



# Priority Technology Holdings, Inc. (Nasdaq: PRTH)

*Supplemental Slides:  
Q1 2026 Earnings Call*

May 2026



# Disclaimer

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

This presentation contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about future financial and operating results, our plans, objectives, expectations and intentions with respect to future operations, products and services, and other statements identified by words such as “may,” “will,” “should,” “anticipates,” “believes,” “expects,” “plans,” “future,” “intends,” “could,” “estimate,” “predict,” “projects,” “targeting,” “potential” or “contingent,” “guidance,” “anticipates,” “outlook” or words of similar meaning. These forward-looking statements include, but are not limited to, Priority Technology Holdings, Inc.’s (“Priority,” “we,” “our” or “us”) 2026 outlook and statements regarding our market and growth opportunities. Such forward-looking statements are based upon the current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive risks, trends and uncertainties that could cause actual results to differ materially from those projected, expressed, or implied by such forward-looking statements. Our actual results could differ materially, and potentially adversely, from those discussed or implied herein. We caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. All forward-looking statements are expressly qualified in their entirety by these cautionary statements. You should evaluate all forward-looking statements made in this presentation in the context of the risks and uncertainties disclosed in our Securities and Exchange Commission (“SEC”) filings, including our Annual Report on Form 10-K filed with the SEC on March 10, 2026. These filings are available online at [www.sec.gov](http://www.sec.gov) or [www.prioritycommerce.com](http://www.prioritycommerce.com).

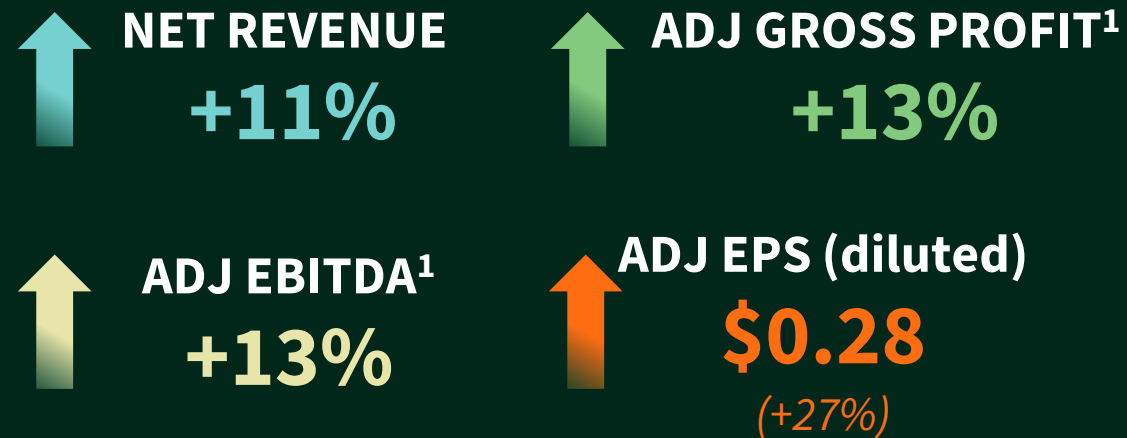
We caution you that the important factors referenced above may not contain all of the factors that are important to you. In addition, we cannot assure you that we will realize the results or developments we expect or anticipate or, even if substantially realized, that they will result in the consequences we anticipate or affect us or our operations in the way we expect. You are cautioned not to place undue reliance on forward-looking statements as a predictor of future performance. The forward-looking statements included in this presentation are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law. If we do update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements. We qualify all of our forward-looking statements by these cautionary statements.

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



# Key 1<sup>st</sup> Quarter 2026 Highlights

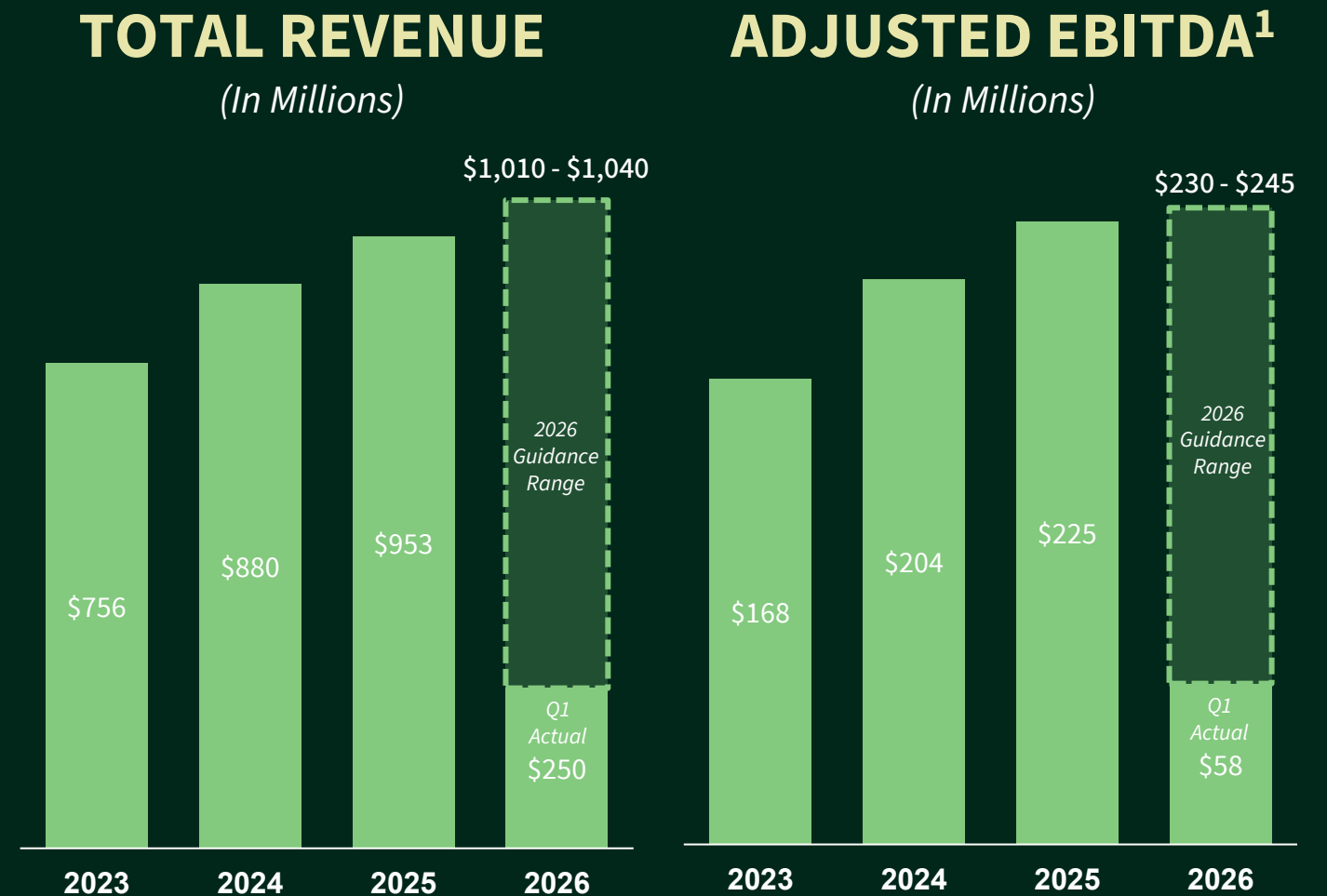
## Q1 2026 RESULTS



## Q1 2026 KEY METRICS



## MAINTAINING STRONG FY 2026 GUIDANCE

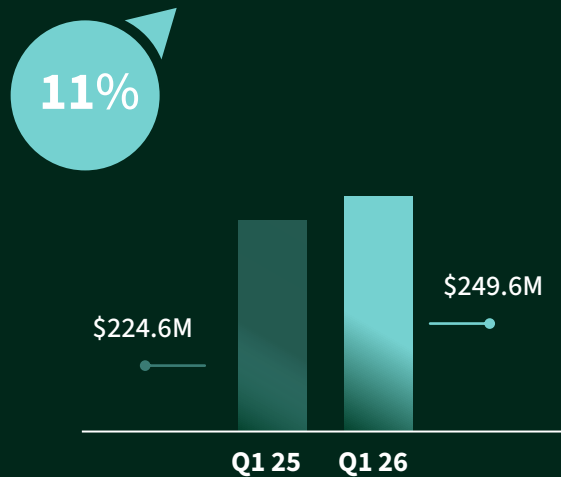


<sup>1</sup> Adjusted Gross Profit, Adjusted Gross Profit margin, Adjusted EBITDA and Adjusted EBITDA margin referred to in this presentation are non-GAAP measures. See slide 2 for further details

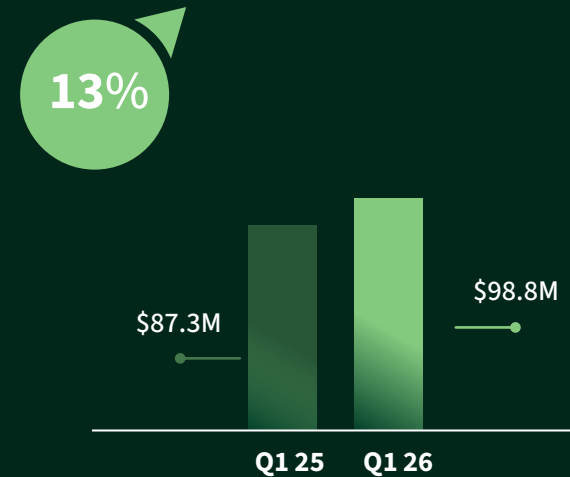
<sup>2</sup> Represents LTM payments volume as of March 31, 2026



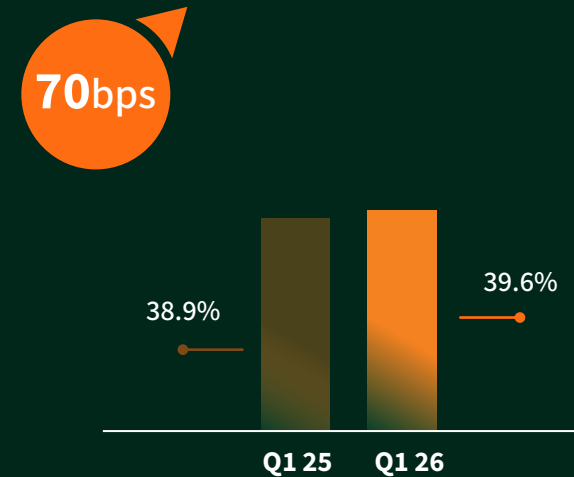
# Q1 2026 Consolidated Results



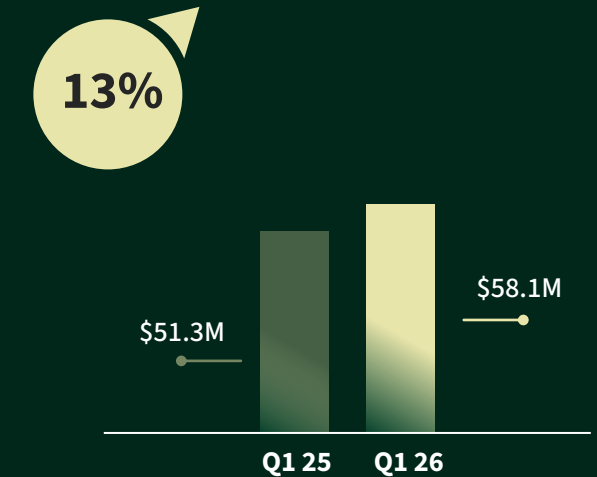
Revenue increased **11%** to **\$249.6 million**



Adj Gross Profit<sup>1</sup> increased **13%** to **\$98.8 million**



Adj Gross Profit margin<sup>1</sup> increased **70 basis points** to **39.6%**



Adjusted EBITDA<sup>1</sup> increased **13%** to **\$58.1 million**

<sup>1</sup> 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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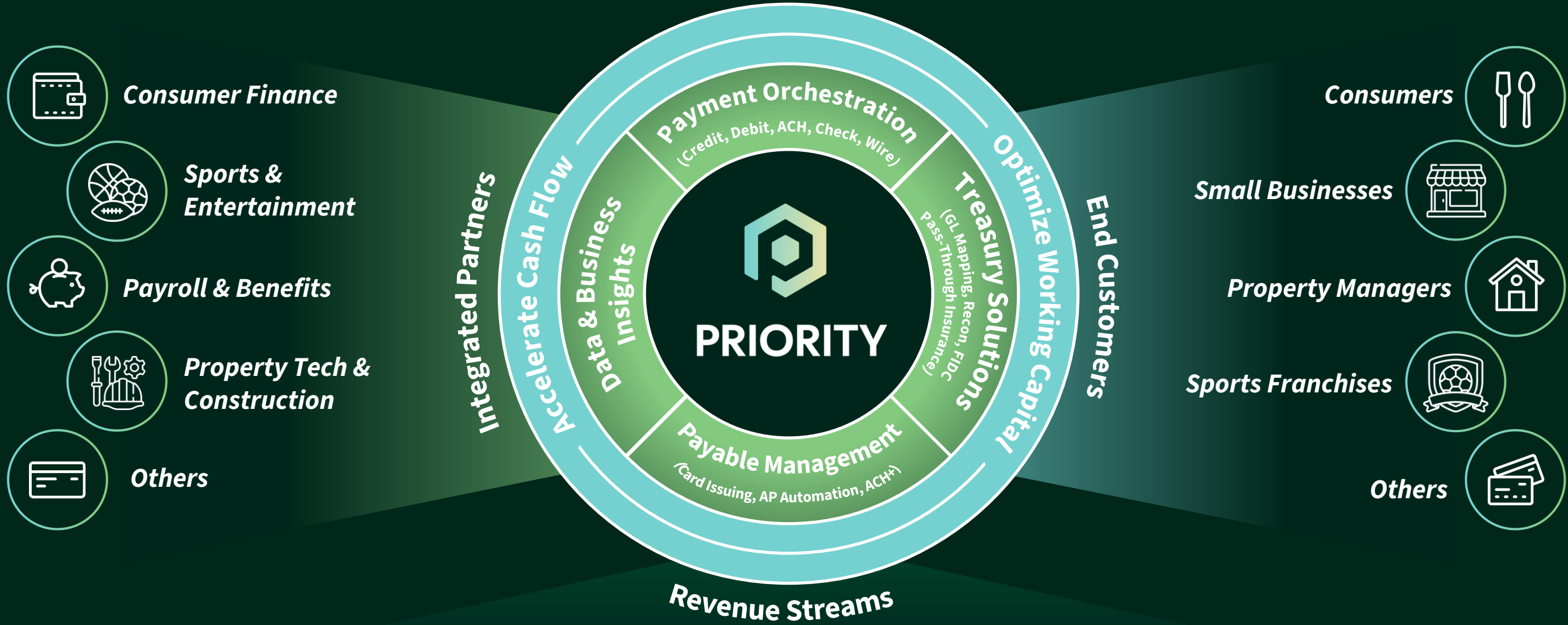
### Treasury Solutions

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

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# Priority Commerce Engine



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

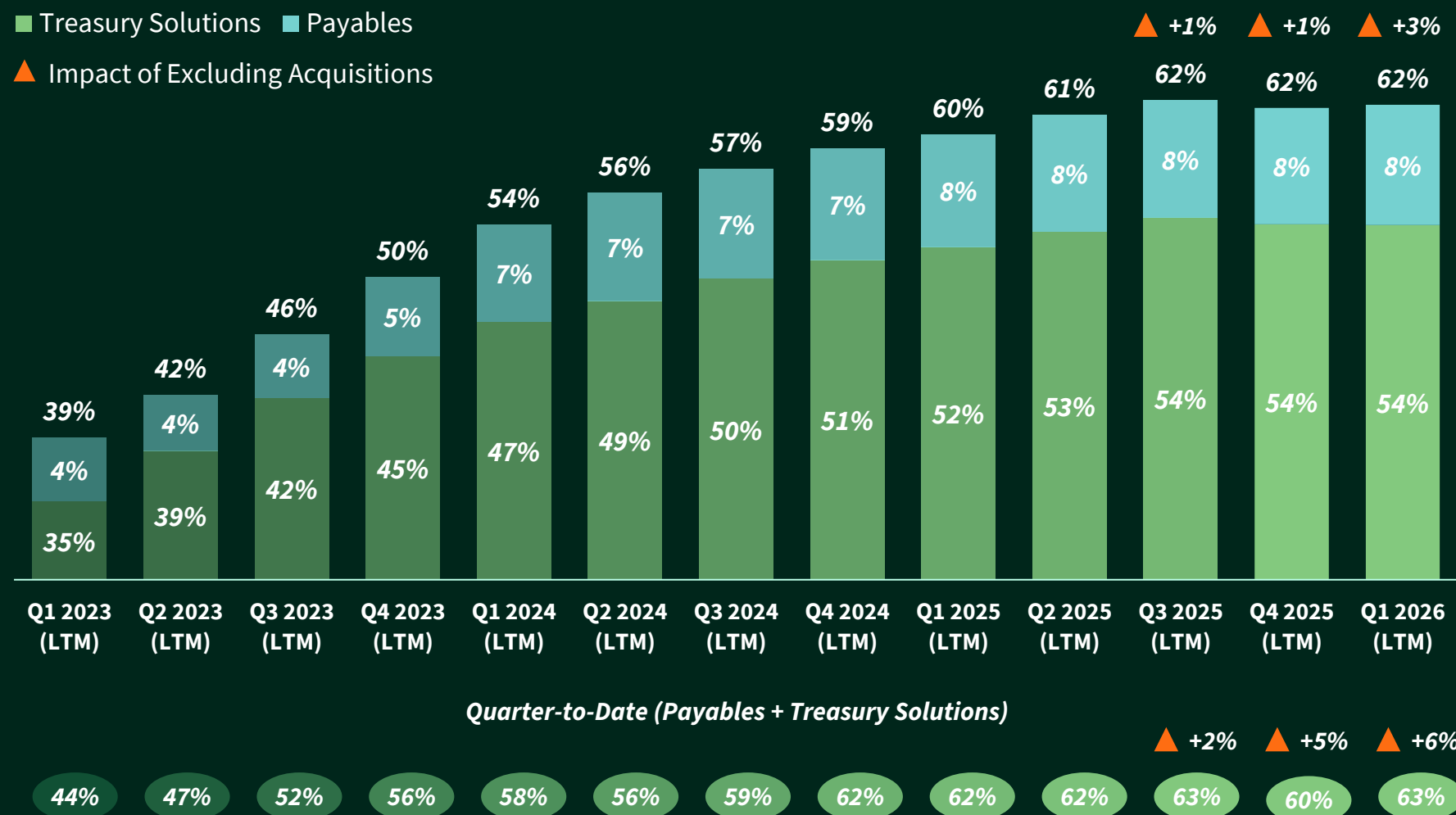


# First Quarter 2026 *Financial Results*



# Continued Shift to High Value Segments

## % of Adj. Gross Profit from Payables & Treasury Solutions<sup>1,2</sup>



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

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

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

<sup>1</sup> Contribution percentages exclude intersegment eliminations

<sup>2</sup> 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



# Merchant Solutions Highlights – Q1 2026



## Q1 2026 Segment Highlights

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

<sup>1</sup> 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 – Q1 2026



## Q1 2026 Segment Highlights

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

<sup>1</sup> 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 – Q1 2026



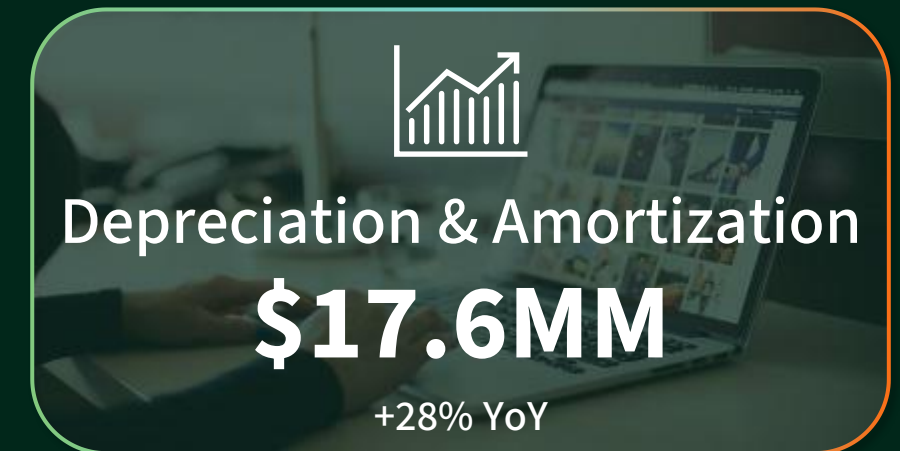
## Q1 2026 Segment Highlights

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

<sup>1</sup> 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 – Q1 2026



## Q1 2026 Segment Highlights

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



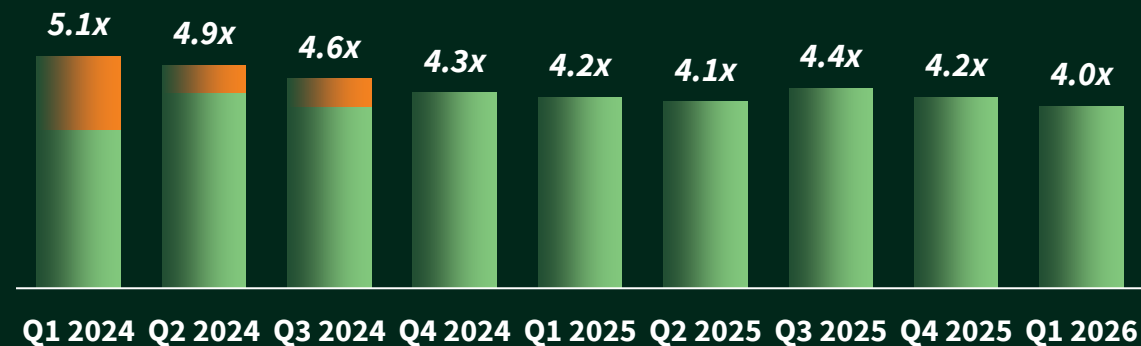
# Capital Structure Highlights

## Net Leverage Calculation

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

## Historical Leverage Profile

■ Senior Debt ■ Preferred Equity



## Key Updates and Highlights

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

<sup>1</sup> Total debt balance excludes non-recourse borrowings under the residual financing facility

<sup>2</sup> 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<sup>1</sup> Reconciliation

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

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

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

<sup>1</sup>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<sup>1</sup> Reconciliation

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

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

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

<sup>1</sup>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:

	<i>(in Millions)</i>	
	<b>Three Months Ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
<b>Reconciliation of Adjusted EPS</b>		
Net income attributable to common shareholders	\$ 9.8	\$ 8.3
Debt extinguishment and modification costs	—	0.0
Stock based compensation	2.1	1.6
Other non-recurring expenses	4.0	2.2
Amortization of acquisition related intangible assets	12.6	9.3
Tax impact of adjustments <sup>(1)</sup>	(4.9)	(3.6)
Adjusted net income attributable to common share holder:	<b>\$ 23.6</b>	<b>\$ 17.8</b>
<b>Weighted average common shares outstanding (basic)</b>	81.4	78.8
Effect of dilutive potential common shares	2.3	1.1
<b>Weighted average common shares outstanding (diluted)</b>	83.6	79.9
<b>Earnings (loss) per common share:</b>		
Basic	\$ 0.12	\$ 0.10
Diluted	\$ 0.12	\$ 0.10
<b>Adjusted earnings per common share:</b>		
Basic	\$ 0.29	\$ 0.23
Diluted	\$ 0.28	\$ 0.22

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



