Settlement and customer/subscriber account obligations	533,340	500,291
Total current liabilities	630,001	583,567
Long-term debt, net of current portion, discounts and debt issuance costs	598,926	604,105
Other noncurrent liabilities	11,643	18,349
Total noncurrent liabilities	610,569	622,454
Total liabilities	1,240,570	1,206,021
Redeemable senior preferred stock	235,579	210,158
Stockholders' deficit:		
Preferred stock	—	—
Common stock	76	77
Additional paid-in capital	9,650	39,835
Treasury stock, at cost	(11,559)	(4,091)
Accumulated deficit	(102,208)	(100,058)
Total stockholders' deficit attributable to stockholders of PRTH	(104,041)	(64,237)
Non-controlling interest	1,255	—
Total stockholders' deficit	(102,786)	(64,237)
Total liabilities, redeemable senior preferred stock and stockholders' deficit	**$ 1,373,363**	**$ 1,351,942**

Priority Technology Holdings, Inc.
Unaudited Consolidated Statements of Cash Flows

(in thousands)	Years Ended December 31,	
	2022	2021
Cash flows from operating activities:		
Net (loss) income	$ (2,150)	$ 1,389
Adjustments to reconcile net loss to net cash provided by operating activities:		
Gain and transaction costs recognized on sale of business and investment	—	(7,643)
Depreciation and amortization of assets	70,681	49,697
Stock-based compensation	6,228	3,213
Amortization of debt issuance costs and discounts	3,521	2,305
Write-off of deferred loan costs and discount	—	2,580
Deferred income tax	(8,183)	(2,559)
Change in contingent consideration	2,059	—
PIK interest (paid)	—	(23,715)
Other non-cash items, net	74	462
Change in operating assets and liabilities:		
Accounts receivable	(19,580)	(16,694)
Prepaid expenses and other current assets	(160)	(1,597)
Income taxes (receivable) payable	6,260	(5,107)
Notes receivable	377	333
Accounts payable and other accrued liabilities	19,794	7,018
Customer deposits and advance payments	(2,403)	2,138
Other assets and liabilities, net	(6,000)	(2,443)
Net cash provided by operating activities	**70,518**	**9,377**
Cash flows from investing activities:		
Acquisitions of businesses, net of cash acquired	(4,976)	(407,129)
Proceeds from sale of business and investment	—	15,278
Additions to property, equipment and software	(18,882)	(9,719)
Notes receivable loan funding	(4,662)	—
Acquisitions of assets and other investing activities	(7,983)	(49,463)
Net cash (used in) provided by investing activities	**(36,503)**	**(451,033)**
Cash flows from financing activities:		
Proceeds from issuance of long-term debt, net of issue discount	—	607,318
Debt issuance and modification costs paid	—	(9,073)
Repayments of long-term debt	(6,200)	(361,425)
Borrowings under revolving credit facility	29,500	30,000
Repayments of borrowings under revolving credit facility	(32,000)	(15,000)
Proceeds from the issuance of redeemable senior preferred stock, net of discount	—	219,062
Redeemable senior preferred stock issuance fees and costs	—	(8,098)
Repurchases of Common Stock and shares withheld for taxes	(7,468)	(1,703)
Dividends paid to redeemable senior preferred stockholders	(11,459)	(7,460)
Profit distributions to redeemable NCIs of subsidiaries	—	(815)
Proceeds from exercise of stock options	—	1,196
Settlement and customer/subscriber accounts obligations, net	43,143	417,627
Payment of contingent consideration	(7,014)	—
Net cash (used in) provided by financing activities	**8,502**	**871,629**
Net change in cash and cash equivalents, and restricted cash:		
Net increase in cash and cash equivalents, and restricted cash	42,517	429,973

Priority Technology Holdings, Inc.
Unaudited Consolidated Statements of Cash Flows

(in thousands)	Years Ended December 31,	
	2022	2021
Cash and cash equivalents, and restricted cash at beginning of period	518,093	88,120
Cash and cash equivalents, and restricted cash equivalents at end of period	**$ 560,610**	**$ 518,093**
Reconciliation of cash and cash equivalents, and restricted cash:		
Cash and cash equivalents	$ 18,454	$ 20,300
Restricted cash	10,582	28,859
Cash and cash equivalents included in settlement assets and customer/subscriber account balances	531,574	468,934
Total cash and cash equivalents, and restricted cash	**$ 560,610**	**$ 518,093**

Priority Technology Holdings, Inc.
Unaudited Reportable Segments' Results

(in thousands)	Three Months Ended December 31, 2022	Three Months Ended December 31, 2021	Years Ended December 31, 2022	Years Ended December 31, 2021
SMB Payments:				
Revenue	$ 149,880	$ 121,482	$ 562,237	$ 475,630
Operating expenses	134,942	110,978	507,371	422,746
Operating income	**$ 14,938**	**$ 10,504**	**$ 54,866**	**$ 52,884**
Operating margin	10.0 %	8.6 %	9.8 %	11.1 %
Depreciation and amortization	$ 11,081	$ 11,014	$ 43,925	$ 41,144
Key indicators:				
Merchant bankcard processing dollar value	$ 14,862,635	$ 13,847,825	$ 59,440,491	$ 53,411,622
Merchant bankcard transaction volume	160,492	147,138	636,576	578,102
B2B Payments:				
Revenue	$ 2,802	$ 5,416	$ 18,890	$ 17,138
Operating expenses	3,883	4,865	18,682	17,003
Operating income (loss)	**$ (1,081)**	**$ 551**	**$ 208**	**$ 135**
Operating margin	(38.6)%	10.2 %	1.1 %	0.8 %
Depreciation and amortization	$ 303	$ 74	$ 744	$ 294
Key indicators:				
Merchant bankcard processing dollar value	$ 146,595	$ 97,447	$ 526,812	$ 323,502
Merchant bankcard transaction volume	65	77	304	220
Enterprise Payments:				
Revenue	$ 24,873	$ 17,150	$ 82,514	$ 22,133
Operating expenses	13,440	11,952	51,577	15,370
Operating income	**$ 11,433**	**$ 5,198**	**$ 30,937**	**$ 6,763**
Operating margin	46.0 %	30.3 %	37.5 %	30.6 %
Depreciation and amortization	$ 6,293	$ 6,219	$ 24,892	$ 7,158
Key indicators:				
Merchant bankcard processing dollar value	$ 571,485	$ 13,573	$ 1,760,518	$ 52,376
Merchant bankcard transaction volume	756	144	2,779	549
Average billed clients	424,601	341,339	380,233	345,828
Operating income of reportable segments	$ 25,290	$ 16,253	$ 86,011	$ 59,782
Less: Corporate expense	(7,091)	(3,342)	(29,846)	(26,689)
Consolidated operating income	**$ 18,199**	**$ 12,911**	**$ 56,165**	**$ 33,093**
Corporate depreciation and amortization	$ 329	$ 267	$ 1,120	$ 1,101
Key indicators:				
Merchant bankcard processing dollar value	$ 15,580,715	$ 13,958,845	$ 61,727,821	$ 53,787,500
Merchant bankcard transaction volume	161,313	147,359	639,659	578,871
Average number of billed clients	424,601	341,339	380,233	345,828

EXHIBIT 99.2

PRIORITY

Priority Technology Holdings, Inc. (Nasdaq: PRTH) Supplemental Slides: Q4 2022 Earnings Call

March 23, 2023

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") 2023 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. These forward-looking statements may include, but are not limited to, statements about the effects of the COVID-19 pandemic on our revenues and financial operating results. 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 23, 2023. 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 Adjusted Gross Profit, 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. See Appendix 1 of this presentation for a reconciliation of Adjusted Gross Profit to Gross Profit as per GAAP and Priority's earnings press release for more details.

Key 2022 Highlights

FY 2022 PERFORMANCE METRICS

REVENUE ↑ 29%

ADJ GROSS PROFIT[1] ↑ 46%

ADJUSTED EBITDA[1] ↑ 46%

OPERATING INCOME ↑ 70%

436K+ Consumer Accounts

258K+ Active Merchants

$112B+ in LTM Total Volume

INDUSTRY LEADING PERFORMANCE

[1] Adjusted Gross Profit, Adjusted Gross Profit margin and Adjusted EBITDA referred in this presentation are non-GAAP measures. See slide 2 for further details.
[2] Revenue and Operating Income peer data pulled from 10-K Annual report with the exception of Paysafe. Paysafe data pulled from Form 6-K.

Fourth Quarter 2022 Consolidated Results

Revenue grew **23%** to **$177.6 million**

Adj Gross Profit[1] increased **25%** to **$61.0 million**

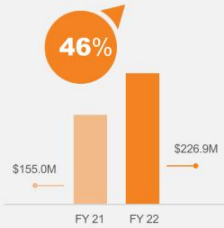
Adj Gross Profit margin[1] increased **50 basis points** to **34.3%**

Adjusted EBITDA[1] of **$39.8 million** increased **21%**

[1]Adjusted Gross Profit, Adjusted Gross Profit margin and Adjusted EBITDA referred in this presentation are non-GAAP measures. See slide 2 for further details.

Full Year 2022 Consolidated Results

Revenue grew **29%** to **$663.6 million**



Adj Gross Profit[1] increased **46%** to **$226.9 million**

Adj Gross Profit margin[1] increased **410 basis points** to **34.2%**

Adjusted EBITDA[1] of **$140.3 million** increased **46%**

[1]Adjusted Gross Profit, Adjusted Gross Profit margin and Adjusted EBITDA referred in this presentation are non-GAAP measures. See slide 2 for further details.

Priority Overview

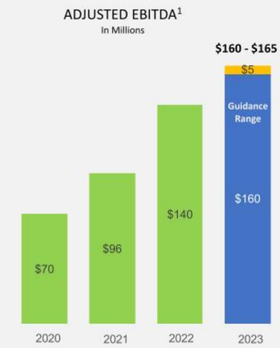
PRIORITY AT A GLANCE

- Priority Technology Holdings, Inc. (NASDAQ:PRTH), is a payments technology company that leverages a purpose-built platform to enable clients to collect, store and send money.
- Priority leverages a native technology platform to embed payments and banking services into client's core business platforms.
- We handle the complexities of payments and banking to free our partners to focus on their core business objectives.

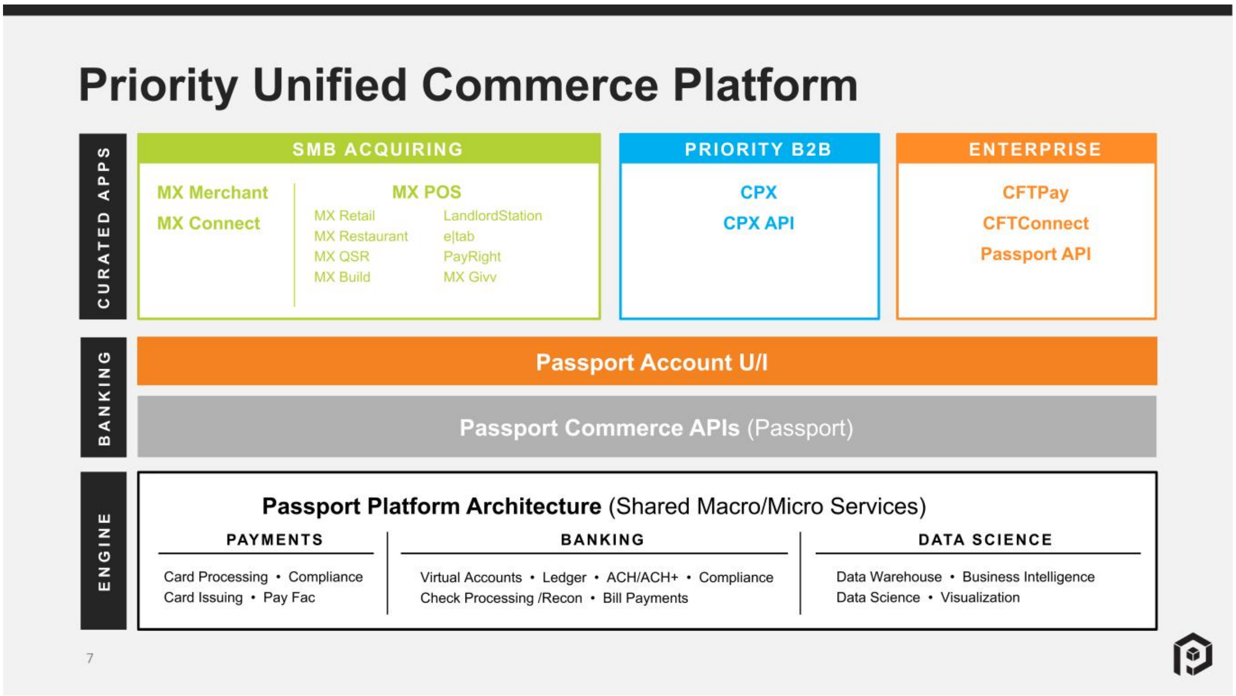
Priority's solutions are delivered via internally developed payment applications and services to the following segments

- **SMB PAYMENTS:** Full-service acquiring and payment-enabled solutions for B2C transactions, leveraging our proprietary software platform, distributed through ISOs, Direct Sales and vertically focused ISV Channels
- **B2B PAYMENTS:** Market-leading A/P automation solution for corporations, software partners and industry leading financial institutions
- **ENTERPRISE PAYMENTS:** Embedded payment and treasury solutions for enterprise customers to modernize legacy platforms and accelerate software partners' strategies to monetize payments

CONTINUED STRONG MOMENTUM



[1]Adjusted Gross Profit, Adjusted Gross Profit margin and Adjusted EBITDA referred in this presentation are non-GAAP measures. See slide 2 for further details.


Priority Unified Commerce Platform
CURATED APPS
SMB ACQUIRING
MX Merchant
MX Connect
MX POS
MX Retail
MX Restaurant
MX QSR
MX Build
LandlordStation
e|tab
PayRight
MX Givv
PRIORITY B2B
CPX
CPX API
ENTERPRISE
CFTPay
CFTConnect
Passport API
BANKING
Passport Account U/I
Passport Commerce APIs (Passport)
ENGINE
Passport Platform Architecture (Shared Macro/Micro Services)
PAYMENTS
Card Processing • Compliance
Card Issuing • Pay Fac
BANKING
Virtual Accounts • Ledger • ACH/ACH+ • Compliance
Check Processing /Recon • Bill Payments
DATA SCIENCE
Data Warehouse • Business Intelligence
Data Science • Visualization
7

Priority is Simplifying the Customer Experience

Working with Priority is as Easy as 1, 2, 3

1. Choose the Curated App(s) that best fit your needs
2. Chose the Passport Account Structure that best fits your uses
3. Start Moving Money

Financial Results

Fourth Quarter 2022 – SMB (Revenue)

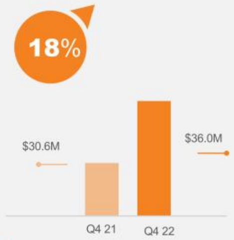
Revenue grew **23%** to **$149.9 million**

Key Revenue Drivers

SMB revenue of **$149.9 million** increased **23%** from **$121.5 million** in Q4 2021

- Bankcard $ Volumes of $14.9 billion increased over 7%
- Ending Merchant Count of 259K increased by 7%
- New Merchant Boards averaged ~4600 per month in Q4

Fourth Quarter 2022 – SMB (Profits)



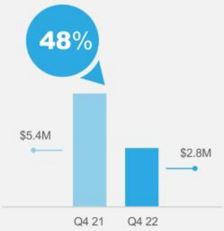
Adj Gross Profit[1] increased **18%** to **$36.0 million**

Adj Gross Profit margin[1] decreased **120 basis points** to **24.0%**

Operating Income of **$14.9 million** increased **42%**

[1]Adjusted Gross Profit, Adjusted Gross Profit margin and Adjusted EBITDA referred in this presentation are non-GAAP measures. See slide 2 for further details.

Fourth Quarter 2022 – B2B (Revenue)



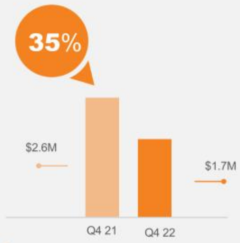
Revenue decreased **48%** to **$2.8 million**

Key Revenue Drivers

B2B revenue of **$2.8 million** decreased **48%** from **$5.4 million**

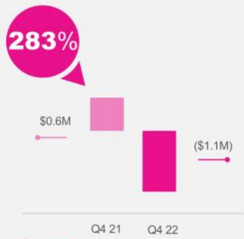
- Largely driven by Managed Services decrease from $2.7 million to $0.3 million due to final wind down of a specific customer program
- CPX decreased slightly from $2.6 million in Q4 2021 to $2.5 million in Q4 2022 due to timing related to Incentives

Fourth Quarter 2022 – B2B (Profits)



Adj Gross Profit[1] decreased **35%** to **$1.7 million**

Adj Gross Profit margin[1] increased from **48.1%** to **60.7%**



Operating Loss of **$1.1 million** decreased from Operating income of $0.6m

[1]Adjusted Gross Profit, Adjusted Gross Profit margin and Adjusted EBITDA referred in this presentation are non-GAAP measures. See slide 2 for further details.

Fourth Quarter 2022 – Enterprise (Revenue)

Revenue grew **46%** to **$24.9 million**

Key Revenue Drivers

ENTERPRISE revenue of **$24.9 million** increased **46%** from **$17.1 million**

- Avg Monthly New Enrollments of 39K increased 127% from 17K
- Avg Number of Billed Clients increased 24% to 425K from 341K
- Increase in interest rates continues to drive growth in Interest Income

Fourth Quarter 2022 – Enterprise (Profits)

Adj Gross Profit[1] increased **50%** to **$23.3 million**

Adj Gross Profit margin[1] increased **300 basis points** to **93.6%**

Operating Income of **$11.5 million** increased **121%**

[1]Adjusted Gross Profit, Adjusted Gross Profit margin and Adjusted EBITDA referred in this presentation are non-GAAP measures. See slide 2 for further details.

Operating Expenses

Operating Expenses of $42.8 million increased 20%

Salaries & Benefits increased **41%** to **$16.9 million**

SG&A increased **27%** to **$7.9 million**

Depreciation & Amortization of **$18.0 million** increased **2%**

Adjusted EBITDA[1] Walk

Adjusted EBITDA experienced strong growth in Q4 and Full-Year 2022

- Q4 2022 Adjusted EBITDA of **$39.8 million** increased **21.0%** from **$32.9 million** in Q4 2021
- Full-Year 2022 Adjusted EBITDA grew **46%** to **$140.3 million**

EBITDA Walk

	2022 Q4	2021 Q4	2022 FY	2021 FY
Consolidated net income (loss) (GAAP)	$ (1.3)	$ 14.1	$ (2.1)	$ 1.4
Add: Interest expense	16.3	11.9	53.5	36.5
Add: Depreciation and amortization	18.0	17.6	70.6	49.7
Add: Income tax expense (benefit)	3.5	(5.3)	5.4	(5.3)
EBITDA (non-GAAP)	**36.5**	**38.3**	**127.4**	**82.3**
Further adjusted by:				
Add: Non-cash stock-based compensation	2.0	0.9	6.2	3.3
Add: Non-recurring expenses:				
Debt extinguishment and modification costs	-	-	-	8.3
Change in fair value of contingent consideration	0.2	-	1.3	-
Gain on sale of PRET/Payix, net of NCI	-	(7.6)	-	(7.6)
Legal, professional, accounting and other SG&A	1.1	1.3	5.4	10.0
Adjusted EBITDA (non-GAAP)	**$ 39.8**	**32.9**	**140.3**	**96.3**

[1]Adjusted Gross Profit, Adjusted Gross Profit margin and Adjusted EBITDA referred in this presentation are non-GAAP measures. See slide 2 for further details.

Outstanding Debt

Total Debt of **$623.2 million** at end of 2022 decreased from $631.9 million in 2021

- Decrease driven by net $2.5 million Revolver decrease and $6.2 million in Term Loan Repayments
- Net Debt of **$604.7 million** decreased $6.9 million compared to 2021
- Revolver Capacity at the end of Q4 2022 was **$27.5 million**

Senior Redeemable Preferred Stock

Preferred Stock of **$235.6 million**, Net of $21.1 million of Unaccreted Discounts and Issuance Costs

- Fourth Quarter Dividends and Accretion as follows:

(dollars in Millions)	4th Quarter 2022
Dividend:	
Payment in Kind	**$ 4.31**
Cash[1]	**5.34**
	9.65
Accretion	**0.83**
	$ 10.48

[1] Paid in January 2023

2023 Financial Guidance

The Company's outlook for full-year 2023 financial results are:

REVENUE	ADJUSTED EBITDA[1]
12% to 14% Growth	**14% to 18% Growth**
$740 to $755 million	**$160 to $165 million**

Revenue and Adjusted EBITDA are forecast to strengthen with each successive quarter of 2023, reflecting positive operating trends within each of our segments

[1]Adjusted Gross Profit, Adjusted Gross Profit margin and Adjusted EBITDA referred in this presentation are non-GAAP measures. See slide 2 for further details.

APPENDIX

Adjusted Gross Profit Reconciliation

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

	(in millions) Twelve Months Ended December 31, 2022				(in millions) Three Months Ended December 31, 2022				(in millions) Twelve Months Ended December 31, 2021				(in millions) Three Months Ended December 31, 2021			
	SMB	B2B	Enterprise	Total	SMB	B2B	Enterprise	Total	SMB	B2B	Enterprise	Total	SMB	B2B	Enterprise	Total
Revenues	$ 562.2	$ 18.9	$ 82.5	$ 663.6	$ 149.9	$ 2.8	$ 24.9	$ 177.6	$ 475.6	$ 17.2	$ 22.1	$ 514.9	$ 121.5	$ 5.4	$ 17.1	$ 144.0
Cost of revenue (excluding depreciation and amortization)	(422.4)	(7.8)	(6.5)	(436.7)	(113.9)	(1.1)	(1.6)	(116.6)	(349.1)	(7.6)	(3.2)	(359.9)	(90.9)	(2.8)	(1.6)	(95.3)
Adjusted gross profit (non-GAAP)	139.8	11.1	76.0	226.9	36.0	1.7	23.3	61.0	126.5	9.6	18.9	155.0	30.6	2.6	15.5	48.7
Adjusted gross profit margin (non-GAAP)	24.9%	58.7%	92.1%	34.2%	24.0%	60.7%	93.6%	34.3%	26.6%	55.8%	85.5%	30.1%	25.2%	48.1%	90.6%	33.8%
Depreciation and amortiztion of revenue generating assets	(6.9)	-	(3.5)	(10.4)	(1.9)	-	(0.9)	(2.8)	(5.9)	-	(1.0)	(6.9)	(1.6)	-	(0.8)	(2.4)
Gross profit	132.9	11.1	72.5	216.5	34.1	1.7	22.4	58.2	120.6	9.6	17.9	148.1	29.0	2.6	14.7	46.3
Gross profit margin	23.6%	58.7%	87.9%	32.6%	22.7%	60.7%	90.0%	32.8%	25.4%	55.8%	81.0%	28.8%	23.9%	48.1%	86.0%	32.2%