



PRIORITY

Priority Technology Holdings, Inc. (Nasdaq: PRTH)

*Supplemental Slides:
Q2 2025 Earnings Call*

August 2025



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”) 2025 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 6, 2025. These filings are available online at www.sec.gov or www.prioritycommerce.com.

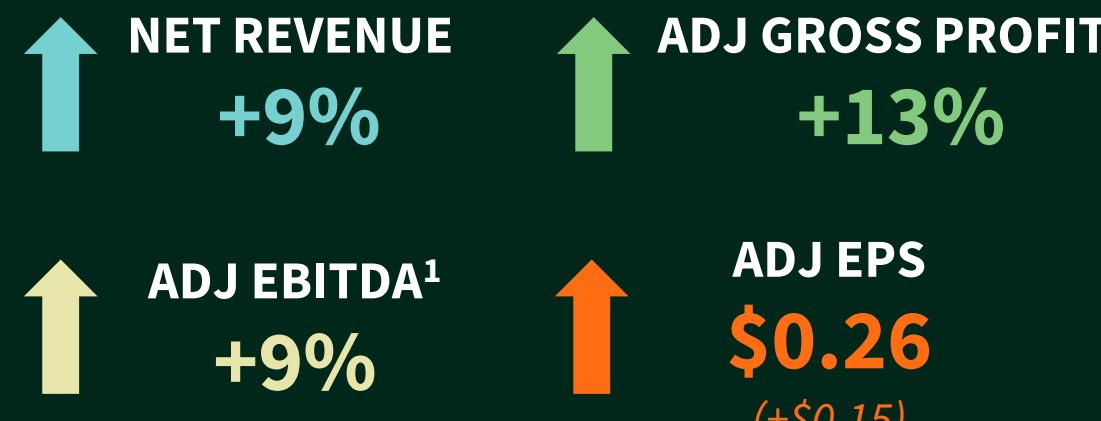
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This presentation includes certain non-GAAP financial measures that are not prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) and that may be different from non-GAAP financial measures used by other companies. Priority 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 2nd Quarter 2025 Highlights

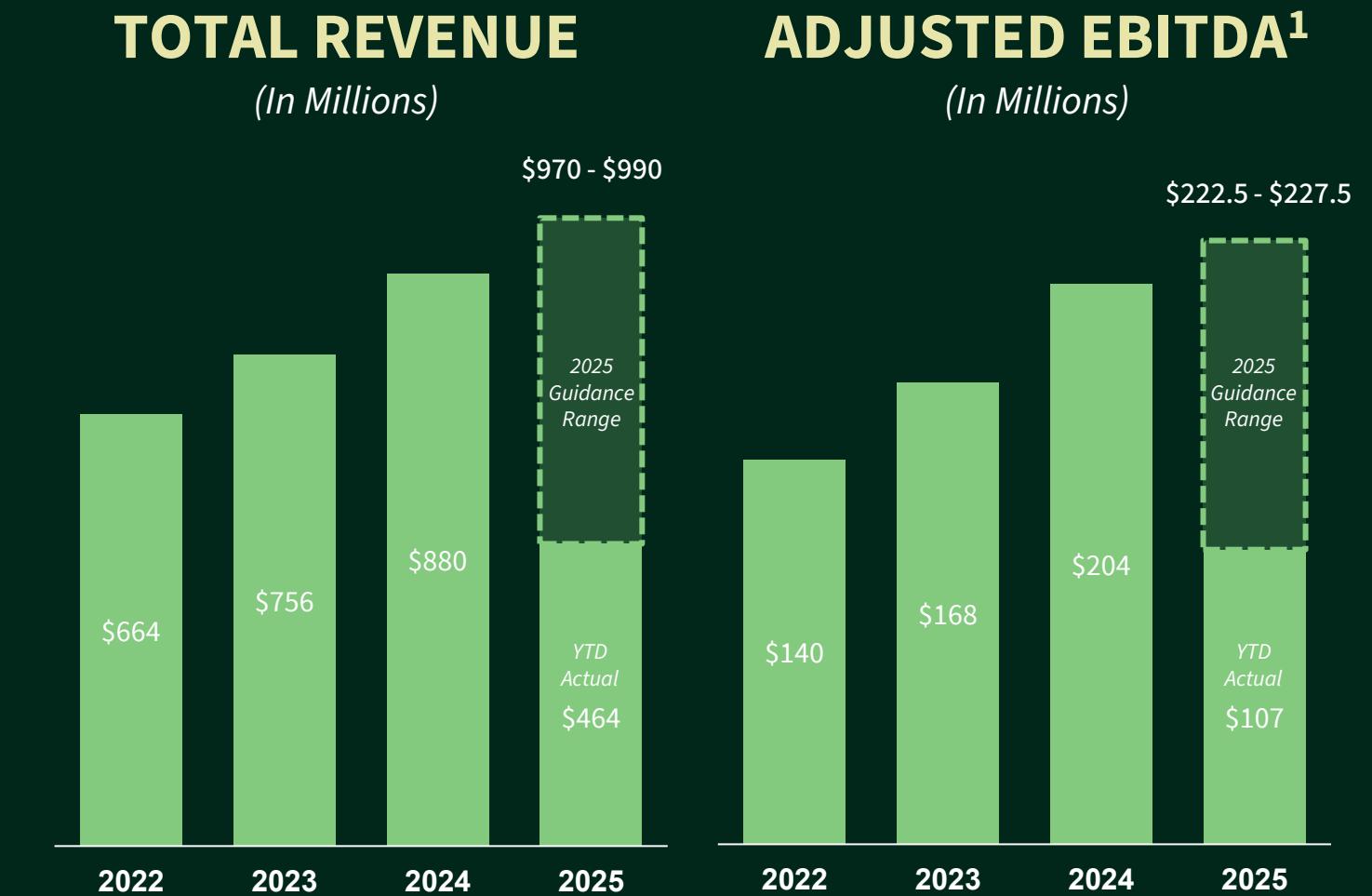
Q2 2025 RESULTS



Q2 2025 KEY METRICS



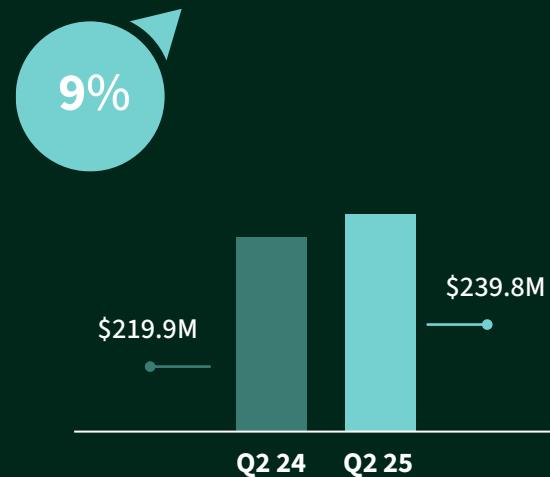
REVISED 2025 GUIDE REFLECTS STRONG 2H



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



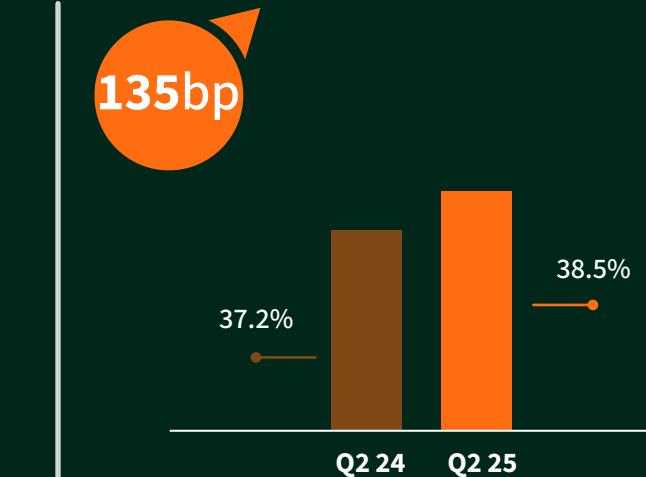
Q2 2025 Consolidated Results



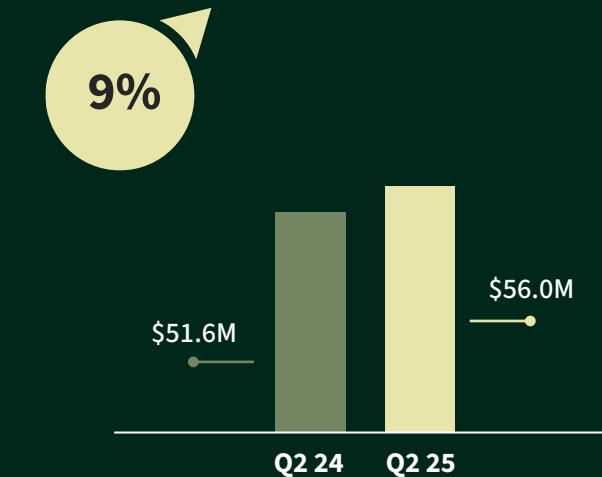
Revenue increased
9% to **\$239.8**
million



Adj Gross Profit¹
increased **13%** to
\$92.4 million



Adj Gross Profit
margin¹ increased
135 basis points to
38.5%

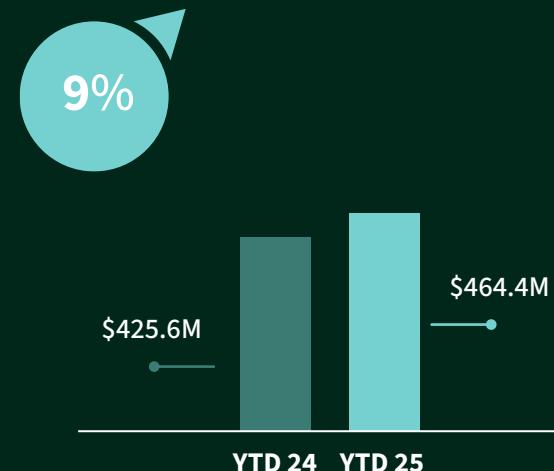


Adjusted EBITDA¹
increased **9%** to
\$56.0 million

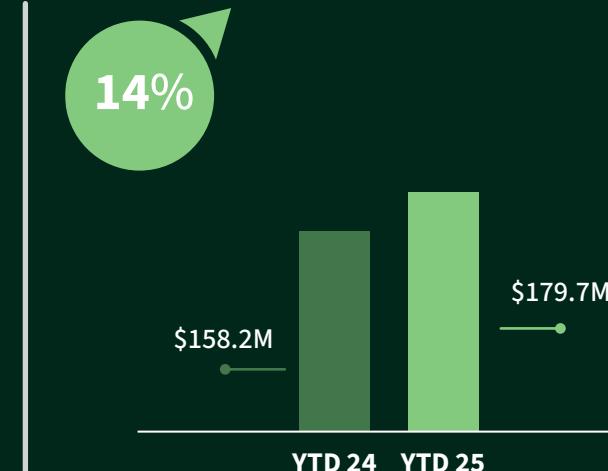
¹ Adjusted Gross Profit, Adjusted Gross Profit margin, Adjusted EBITDA and Adjusted EBITDA margin referred to in this presentation are non-GAAP measures. See slide 2 for further details



YTD 2025 Consolidated Results



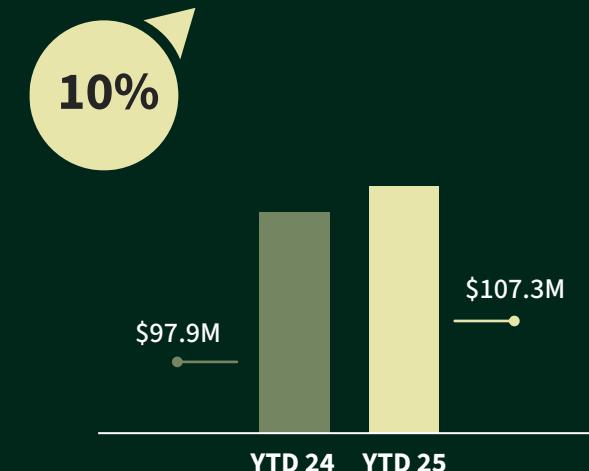

Revenue increased 9% to \$464.4 million




Adj Gross Profit increased 14% to \$179.7 million




Adj Gross Profit margin¹ increased 150 basis points to 38.7%




Adjusted EBITDA¹ increased 10% to \$107.3 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, Banking & Payables Solutions

Merchant Services

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](#)

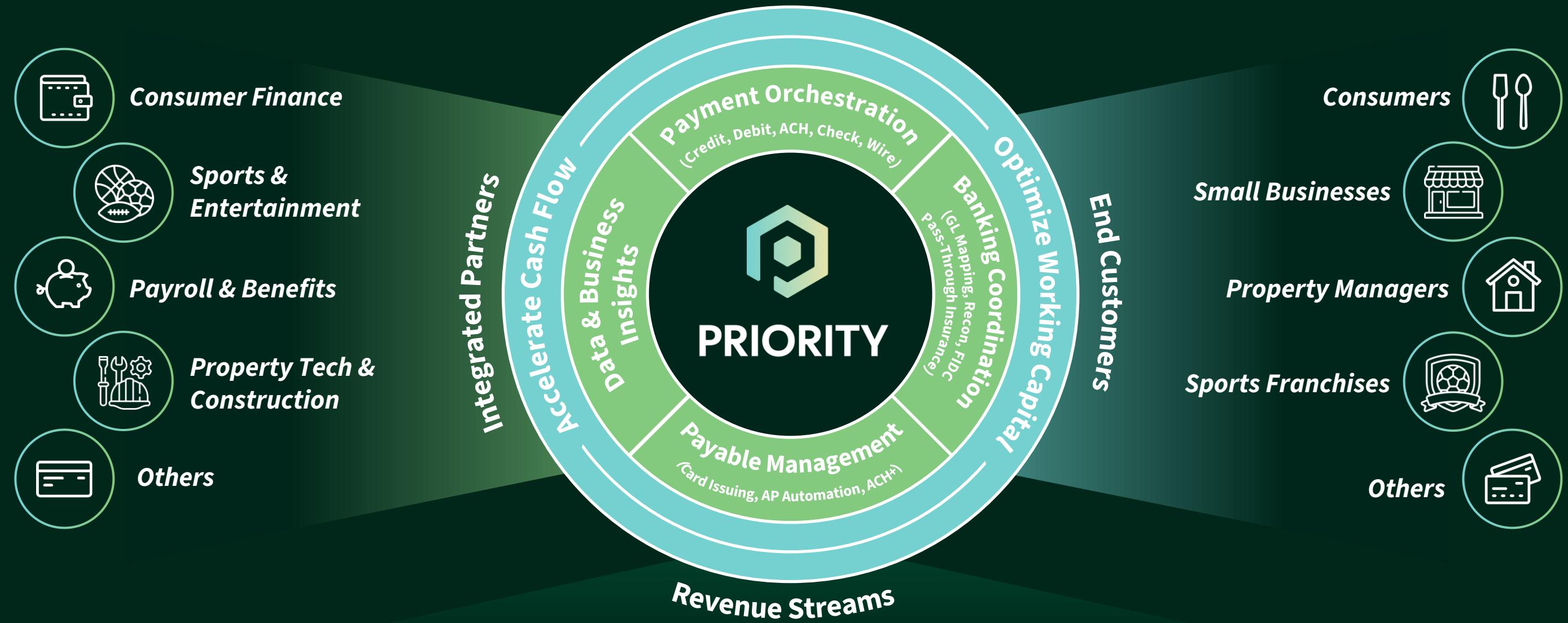
Banking & Treasury

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

► [Play Video](#)



Priority Commerce Engine



✓ *Interchange on Card Volume*

✓ *Monthly Platform SaaS Fees*

✓ *Payment Processing Fees*

✓ *Float Income on Account Balances*



Second Quarter 2025

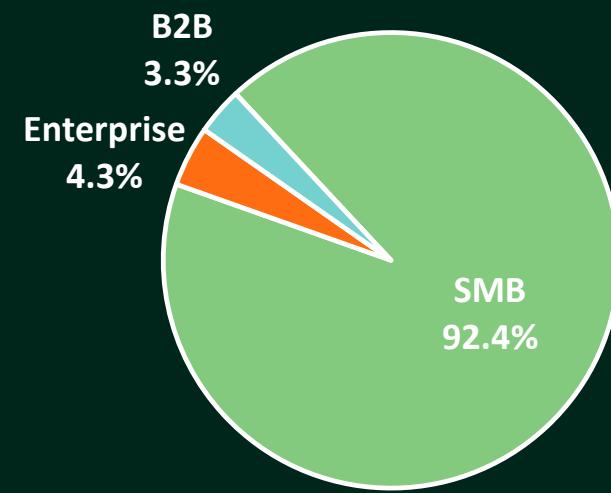
Financial Results



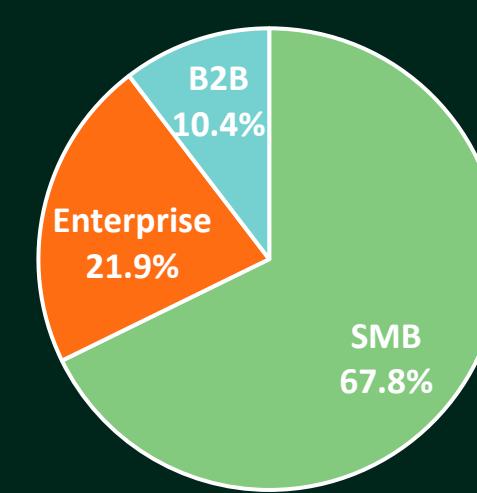
Growth in Higher Margin Operating Segments

Revenue Contribution by Segment¹

FY 2021

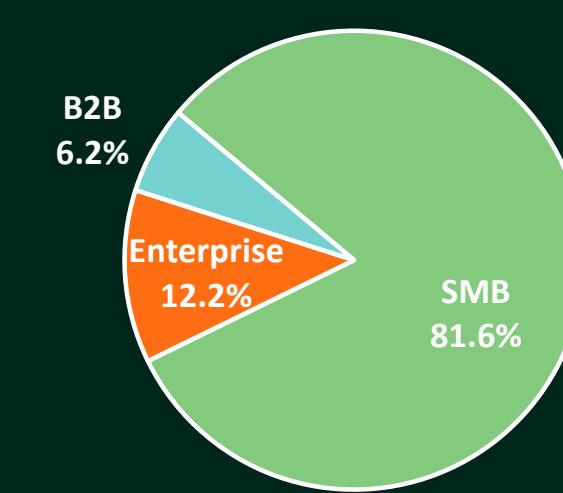


Q2 2025

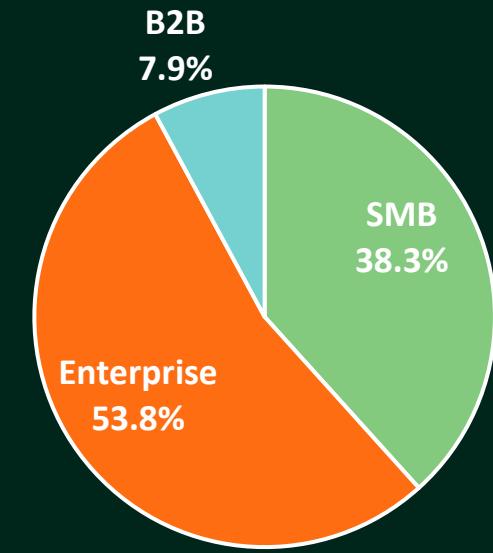


Adj. Gross Profit Contribution by Segment^{1,2}

FY 2021



Q2 2025



B2B and Enterprise segments represented ~62% of Adjusted Gross Profit in Q2 2025 and contributed to 135 bps of YoY expansion in Adjusted Gross Profit margins

¹ Contribution percentages exclude intersegment eliminations

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



SMB Highlights – Q2 2025



Revenue

\$163.2MM

+5% YoY



Adj. Gross Profit¹

\$35.4MM

(1%) YoY | 21.7% Margin



Adj. EBITDA¹

\$27.7MM

(3%) YoY | 17.0% Margin

Q2 2025 Segment Highlights

- Revenue growth of 5% with strong 9.5% growth in core partially offset by run-off of historical residual purchases and lower specialized acquiring revenue
- Total Card \$ Volumes increased 2% to \$18.7bn
- New monthly boards averaged 4.0K during quarter

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



B2B Highlights – Q2 2025



Revenue

\$25.0MM

+14% YoY



Adj. Gross Profit¹

\$7.3MM

+31% YoY | 29.1% Margin



Adj. EBITDA¹

\$3.8MM

+146% YoY | 15.1% Margin

Q2 2025 Segment Highlights

- Revenue growth driven by 22% increase in Supplier-Funded revenues and 13% increase in Buyer-Funded revenues
- Adjusted Gross Profit growth of 31% driven by 365 bps of margin expansion
- Adjusted EBITDA growth of 146% driven by strong operating leverage

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



Enterprise Highlights – Q2 2025



Revenue

\$52.7MM

+21% YoY



Adj. Gross Profit¹

\$49.7MM

+23% YoY | 94.4% Margin



Adj. EBITDA¹

\$45.6MM

+22% YoY | 86.5% Margin

Q2 2025 Segment Highlights

- CFTPay Avg Monthly New Enrollments of 58K increased 4% from 55K in Q2 2024
- CFTPay Avg Number of Billed Clients increased 30% to 992K from 763K in Q2 2024
- Growth in balances more than offset the impact of 100 bps of rate cuts
- 102 Integrated Partners at quarter-end (+3 from Q1 2025)

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Consolidated Operating Expenses - Q2 2025



Salaries & Benefits

\$27.1MM

+22% YoY



SG&A

\$13.9MM

+24% YoY



Depreciation & Amortization

\$14.1MM

(8%) YoY

Q2 2025 Segment Highlights

- Higher Salaries & Benefits driven by higher stock-based comp and increased headcount including related benefits expense
- Increase in SG&A expenses primarily driven by software (incl public cloud migration) combined with increased marketing, accounting and S-OX related expenses



Capital Structure & Liquidity

Outstanding Debt

Balance as of March 31, 2025	\$935.5
(+/-) Net Revolver Borrowings	--
(+/-) Net Term Loan Borrowings	--
Balance as of June 30, 2025	\$935.5

Net Leverage Calculation

Total Debt Balance	\$935.5
(-) Unrestricted Cash Balance	\$50.6
Net Debt	\$884.9
LTM Adj. EBITDA (Q2 2025) ¹	\$213.7
Net Leverage Ratio	4.1x

New Senior Credit Facilities

On July 31, 2025, Priority closed on \$1.1 billion of new Senior Credit Facilities including a \$100 million 5-year Revolver and a \$1.0 billion 7-year Term Loan



Lowered interest rate on the Term Loan **by 100 bps** to SOFR + 375 bps



Increased revolver capacity to **\$100 million**, further enhancing liquidity by \$30 million



Improves annualized free cash flow by over **\$7 million** with lower interest expense



Extends debt maturity profile by 1 additional year (**2032 maturity** of term loan)

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



Revised 2025 Financial Guidance

\$970 – \$990MM
(10.0%-12.5% Growth)

Total Revenue

\$365 – \$380MM

Adj. Gross Profit¹

\$222.5 – \$227.5MM

Adj. EBITDA¹

Narrowing 2025 guidance range as we anticipate acceleration of organic growth in 2H 2025 based on timing of sales pipeline, impact of year over year comparatives, and moderating headwinds in certain areas in 1H 2025 that offset strong growth in core operating performance

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



Appendix 1 – Adjusted Gross Profit¹ Reconciliation

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

	(in Millions) Three Months Ended June 30, 2025					(in Millions) Three Months Ended June 30, 2024				
	SMB	B2B	Enterprise	Eliminations	Total	SMB	B2B	Enterprise	Eliminations	Total
Revenues	\$ 163.2	\$ 25.0	\$ 52.7	\$ (1.1)	\$ 239.8	\$ 155.1	\$ 21.9	\$ 43.7	\$ (0.8)	\$ 219.9
Cost of Revenue (excluding depreciation and amortization)	(127.8)	(17.8)	(2.9)	1.1	(147.4)	(119.5)	(16.3)	(3.1)	0.8	(138.1)
Adjusted Gross Profit	35.4	7.3	49.7	(0.0)	92.4	35.6	5.6	40.6	(0.0)	81.7
Adjusted Gross Profit Margin	21.7%	29.1%	94.4%		38.5%	23.0%	25.4%	92.9%		37.2%
Depreciation and amortization of revenue generating assets	(2.0)	(0.7)	(2.2)	--	(4.9)	(1.8)	(0.7)	(1.4)	--	(3.9)
Gross profit	\$ 33.4	\$ 6.6	\$ 47.5	\$ (0.0)	\$ 87.5	\$ 33.8	\$ 4.9	\$ 39.1	\$ (0.0)	\$ 77.8
Gross profit margin	20.5%	26.3%	90.3%		36.5%	21.8%	22.3%	89.6%		35.4%
 (in Millions) Six Months Ended June 30, 2025										
	SMB	B2B	Enterprise	Eliminations	Total	SMB	B2B	Enterprise	Eliminations	Total
Revenues	\$ 314.9	\$ 49.0	\$ 102.7	\$ (2.2)	\$ 464.4	\$ 299.1	\$ 43.2	\$ 84.7	\$ (1.4)	\$ 425.6
Cost of Revenue (excluding depreciation and amortization)	(246.4)	(34.4)	(6.2)	2.2	(284.8)	(231.6)	(31.5)	(5.8)	1.4	(267.4)
Adjusted Gross Profit	68.5	14.6	96.6	(0.0)	179.7	67.5	11.8	78.9	(0.0)	158.2
Adjusted Gross Profit Margin	21.8%	29.8%	94.0%		38.7%	22.6%	27.2%	93.2%		37.2%
Depreciation and amortization of revenue generating assets	(4.0)	(1.4)	(4.2)	--	(9.6)	(3.6)	(1.5)	(2.8)	--	(7.8)
Gross profit	\$ 64.5	\$ 13.2	\$ 92.4	\$ (0.0)	\$ 170.1	\$ 63.9	\$ 10.3	\$ 76.1	\$ (0.0)	\$ 150.3
Gross profit margin	20.5%	26.9%	89.9%		36.6%	21.4%	23.8%	89.9%		35.3%

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

¹Adjusted 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 EBITDA¹ Reconciliation

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

	(in Millions)					(in Millions)					
	Three Months Ended June 30, 2025					Three Months Ended June 30, 2024					
	SMB	B2B	Enterprise	Corporate	Total		SMB	B2B	Enterprise	Corporate	Total
Adjusted EBITDA	\$ 27.7	\$ 3.8	\$ 45.6	\$ (21.0)	\$ 56.0		\$ 28.6	\$ 1.5	\$ 37.2	\$ (15.8)	\$ 51.6
Adjusted EBITDA Margin	17.0%	15.1%	86.5%		23.4%		18.4%	7.0%	85.3%		23.4%
Interest Expense	--	(0.8)	(0.2)	(22.0)	(23.1)		--	(1.2)	--	(20.5)	(21.7)
Depreciation and Amortization	(6.6)	(1.3)	(4.9)	(1.3)	(14.1)		(8.5)	(1.3)	(4.1)	(1.4)	(15.2)
Debt Modification and Extinguishment Expenses	--	--	--	--	--		--	--	--	(8.6)	(8.6)
Selling, General and Administrative (Non-Recurring)	--	--	--	(0.4)	(0.4)		--	--	--	(0.6)	(0.6)
Non-Cash Stock Based Compensation	0.0	(0.1)	(0.0)	(3.1)	(3.2)		(0.0)	(0.1)	(0.0)	(1.7)	(1.8)
Income (Loss) Before Taxes	\$ 21.1	\$ 1.6	\$ 40.3	\$ (47.8)	\$ 15.3		\$ 20.1	\$ (1.1)	\$ 33.1	\$ (48.6)	\$ 3.5
Income (Loss) Before Taxes % of Revenue	12.9%	6.5%	76.6%		6.4%		12.9%	(4.9%)	75.9%		1.6%
(in Millions)											
	Six Months Ended June 30, 2025					Six Months Ended June 30, 2024					
	SMB	B2B	Enterprise	Corporate	Total		SMB	B2B	Enterprise	Corporate	Total
Adjusted EBITDA	\$ 53.5	\$ 7.3	\$ 88.0	\$ (41.4)	\$ 107.3		\$ 53.6	\$ 3.3	\$ 72.0	\$ (31.0)	\$ 97.9
Adjusted EBITDA Margin	17.0%	14.9%	85.6%		23.1%		17.9%	7.6%	85.0%		23.0%
Interest Expense	--	(1.8)	(0.2)	(44.2)	(46.2)		--	(2.2)	--	(40.4)	(42.6)
Depreciation and Amortization	(13.3)	(2.5)	(9.6)	(2.5)	(27.9)		(17.1)	(2.7)	(8.1)	(2.5)	(30.5)
Debt Modification and Extinguishment Expenses	--	--	--	(0.0)	(0.0)		--	--	--	(8.6)	(8.6)
Selling, General and Administrative (Non-Recurring)	--	--	--	(2.6)	(2.6)		--	--	--	(1.4)	(1.4)
Non-Cash Stock Based Compensation	0.0	(0.2)	(0.1)	(4.6)	(4.8)		(0.0)	(0.2)	(0.1)	(3.2)	(3.5)
Income (Loss) Before Taxes	\$ 40.2	\$ 2.8	\$ 78.1	\$ (95.3)	\$ 25.8		\$ 36.5	\$ (1.9)	\$ 63.8	\$ (87.1)	\$ 11.3
Income (Loss) Before Taxes % of Revenue	12.8%	5.7%	76.0%		5.6%		12.2%	(4.4%)	75.3%		2.7%

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

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