UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2026
OR
☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number: 001-37872



Priority Technology Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware		**47-4257046**
(State or other jurisdiction of incorporation or organization)		(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: (404) 952-2107

Not applicable
(Former name, former address and former fiscal year, if changed since last report)

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, par value $0.001	PRTH	NASDAQ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☒
		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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of October 30, 2026, the number of the registrant's Common Stock outstanding was 82,573,861.

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Commonly Used or Defined Terms

Term	Definition
2018 Plan	2018 Equity Incentive Plan
2021 Stock Purchase Plan	Priority Technology Holdings, Inc. 2021 Employee Stock Purchase Plan
2022 Share Repurchase Program	Priority Technology Holdings, Inc. 2022 Share Repurchase Program
AOCI	Accumulated other comprehensive income/loss
ASC	Accounting Standards Codification
APIC	Additional paid-in capital
ASU	Accounting Standards Update
B2C	Business-to-consumer
CEO	Chief Executive Officer
CFO	Chief Financial Officer
Common Stock	The Company's Common Stock, par value $0.001
2024 Credit Agreement	Credit and Guaranty Agreement with Truist Bank dated as of May 16, 2024
EAETR	Estimated annual effective tax rate
ESPP	Employee Stock Purchase Plan
Exchange Act	Securities Exchange Act of 1934
FASB	Financial Accounting Standards Board
FDIC	Federal Deposit Insurance Corporation
FBO	For the benefit of
FI	Financial institution
GAAP	U.S. Generally Accepted Accounting Principles
ISO	Independent sales organization
ISV	Independent software vendor
MTL	Money Transmission Licenses
NCI	Non-controlling interests in consolidated subsidiaries
Residual Finance Credit Facility	Credit Agreement with VP Capital, L.P.
2024 Revolving Credit Facility	$100.0 million line issued under the 2024 Credit Agreement
SEC	Securities and Exchange Commission
SOFR	Secured Overnight Financing Rate
Term facility	Term loan facility issued under the 2024 Credit Agreement

Priority Technology Holdings, Inc.
Unaudited Consolidated Balance Sheets
(in thousands, except share data)

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

	September 30, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 135,648	$ 77,192
Restricted cash	16,009	16,457
Accounts receivable, net of allowances of $4,705 and $6,297, respectively	83,684	91,300
Prepaid expenses and other current assets	30,125	32,145
Current portion of notes receivable, net of allowance of $0 and $0, respectively	2,856	2,062
Settlement assets	1,504,904	1,295,896
Total current assets	1,773,226	1,515,052
Notes receivable, less current portion	18,641	17,629
Property, equipment and software, net	65,325	58,636
Goodwill	425,221	416,641
Intangible assets, net	292,135	315,190
Deferred income taxes, net	43,986	46,350
Other noncurrent assets	30,707	29,306
Total assets	**$ 2,649,241**	**$ 2,398,804**
Liabilities, Stockholders' Deficit and Non-controlling interest		
Current liabilities:		
Accounts payable and accrued expenses	$ 62,488	$ 70,636
Accrued residual commissions	40,922	40,463
Customer deposits and advance payments	2,750	1,972
Current portion of long-term debt	5,700	—
Settlement obligations	1,506,105	1,297,263
Total current liabilities	1,617,965	1,410,334
Long-term debt, net of current portion, discounts and debt issuance costs	1,044,409	1,039,358
Other noncurrent liabilities	44,347	41,484
Total liabilities	2,706,721	2,491,176
Commitments and contingencies (Note 12)		
Stockholders' deficit:		
Preferred stock, $0.001 par value; 100,000,000 shares authorized; 0 issued or outstanding at September 30, 2026 and December 31, 2025	—	—
Common Stock, $0.001 par value; 1,000,000,000 shares authorized; 87,592,070 and 86,639,593 shares issued at September 30, 2026 and December 31, 2025, respectively; and 82,548,886 and 81,907,304 shares outstanding at September 30, 2026 and December 31, 2025, respectively	83	82
Treasury stock at cost, 5,043,184 and 4,732,289 shares at September 30, 2026 and December 31, 2025, respectively	(24,568)	(22,759)
Additional paid-in capital	19,204	13,925
Accumulated other comprehensive loss	(742)	(210)
Accumulated deficit	(59,607)	(91,453)
Total stockholders' deficit attributable to stockholders of Priority Commerce	(65,630)	(100,415)
Non-controlling interests in consolidated subsidiaries	8,150	8,043
Total stockholders' deficit	(57,480)	(92,372)
Total liabilities, stockholders' deficit and Non-controlling interest	**$ 2,649,241**	**$ 2,398,804**

See Notes to Unaudited Consolidated Financial Statements.

Priority Technology Holdings, Inc.
Unaudited Consolidated Statements of Operations and Comprehensive Income
(in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenues	$ 268,623	$ 241,439	$ 780,437	$ 705,881
Operating expenses				
Cost of revenue (excludes depreciation and amortization)	165,908	146,681	479,053	431,433
Salary and employee benefits	28,950	26,140	86,625	78,975
Depreciation and amortization	18,231	15,122	56,739	42,992
Selling, general and administrative	19,647	15,724	55,699	44,734
Total operating expenses	232,736	203,667	678,116	598,134
Operating income	35,887	37,772	102,321	107,747
Other expense				
Interest expense	(21,190)	(22,463)	(63,257)	(68,693)
Debt extinguishment and modification costs	—	(12,476)	—	(12,514)
Other income, net	1,897	4,554	4,573	6,667
Total other expense, net	(19,293)	(30,385)	(58,684)	(74,540)
Income before income taxes	16,594	7,387	43,637	33,207
Income tax expense (benefit)	4,371	(20,201)	11,791	(13,528)
Net income attributable to common stockholders	12,223	27,588	31,846	46,735
Other comprehensive income				
Foreign currency translation adjustments	(68)	(279)	(532)	(19)
Comprehensive income	**$ 12,155**	**$ 27,309**	**$ 31,314**	**$ 46,716**
Earnings per common share:				
Basic	$ 0.15	$ 0.34	$ 0.39	$ 0.59
Diluted	$ 0.14	$ 0.34	$ 0.38	$ 0.58
Weighted-average common shares outstanding:				
Basic	81,663	80,325	81,530	79,366
Diluted	84,293	81,116	83,923	80,383

See Notes to Unaudited Consolidated Financial Statements.

Priority Technology Holdings, Inc.
Unaudited Consolidated Statements of Changes in Stockholders' Deficit and Non-Controlling Interest
(in thousands)

	Common Stock		Treasury Stock							
	Shares	$	Shares	$	APIC	AOCI	Accumulated Deficit	Deficit Attributable to Stockholders	NCIs	Total
December 31, 2025	81,907	$ 82	4,732	$ (22,759)	$ 13,925	$ (210)	$ (91,453)	$ (100,415)	$ 8,043	$ (92,372)
Equity-classified stock-based compensation	—	—	—	—	1,869	—	—	1,869	—	1,869
Vesting of stock awards and ESPP purchases	561	—	—	—	108	—	—	108	—	108
Shares withheld for taxes	(167)	—	167	(884)	—	—	—	(884)	—	(884)
Issuance of profit interests in subsidiaries	—	—	—	—	—	—	—	—	36	36
Foreign currency translation adjustment	—	—	—	—	—	(353)	—	(353)	—	(353)
Net income	—	—	—	—	—	—	9,760	9,760	—	9,760
March 31, 2026	**82,301**	**$ 82**	**4,899**	**$ (23,643)**	**$ 15,902**	**$ (563)**	**$ (81,693)**	**$ (89,915)**	**8,079**	**$ (81,836)**
Equity-classified stock-based compensation	—	—	—	—	1,636	—	—	1,636	—	1,636
Vesting of stock awards	216	—	—	—	—	—	—	—	—	—
Shares withheld for taxes	(97)	—	97	(639)	—	—	—	(639)	—	(639)
Issuance of profit interests in subsidiaries	—	—	—	—	—	—	—	—	36	36
Foreign currency translation adjustment	—	—	—	—	—	(111)	—	(111)	—	(111)
Net income	—	—	—	—	—	—	9,863	9,863	—	9,863
June 30, 2026	**82,420**	**$ 82**	**4,996**	**$ (24,282)**	**$ 17,538**	**$ (674)**	**$ (71,830)**	**$ (79,166)**	**8,115**	**$ (71,051)**
Equity-classified stock-based compensation	—	—	—	—	1,651	—	—	1,651	—	1,651
Vesting of stock awards	174	1	—	—	—	—	—	1	—	1
Shares withheld for taxes	(47)	—	47	(286)	—	—	—	(286)	—	(286)
Exercise of stock options	2	—	—	—	15	—	—	15	—	15
Issuance of profit interests in subsidiaries	—	—	—	—	—	—	—	—	35	35
Foreign currency translation adjustment	—	—	—	—	—	(68)	—	(68)	—	(68)
Net income	—	—	—	—	—	—	12,223	12,223	—	12,223
September 30, 2026	**82,549**	**$ 83**	**5,043**	**$ (24,568)**	**$ 19,204**	**$ (742)**	**$ (59,607)**	**$ (65,630)**	**8,150**	**$ (57,480)**

Priority Technology Holdings, Inc.
Unaudited Consolidated Statements of Changes in Stockholders' Deficit and Non-Controlling Interest
(in thousands)

	Common Stock		Treasury Stock							
	Shares	$	Shares	$	APIC	AOCI	Accumulated Deficit	Deficit Attributable to Stockholders	NCIs	Total
December 31, 2024	77,480	$ 77	4,386	$ (19,607)	$ —	$ (176)	$ (147,134)	$ (166,840)	$ 1,815	$ (165,025)
Equity-classified stock-based compensation	—	—	—	—	1,499	—	—	1,499	—	1,499
Vesting of stock awards and ESPP purchases	534	1	—	—	62	—	—	63	—	63
Shares withheld for taxes	(122)	—	122	(1,470)	—	—	—	(1,470)	—	(1,470)
Exercise of stock options	16	—	—	—	110	—	—	110	—	110
Exercise of warrants	1,804	2	—	—	(2)	—	—	—	—	—
Issuance of profit interests in subsidiaries	—	—	—	—	—	—	—	—	87	87
Foreign currency translation adjustment	—	—	—	—	—	43	—	43	—	43
Net income	—	—	—	—	—	—	8,268	8,268	—	8,268
March 31, 2025	**79,712**	**$ 80**	**4,508**	**$ (21,077)**	**$ 1,669**	**$ (133)**	**$ (138,866)**	**$ (158,327)**	**$ 1,902**	**$ (156,425)**
Equity-classified stock-based compensation	—	—	—	—	1,625	—	—	1,625	—	1,625
Vesting of stock awards and ESPP purchases	270	—	—	—	111	—	—	111	—	111
Shares withheld for taxes	(118)	—	118	(844)	—	—	—	(844)	—	(844)
Exercise of stock options	34	—	—	—	224	—	—	224	—	224
Issuance of profit interests in subsidiaries	—	—	—	—	—	—	—	—	79	79
Foreign currency translation adjustment	—	—	—	—	—	217	—	217	—	217
Net income	—	—	—	—	—	—	10,879	10,879	—	10,879
June 30, 2025	**79,898**	**$ 80**	**4,626**	**$ (21,921)**	**$ 3,629**	**$ 84**	**$ (127,987)**	**$ (146,115)**	**$ 1,981**	**$ (144,134)**
Equity-classified stock-based compensation	—	—	—	—	1,227	—	—	1,227	—	1,227
Vesting of stock awards and ESPP purchases	231	—	—	—	103	—	—	103	—	103
Shares withheld for taxes	(84)	—	84	(692)	—	—	—	(692)	—	(692)
Shares issued as part of Boom asset purchase	1,766	2	—	—	13,459	—	—	13,461	—	13,461
Exercise of stock options	10	—	—	—	79	—	—	79	—	79
Plastiq NCI repurchase	—	—	—	—	(5,670)	—	—	(5,670)	(330)	(6,000)
Issuance of profit interests in subsidiaries	—	—	—	—	—	—	—	—	133	133
Foreign currency translation adjustment	—	—	—	—	—	(279)	—	(279)	—	(279)
Net income	—	—	—	—	—	—	27,588	27,588	—	27,588
September 30, 2025	**81,821**	**$ 82**	**4,710**	**$ (22,613)**	**$ 12,827**	**$ (195)**	**$ (100,399)**	**$ (110,298)**	**$ 1,784**	**$ (108,514)**

See Notes to Unaudited Consolidated Financial Statements.

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

	Nine Months Ended September 30,	
	2026	**2025**
Cash flows from operating activities:		
Net income	$ 31,846	$ 46,735
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of assets	56,739	42,992
Stock-based compensation, ESPP, and incentive units compensation	6,023	7,119
Amortization of debt issuance costs and discounts	1,449	1,329
Debt extinguishment and modification costs	—	12,514
Deferred income tax	2,007	(16,090)
Change in contingent consideration	679	2,449
Bargain purchase adjustment/(gain)	354	(3,506)
Other non-cash items, net	(238)	(130)
Change in operating assets and liabilities, net of effects of acquisitions:		
Accounts receivable	8,851	(22,995)
Prepaid expenses and other current assets	(2,169)	(2,054)
Income taxes	5,035	(7,669)
Accounts payable and accrued expenses	(10,460)	1,498
Accrued residual commissions	459	1,118
Customer deposits and advance payments	778	(142)
Other assets, net	(1,821)	1,352
Other liabilities, net	(1,507)	(1,359)
Net cash provided by operating activities	**98,025**	**63,161**
Cash flows from investing activities:		
Acquisition of business, net of cash acquired	(11,456)	(77,369)
Additions to property, equipment and software	(20,430)	(18,952)
Notes receivable, net (see Note 5)	(4,106)	(5,060)
Short-term investments, net	(500,000)	(46,667)
Other investing activities	(11,197)	(3,850)
Net cash used in investing activities	**(547,189)**	**(151,898)**
Cash flows from financing activities:		
Proceeds from issuance of long-term debt, net of issue discount	9,493	1,019,714
Debt issuance and modification costs paid	—	(4,725)
Repayments of long-term debt	(191)	(945,537)
Shares withheld for taxes	(1,809)	(3,006)
Proceeds from exercise of stock options	15	413
Settlement obligations, net	215,155	247,531
Payment of deferred/contingent consideration related to business combination	(170)	(19,756)
NCI repurchase	—	(6,000)
Net cash provided by financing activities	**222,493**	**288,634**
Net change in cash and cash equivalents and restricted cash:		
Net (decrease)/increase in cash and cash equivalents, and restricted cash	(226,671)	199,897
Cash and cash equivalents and restricted cash at beginning of period	1,345,998	993,864
Cash and cash equivalents and restricted cash at end of period	**$ 1,119,327**	**$ 1,193,761**

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

	Nine Months Ended September 30,	
	2026	**2025**
Reconciliation of cash and cash equivalents, and restricted cash:		
Cash and cash equivalents	$ 135,648	$ 56,978
Restricted cash	16,009	12,984
Cash and cash equivalents included in settlement assets (restricted in nature) (see Note 4)	967,670	1,123,799
Total cash and cash equivalents, and restricted cash	**$ 1,119,327**	**$ 1,193,761**
Supplemental cash flow information:		
Cash paid for interest	$ 61,119	$ 64,478
Cash paid for income taxes, net of refunds	$ 4,811	$ 10,211
Non-cash investing and financing activities:		
Common stock issued for Boom Commerce asset purchase	$ —	$ 13,461
Foreign currency adjustment to goodwill and intangibles	$ 295	$ (321)
Residual buyout from note receivable	$ 2,300	$ —
Deferred/contingent consideration	$ 3,020	$ 8,824

See Notes to Unaudited Consolidated Financial Statements.

Priority Technology Holdings, Inc.
Notes to Unaudited Consolidated Financial Statements

1. Basis of Presentation and Significant Accounting Policies

Business, Consolidation and Presentation

Priority Technology Holdings, Inc. and its consolidated subsidiaries are referred to herein collectively as "Priority Commerce," the "Company," "we," "our" or "us," unless the context requires otherwise. Priority Commerce delivers payments and banking solutions that power connected commerce. Through a unified platform of payables, merchant services, and banking and treasury, Priority Commerce helps businesses manage money more effectively and unlock growth. The Priority Commerce Engine accelerates cash flow, improves working capital, reduces costs, and creates new revenue opportunities.

The Company operates on a calendar year ending each December 31 and reports quarterly results on four calendar quarters ending on March 31, June 30, September 30 and December 31 of each year. Results of operations reported for interim periods are not necessarily indicative of results for the entire year.

The accompanying Unaudited Consolidated Financial Statements include the accounts of the Company and its majority-owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation. These Unaudited Consolidated Financial Statements have been prepared in accordance with GAAP for interim financial information pursuant to the rules and regulations of the SEC. The Consolidated Balance Sheet as of December 31, 2025 was derived from the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, but does not include all disclosures required by GAAP for annual consolidated financial statements.

NCI represents the equity interest in certain consolidated entities in which the Company owns less than 100% of the profit interests. Changes in the Company's ownership interest while the Company retains its controlling interest are accounted for as equity transactions. As of September 30, 2026, there was no income attributable to NCI in accordance with the applicable operating agreements.

In the opinion of the Company's management, all known adjustments necessary for a fair presentation of the Unaudited Consolidated Financial Statements for interim periods have been made. These adjustments consist of normal recurring accruals and estimates that affect the carrying amounts of assets and liabilities. These Unaudited Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

Certain amounts from prior periods have been reclassified to conform to the current period’s presentation. The effect of these reclassifications on our Company’s previously reported consolidated financial statements was not material.

Segment Renaming

During the year ended December 31, 2025, the Company renamed its segments to align with the services offered. SMB Payments was renamed to Merchant Solutions, B2B Payments was renamed to Payables and Enterprise Payments was renamed to Treasury Solutions. There was no other change to the segments, see further information at Note 14. Segment Information.

Use of Estimates

The preparation of Unaudited Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the Unaudited Consolidated Financial Statements and the reported amounts of revenues and expenses during the reported period. Actual results could materially differ from those estimates.

Foreign Currency

The Company's reporting currency is the U.S. dollar. The functional currency of the Indian subsidiary of the Company is the Indian Rupee. The functional currency of the Canadian subsidiaries of the Company is the Canadian Dollar. Accordingly, assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the current exchange rate on the last day of

the reporting period. Revenues and expenses are translated using the average exchange rate in effect during the reporting period. Translation adjustments are reported as a component of accumulated other comprehensive income.

Allowance for Expected Losses

A reconciliation of the beginning and ending amount of allowance for expected losses is as follows:

(in thousands)	Accounts receivable	Settlement assets
Balance at December 31, 2025	$ (6,297)	$ (7,069)
Charge-offs (recoveries), net	2,980	8,087
Provision	(1,388)	(6,826)
Balance at September 30, 2026	**$ (4,705)**	**$ (5,808)**

The Company has elected not to measure expected losses for accrued interest on notes receivable but instead recognize losses for accrued interest within the period losses are determined to be uncollectible.

Recently Adopted Accounting Standards

Measurement of Credit Losses for Accounts Receivable and Contract Assets ASU 2025-05

In July 2025, the FASB issued ASU 2025-05, *Financial Instruments - Credit Losses (Topic 326)* ("ASU 2025-05") providing a practical expedient when estimating expected credit losses which assumes current conditions as of the balance sheet date do not change for the remaining life of the accounts receivable and contract asset. The ASU is effective for fiscal years beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. Adoption of this standard did not have any material impact on results of operations, financial position, cash flows or disclosures.

Recently Issued Accounting Standards Pending Adoption

Disaggregation of Income Statement Expenses ASU 2024-03

In November 2024, the FASB issued ASU 2024-03, *Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40)* ("ASU 2024-03") requiring additional disaggregated disclosures in the notes to financial statements for certain categories of expenses that are included on the face of the income statement. The ASU is effective for fiscal years beginning after December 15, 2026 and interim periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted. The Company will adopt this guidance for the year ended December 31, 2027. This guidance is expected to only impact the disclosures with no impact on the results of operations, financial position or cash flows.

Accounting for Internal-Use Software ASU 2025-06

In September 2025, the FASB issued ASU 2025-06, *Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40)* ("ASU 2025-06") for targeted improvements to the accounting for internal-use software. The amendment updates guidance to consider different methods of software development, updating the requirements for capitalization of software costs. This ASU is effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the impact this ASU will have on its consolidated financial statements.

Interim Reporting ASU 2025-11

In December 2025, the FASB issued ASU 2025-11, *Interim Reporting (Topic 270)* ("ASU 2025-11") provides clarity about the current requirements for a comprehensive list of interim disclosures and also requires the Company to disclose events since the end of the last annual reporting period which have a material impact on the Company. This ASU is effective for interim

reporting periods within annual reporting periods beginning after December 15, 2027 and early adoption is permitted. The Company is currently evaluating the impact this ASU will have on its interim consolidated financial statements and disclosures.

2. Acquisitions

IntelliPay

On August 25, 2026, Priority Commerce's wholly owned subsidiary, Priority Payments LLC, acquired 100% membership interest in Convenient Payments LLC ("IntelliPay"). IntelliPay is an all-in-one integrated payment processing platform supporting card-present and card-not-present transactions with solutions for markets including government, property management and others, supplementing the Company's services within the Merchant Solutions reportable segment. The acquisition was accounted for under the acquisition method of accounting in accordance with ASC 805, *Business Combinations*. The total purchase consideration was $15.6 million, consisting of $12.6 million in cash consideration funded by the Company's cash flows and contingent consideration of $3.0 million for a contractual earn-out. The earn-out will be paid as a percentage of gross profit. The purchase price allocation is considered preliminary pending finalization of customary adjustments from timing differences.

The earn-out was recorded at the fair value of $3.0 million on the acquisition date. The earn-outs will be paid quarterly subject to terms and conditions noted within the agreement over the two years and total payments will not exceed $3.5 million. As of September 30, 2026, $1.4 million is included in accounts payable and accrued expenses and $1.6 million is included in noncurrent liabilities on the Unaudited Consolidated Balance Sheets.

The preliminary purchase price allocation is set forth in the table below:

(in thousands)		
Consideration:		
Cash[1]	$	12,620
Contingent consideration[2]		3,020
Less: cash acquired		(1,164)
Total purchase consideration, net of cash acquired[3]	**$**	**14,476**
Recognized amounts of assets acquired and liabilities assumed:		
Accounts receivable	$	1,236
Prepaid expenses and other current assets		256
Goodwill		8,793
Intangible assets:		
Referral partner relationships		1,369
Customer relationships		2,408
Technology		2,106
Trade names		808
Accounts payable and accrued expenses		(2,500)
Total purchase consideration	**$**	**14,476**

(1) Cash at closing.

(2) The fair value of the contingent consideration was determined utilizing a Monte Carlo simulation. The payments were calculated based on the path for the simulated metrics and the contractual terms of the contingent consideration payments and were discounted to present value at a rate reflecting a risk associated with the payoffs. The fair value was estimated to be the average present value of the contingent consideration payments over all iterations of the simulation.

(3) Does not include the contractual holdback amount.

Goodwill of $8.8 million arising from the acquisition primarily consists of the expected synergies and other benefits from combining operations. The goodwill was 100% allocated to the Company's Merchant Solutions reportable segment and is expected to be deductible for income tax purposes.

The Company incurred $0.6 million in acquisition related costs which primarily consisted of consulting and legal expenses. These expenses were recorded in selling, general and administrative expenses in the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income. Based on the purchase consideration and pre-acquisition operating results, this business combination did not meet the materiality requirements for pro forma disclosures.

Results for IntelliPay since the acquisitions are included within the Merchant Solutions segment, which includes $1.5 million in revenue and net income of $0.0 million for the three and nine months ended September 30, 2026.

Acquisitions that occurred in prior years

Payslate

On January 21, 2025, Priority Commerce's wholly owned subsidiary, Priority Canada Acquisition Company, Inc., acquired 100% of the equity interest in Payslate Inc. (Canada), and its subsidiary Rentmoola Payment Solutions Ltd (United Kingdom) (jointly referred as "Letus business"). The Letus business is engaged in processing of rent payments for property management companies in the United States and Canada. The acquisition offers synergy opportunities to the Company's Treasury Solutions rent payment business and expand Priority Commerce's services in Canada. The acquisition was accounted for under the acquisition method of accounting in accordance with ASC 805, *Business Combinations*. The total purchase consideration was $8.8 million, consisting of $4.4 million in cash consideration funded by the Company's cash flows, deferred consideration of $4.3 million and contingent consideration of $0.1 million.

The deferred consideration of $4.3 million was recorded at the fair value on the acquisition date. The deferred consideration is paid monthly equal to 40% of gross profit under the agreement and total payments will not exceed $6.5 million. Any amount remaining but unpaid will be paid in full by January 21, 2030. The Company continues to accrete interest expense on the deferred consideration throughout the period.

The final purchase price allocation is set forth in the table below:

(in thousands)		
Consideration:		
Cash[1]	$	4,627
Deferred consideration [2]		4,282
Contingent consideration[3]		104
Less: cash acquired		(175)
Total purchase consideration, net of cash acquired	**$**	**8,838**
Recognized amounts of assets acquired and liabilities assumed[4]:		
Accounts receivable	$	149
Prepaid expenses		229
Property, equipment and software		8
Goodwill		6,070
Intangible assets:		
Customer relationships		1,555
Trademarks		480
Technology		706
Accounts payable and accrued expenses		(359)
Total purchase consideration	**$**	**8,838**

(1) Cash at closing net of adjustments from estimated net working capital to actual working capital.

(2) The fair value of the deferred consideration was determined utilizing a Monte Carlo simulation. The payments were calculated based on the path for the simulated metrics and the contractual terms of the deferred consideration payments and were discounted to present value at a rate reflecting a risk associated with the payoffs. The fair value was estimated to be the average present value of the deferred consideration payments over all iterations of the simulation.

(3) The contingent consideration represents the fair value of the share of net operating loss carryforwards owed to the seller in the future.

(4) Includes deferred tax asset of $3.8 million which has a full valuation allowance.

Goodwill of $6.1 million arising from the acquisition primarily consists of the expected synergies and other benefits from combining operations. There was no goodwill deductible for income tax purposes. The goodwill was 100% allocated to the Company's Treasury Solutions reportable segment.

Sila

On August 26, 2025, Priority Commerce's wholly owned subsidiary, Priority Tech Ventures, LLC, through its merger subsidiary, acquired total outstanding shares including all voting interests in Sila Inc. (the "Sila business" or "Sila"). Sila is a payment platform that enables ACH transfers, instant settlement, digital wallets and built-in compliance through a simple application programming interface. Technology acquired in this transaction supplements Priority Commerce's Treasury Solutions reportable segment. The acquisition was accounted for under the acquisition method of accounting in accordance with ASC 805, *Business Combinations*. The total purchase consideration was $7.2 million, consisting of $3.4 million in cash consideration funded by the Company's cash flows, and contingent consideration of $3.9 million for contractual earn-outs and additional contingent consideration. Earn-outs will be paid as a percentage of gross profit when certain thresholds are met and additional contingent considerations will be paid based on utilization of the seller's carryforward tax losses.

The contingent consideration for the contractual earn-outs was recorded at the fair value of $3.9 million on the acquisition date. The contingent consideration will be paid quarterly subject to terms and conditions noted within the agreement over a period of

seven years and total payments will not exceed $17.0 million.

The final purchase price allocation is set forth in the table below:

(in thousands)		
Consideration:		
Cash[1][4]	$	3,449
Contingent consideration [2][4]		3,881
Less: cash acquired		(100)
Total purchase consideration, net of cash acquired	**$**	**7,230**
Recognized amounts of assets acquired and liabilities assumed:		
Accounts receivable[4]	$	68
Prepaid expenses[4]		346
Other noncurrent assets[3][4][5]		9,143
Intangible assets:		
Trademarks[4]		772
Technology[4]		943
Accounts payable and accrued expenses[4]		(386)
Customer deposits		(46)
Fair value of net assets acquired	**$**	**10,840**
Estimated bargain purchase gain[4][5]	**$**	**3,610**

(1) Cash at closing net of adjustments from estimated net working capital and closing cash.

(2) The fair value of the contingent consideration was determined utilizing a Monte Carlo simulation. The payments were calculated based on the path for the simulated metrics and the contractual terms of the contingent consideration payments and were discounted to present value at a rate reflecting a risk associated with the payoffs. The fair value was estimated to be the average present value of the contingent consideration payments over all iterations of the simulation. The contingent consideration represents the fair value of the contractual earn-outs and the share of net operating loss carryforwards owed to the seller in the future.

(3) Includes a deferred tax asset of $9.1 million.

(4) During the fourth quarter of 2025, the Company recorded measurement period adjustments due to additional information received that existed on the acquisition date.

(5) During the third quarter of 2026, the Company recorded a measurement period adjustment due to additional information received that existed on the acquisition date.

The fair value of acquired assets and assumed liabilities exceeded the consideration paid, resulting in a bargain purchase gain. The Company reviewed its acquisition accounting methods, confirmed all assets and liabilities were properly identified, and ensured measurements reflected all consideration as of the closing date. The gain was primarily due to recognizing a deferred tax asset recorded in accordance with ASC 740 related to Sila's historical net operating losses. The bargain purchase gain is recorded in other income, net, in the Unaudited Consolidated Statements of Operations and Comprehensive Income.

DMS (*doing business as Priority Commerce Automotive*)

On October 1, 2025, Priority Commerce's subsidiary, Priority DMS, LLC, entered into the asset purchase and contribution agreement with DMSJV, LLC ("DMS"), to acquire substantially all of the assets of DMS. DMS provides credit card processing solutions to automotive dealerships via marketing and selling card and ACH processing services and ancillary services including POS systems, payment gateways, payment processing and authorization, clearing, and settlement for credit card, debit and ACH transactions, which supplements the Company's services within the Merchant Solutions reportable segment. The acquisition was accounted for under the acquisition method of accounting in accordance with ASC 805, *Business Combinations*. The total purchase consideration was $57.9 million, consisting of $31.5 million in cash consideration funded by

the Company's term loan facility, deferred consideration of $2.8 million, contingent consideration of $17.1 million for contractual earn-outs and $6.6 million in non-voting subsidiary shares issued to the sellers. Earn-outs will be paid as a percentage of gross profit when certain thresholds are met.

The contingent consideration for the contractual earn-outs was recorded at the fair value of $17.1 million on the acquisition date. The contingent consideration will be paid when an initial cumulative threshold for gross profit is met, subject to terms and conditions noted within the agreement, over a period of at least four years and total payments will not exceed $22.5 million. The Company continues to accrete interest expense on the deferred consideration throughout the period.

The final purchase price allocation is set forth in the table below:

(in thousands)		
Consideration:		
Cash	$	31,500
Contingent consideration[2]		17,066
Common equity of the Acquiring Entity[3]		6,562
Deferred consideration[1]		2,801
Total purchase consideration, net of cash acquired	**$**	**57,929**
Recognized amounts of assets acquired and liabilities assumed:		
Accounts receivable	$	11
Inventory		145
Other noncurrent assets		7
Goodwill		34,159
Intangible assets:		
Customer relationships		17,187
Trademarks		3,222
Technology		3,277
Accounts payable and accrued expenses		(79)
Total purchase consideration	**$**	**57,929**

(1) The deferred consideration represents the fair value of the amount to be remitted upon direction of the seller no later than four years from the acquisition date.

(2) The fair value of the contingent consideration was determined utilizing a Monte Carlo simulation. The payments were calculated based on the path for the simulated metrics and the contractual terms of the contingent consideration payments and were discounted to present value at a rate reflecting a risk associated with the payoffs. The fair value was estimated to be the average present value of the contingent consideration payments over all iterations of the simulation.

(3) The fair value determination for the Class B units utilized an option pricing model. The seller may request to convert 50% of the Class B Units to shares in the Company no later than five years from the acquisition date.

Goodwill of $34.2 million arising from the acquisition primarily consists of the expected synergies and other benefits from combining operations. There was no goodwill deductible for income tax purposes. The goodwill was 100% allocated to the Company's Merchant Solutions reportable segment.

Other Acquisitions

Boom Commerce

On August 18, 2025, Priority Boom, LLC, a subsidiary of Priority Commerce, completed its acquisition of certain residual portfolio rights for a purchase price of $73.5 million in cash, $13.5 million in Common shares of Priority Commerce and earn-out payments not to exceed $17.0 million based on meeting certain thresholds over a three-year period from the date of acquisition. The transaction did not meet the definition of a business; therefore, it was accounted for as an asset purchase under which the cost of the acquisition was allocated to the acquired assets based on relative fair values. As an asset purchase,

additional purchase price (in the form of earn-outs) is accounted for when payment to the seller becomes payable and is added to the carrying value of the asset, as long as it does not meet the definition of a derivative.

During the three months ended September 30, 2026, the sellers earned and were paid $7.3 million of the $17.0 million earnout, which increased the total purchase price recorded. This amount was allocated to the initial intangible assets recognized and is amortized on a straight-line basis over the remaining useful lives.

3. Revenues

Disaggregation of Revenues

Total revenues include contracts with an original duration of one year or less and variable consideration under a stand-ready series of distinct days of service. The aggregate fixed consideration portion of customer contracts with an initial contract duration greater than one year is not material.

The following table presents a disaggregation of our consolidated revenues by segment:

	Three Months Ended September 30, 2026				
(in thousands)	**Merchant Card Fees**	**Money Transmission Services**	**Outsourced and Other Services** [1]	**Equipment**	**Total**
Segment					
Merchant Solutions	$ 176,220	$ —	$ 1,508	$ 1,917	$ 179,645
Payables	27,827	—	3,799	—	31,626
Treasury Solutions	2,518	42,283	15,466	—	60,267
Eliminations	(2,274)	—	(641)	—	(2,915)
Total revenues	**$ 204,291**	**$ 42,283**	**$ 20,132**	**$ 1,917**	**$ 268,623**

[1] Approximately $16.5 million of interest income on customer funds is included in outsourced and other services revenue in the table above and approximately $2.0 million of interest income on corporate funds is included in other income, net on the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income and is not reflected in the table above for the three months ended September 30, 2026.

	Nine Months Ended September 30, 2026				
(in thousands)	**Merchant Card Fees**	**Money Transmission Services**	**Outsourced and Other Services** [1]	**Equipment**	**Total**
Segment					
Merchant Solutions	$ 506,636	$ —	$ 4,286	$ 6,287	$ 517,209
Payables	81,954	—	12,543	—	94,497
Treasury Solutions	9,639	126,020	43,967	—	179,626
Eliminations	(8,912)	—	(1,983)	—	(10,895)
Total revenues	**$ 589,317**	**$ 126,020**	**$ 58,813**	**$ 6,287**	**$ 780,437**

[1] Approximately $46.7 million of interest income on customer funds is included in outsourced and other services revenue in the table above and approximately $4.4 million of interest income on corporate funds is included in other income, net on the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income and is not reflected in the table above for the nine months ended September 30, 2026.

	Three Months Ended September 30, 2025				
(in thousands)	**Merchant Card Fees**	**Money Transmission Services**	**Outsourced and Other Services** [1]	**Equipment**	**Total**
Segment					
Merchant Solutions	$ 157,197	$ —	$ 1,035	$ 3,642	$ 161,874
Payables	21,380	—	3,782	—	25,162
Treasury Solutions	908	40,991	13,785	—	55,684
Eliminations	(967)	—	(314)	—	(1,281)
Total revenues	**$ 178,518**	**$ 40,991**	**$ 18,288**	**$ 3,642**	**$ 241,439**

[1] Approximately $15.8 million of interest income on customer funds is included in outsourced and other services revenue in the table above and approximately $1.1 million of interest income on corporate funds is included in other income, net on the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income and is not reflected in the table above for the three months ended September 30, 2025.

	Nine Months Ended September 30, 2025				
(in thousands)	**Merchant Card Fees**	**Money Transmission Services**	**Outsourced and Other Services** [1]	**Equipment**	**Total**
Segment					
Merchant Solutions	$ 463,503	$ —	$ 3,346	$ 9,945	$ 476,794
Payables	62,637	—	11,476	—	74,113
Treasury Solutions	2,484	117,713	38,233	—	158,430
Eliminations	(2,544)	—	(912)	—	(3,456)
Total revenues	**$ 526,080**	**$ 117,713**	**$ 52,143**	**$ 9,945**	**$ 705,881**

[1] Approximately $42.5 million of interest income on customer funds is included in outsourced and other services revenue in the table above and approximately $3.2 million of interest income on corporate funds is included in other income, net on the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income and is not reflected in the table above for the nine months ended September 30, 2025.

4. Settlement Assets and Obligations

Settlement assets and obligations include, 1) funds due from merchants arising from settlement of funds for sales and credits between card issuers, merchants, 2) card settlement funds due from networks due to timing and its related obligations, and 3) Customer/Subscriber account balances and related obligations resulting from licensed money transmitter services.

Card settlements due from merchants, net

The merchant solution services of the Company include settlement of funds for sales and credits between card issuers, card networks and merchants. The standards of the card networks require possession of funds during the settlement process by a member bank which controls the clearing transactions. Since settlement funds are required to be in the possession of a member bank until merchants are funded, these funds are not assets of the Company, and the associated obligations are not liabilities of the Company. Therefore, neither is recognized in the Company's Unaudited Consolidated Balance Sheets.

Exception items that the Company is still attempting to collect from the merchants through the funds settlement process or merchant reserves are recognized as settlement assets in the Company's Unaudited Consolidated Balance Sheets, with an offsetting reserve for those amounts the Company estimates it will not be able to recover. Exception items that the Company has deemed uncollectible are recorded as merchant losses, a component of cost of revenue in the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income. Expenses for merchant losses, net of recoveries for the

three and nine months ended September 30, 2026 were $2.6 million and $8.3 million, respectively. Expenses for merchant losses were $0.9 million and $2.8 million for the three and nine months ended September 30, 2025, respectively.

Card settlements due from networks and Dues to Customers' Payees

As part of the Payables service offering:

- Priority Commerce accepts card payments for its customers and processes disbursements to their vendors (customers' payees). The time lag between authorization and settlement of card transactions creates certain receivables (from card networks) and payables (to the vendors of customers). These receivables and payables arise from the settlement activities that the Company performs on behalf of its customers and therefore, are presented as settlement assets and related obligations.

- Priority Commerce processes payments to the customers' payees wherein customers funds are received either in Company-owned bank accounts controlled by the Company or bank-owned FBO accounts controlled by the banks, until such time that the transactions are settled with the customers' payees. Balances in the bank-owned FBO accounts and related obligations are not considered assets and obligations of the Company. Therefore, neither is recognized in the Company's Unaudited Consolidated Balance Sheets. Amounts due to customers' payees that are held in Company-owned bank accounts are included in restricted cash in the Company's Unaudited Consolidated Balance Sheets and related obligations are presented as due to customers' payees.

MTL Customer cash and cash equivalents (restricted in nature), short-term investments and MTL Customer account obligations

The Company provides treasury solutions to its customers either through its money transmission licenses in 46 states, the District of Columbia, and 2 territories of the United States or through agency relationships with banks. These services include the acceptance and disbursement of funds. While waiting for disbursement, these funds are held in bank accounts maintained by the Company on behalf of its customers. As such, the Company recognized these balances and related obligations on its balance sheet. Considering these balances are payable on demand and are related to settlement activities, they are presented as settlement assets (as part of the current assets) and the related obligations as settlement obligations (as part of the current liabilities) in the Company's Unaudited Consolidated Balance Sheets. The nature of these MTL Customer cash and cash equivalent are restricted in nature and therefore these balances are presented as restricted cash on the Company's Unaudited Consolidated Statements of Cash Flows. Per the money transmission regulations, the Company is allowed to invest available balances in these accounts in certain permitted investments, and returns on such investments contribute to the Company's net cash inflows.

The Company's consolidated settlement assets and obligations were as follows:

(in thousands)	September 30, 2026	December 31, 2025
Settlement Assets, net of estimated losses[1]:		
Card settlements due from merchants[1][2]	$ 2,522	$ 2,455
Card settlements due from networks	9,712	16,092
Subtotal	12,234	18,547
MTL Customer cash and cash equivalents (restricted in nature)[3]	967,670	1,252,349
MTL Short-term investments	525,000	25,000
Total settlement assets	**$ 1,504,904**	**$ 1,295,896**
Settlement Obligations:		
MTL Customer account obligations	$ 1,454,913	$ 1,244,975
Subscriber account obligations	36,969	32,031
Total customer/subscriber account obligations	1,491,882	1,277,006
Due to customers' payees[4][5]	14,223	20,257
Total settlement obligations	**$ 1,506,105**	**$ 1,297,263**

(1) Allowance for estimated losses were $5.8 million and $7.1 million as of September 30, 2026 and December 31, 2025, respectively.

(2) Excludes merchant funds held at member banks of $121.6 million and $103.9 million on September 30, 2026 and December 31, 2025, respectively.

(3) Excludes funds held under agency arrangement with member banks, balances remain under the control of the member banks (therefore not the assets or obligations of the Company). Agency owned accounts held $46.1 million and $50.3 million at September 30, 2026 and December 31, 2025, respectively.

(4) Includes $9.7 million and $16.1 million as of September 30, 2026 and December 31, 2025, respectively, of card settlements due from networks and the remainder is included in restricted cash on our Unaudited Consolidated Balance Sheets.

(5) Excludes amounts due to customer payees that are held in bank-owned FBO accounts which are not assets of the Company, and the associated obligations are not liabilities of the Company. Therefore, neither is recognized in the Company's Unaudited Consolidated Balance Sheets. Bank-owned FBO accounts held funds of $148.5 million and $151.8 million at September 30, 2026 and December 31, 2025, respectively.

5. Notes Receivable

The Company had notes receivable of $21.5 million and $19.7 million as of September 30, 2026 and December 31, 2025, respectively, which are reported as current portion of notes receivable and notes receivable less current portion on the Company's Unaudited Consolidated Balance Sheets. The notes receivable carried weighted-average interest rates of 12.2% and 13.6% as of September 30, 2026 and December 31, 2025, respectively. The notes are receivables from ISOs and ISVs, which are made with a term of 1-5 years. Under the terms of the agreements, the advances are secured by residual payments due to the ISOs and ISVs and apply such residuals against future payment due to the Company. As of September 30, 2026 and December 31, 2025, there was no allowance for expected losses on notes receivable.

The following table provides a reconciliation for activity within the notes receivable as of September 30, 2026:

(in thousands)		
Balance at December 31, 2025	$	19,691
Principal payments received		(516)
Advances during the period		8,575
Balance at March 31, 2026	$	27,750
Principal payments received		(6,540)
Advances during the period		1,493
Balance at June 30, 2026	$	22,703
Principal payments received		(2,506)
Advances during the period		1,300
Balance at September 30, 2026	**$**	**21,497**

As of September 30, 2026 and December 31, 2025, $18.4 million and $14.9 million of notes receivable were pledged as collateral for the Residual Finance Credit Facility (see Note 8. Debt Obligations).

As of September 30, 2026, the principal payments for the Company's notes receivable are due as follows:

(in thousands)		
Twelve months ending September 30,		
2027	$	2,856
2028		4,467
2029		5,608
2030		5,412
2031		3,154
Thereafter		—
Total	**$**	**21,497**

6. Property, Equipment and Software

A summary of property, equipment and software, net was as follows:

(in thousands)	September 30, 2026	December 31, 2025
Computer software	$ 143,537	$ 125,073
Equipment	14,530	14,037
Leasehold improvements	2,619	2,621
Furniture and fixtures	871	875
Property, equipment and software	161,557	142,606
Less: Accumulated depreciation	(99,796)	(86,245)
Capital work in-progress	3,564	2,275
Property, equipment and software, net	**$ 65,325**	**$ 58,636**

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2026	2025	2026	2025
Depreciation expense	$ 4,823	$ 4,186	$ 13,741	$ 12,123

Computer software represents purchased software and internally developed software that is used to provide the Company's services to its customers.

Fully depreciated assets are retained in property, equipment and software, net, until removed from service. No fully depreciated assets were removed from service during the three months ended September 30, 2026. Certain fully depreciated assets were removed from service during the nine months ended September 30, 2026 and three and nine months ended September 30, 2025.

7. Goodwill and Intangible Assets

Goodwill

The Company's goodwill relates to the following reportable segments:

(in thousands)	September 30, 2026	December 31, 2025
Merchant Solutions	$ 167,091	$ 158,298
Treasury Solutions	250,890	251,103
Payables	7,240	7,240
Total	**$ 425,221**	**$ 416,641**

The following table summarizes the changes in the carrying value of goodwill:

(in thousands)	Amount
Balance at December 31, 2025	$ 416,641
IntelliPay acquisition	8,793
Foreign currency translation adjustment	(213)
Balance at September 30, 2026	**$ 425,221**

The Company has started the process of its annual impairment test as of October 1, 2026, but no conclusion has been reached as of the date of the issuance of these unaudited consolidated financial statements.

Intangible Assets

Intangible assets consisted of the following:

(in thousands, except weighted-average data)	September 30, 2026			Weighted-average Useful Life
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	
Intangible assets:				
ISO and referral partner relationships	$ 230,283	$ (75,412)	$ 154,871	14.2
Residual buyouts	181,529	(134,545)	46,984	6.0
Customer relationships	143,501	(102,792)	40,709	8.5
Merchant portfolios	83,350	(71,413)	11,937	6.5
Technology	65,683	(36,736)	28,947	8.6
Trade names	14,370	(7,783)	6,587	8.0
Money transmission licenses[1]	2,100	—	2,100	
Total	**$ 720,816**	**$ (428,681)**	**$ 292,135**	**9.5**

[1] These assets have an indefinite useful life.

(in thousands, except weighted-average data)	December 31, 2025			Weighted-average Useful Life
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	
Intangible assets:				
ISO and referral partner relationships	$ 223,016	$ (63,701)	$ 159,315	13.8
Residual buyouts	177,864	(119,861)	58,003	6.0
Customer relationships	139,463	(98,478)	40,985	8.8
Merchant portfolios	83,350	(68,787)	14,563	6.5
Technology	63,602	(32,684)	30,918	8.5
Trade names	13,329	(4,023)	9,306	10.6
Money transmission licenses[1]	2,100	—	2,100	
Total	**$ 702,724**	**$ (387,534)**	**$ 315,190**	**9.4**

[1] These assets have an indefinite useful life.

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Amortization expense[1]	$ 13,408	$ 10,936	$ 42,998	$ 30,869

[1] Included in amortization expense is $0.6 million and $1.8 million for the three and nine months ended September 30, 2026, respectively, and $0.6 million and $1.8 million for the three and nine months ended September 30, 2025 respectively, related to the amortization of certain contract acquisition costs.

As of September 30, 2026, there were no impairment indicators present.

8. Debt Obligations

Outstanding debt obligations consisted of the following:

(in thousands)	September 30, 2026	December 31, 2025
2024 Credit Agreement		
Term facility - matures July 31, 2032, interest rate of 7.82% and 7.47% at September 30, 2026 and December 31, 2025, respectively	$ 1,020,000	$ 1,020,000
Revolving credit facility - $100.0 million line matures July 31, 2030, interest rate of 7.57% and 7.22% at September 30, 2026 and December 31, 2025, respectively	—	—
Residual Finance Credit Facility		
Term facility - matures August 18, 2031, interest rate of 10.14% and 9.98% at September 30, 2026 and December 31, 2025, respectively	44,696	35,394
Total debt obligations	1,064,696	1,055,394
Less: current portion of long-term debt	(5,700)	—
Less: unamortized debt discounts and deferred financing costs	(14,587)	(16,036)
Long-term debt, net	**$ 1,044,409**	**$ 1,039,358**

Interest Expense and Amortization of Deferred Loan Costs and Discounts

Deferred financing costs and debt discounts are amortized using the effective interest method over the remaining term of the respective debt and are recorded as a component of interest expense. Unamortized deferred financing costs and debt discounts are included in long-term debt on the Company's Unaudited Consolidated Balance Sheets.

Interest expense for outstanding debt, including fees for undrawn amounts and amortization of deferred financing costs and debt discounts was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2026	2025	2026	2025
Interest expense[1][2]	$ 21,190	$ 22,463	$ 63,257	$ 68,693

(1) Included in interest expense is $0.0 million and $0.7 million related to the accretion of deferred consideration from acquisitions for the three and nine months ended ended September 30, 2026, respectively, and $0.4 million and $2.5 million for the three and nine months ended ended September 30, 2025, respectively.

(2) Interest expense included amortization of deferred financing costs and debt discounts of $0.5 million and $1.4 million for the three and nine months ended ended September 30, 2026, respectively, and $0.4 million and $1.3 million for the three and nine months ended September 30, 2025, respectively.

Debt Covenants

The 2024 Credit Agreement contains representations and warranties, financial and collateral requirements, mandatory payment events, events of default and affirmative and negative covenants, including without limitation, covenants that restrict among other things, the ability to create liens, pay dividends or distribute assets from the loan parties to the Company, merge or consolidate, dispose of assets, incur additional indebtedness, make certain investments or acquisitions, enter into certain transactions (including with affiliates) and to enter into certain leases.

If the aggregate principal amount of outstanding revolving loans and letters of credit under the 2024 Credit Agreement exceeds 35% of the total revolving credit facility thereunder, the Company is required to comply with certain restrictions on its Total Net Leverage Ratio. If applicable, the maximum permitted Total Net Leverage Ratio is: 1) 6.90:1.00 at each fiscal quarter ended September 30, 2025 through March 31, 2026; 2) 6.40:1.00 at each fiscal quarter ended June 30, 2026 and each fiscal quarter thereafter.

The Residual Finance Credit Facility contains customary representations and warranties, financial and collateral requirements, mandatory payment events, events of default and affirmative and negative covenants, including without limitation, covenants

that restrict among other things, the ability to create liens, pay dividends or distribute assets from the loan parties to the Company, merge or consolidate, dispose of assets, incur additional indebtedness, make certain investments or acquisitions, and enter into certain transactions (including with affiliates).

The Residual Finance Credit Facility requires the Company to comply with certain restrictions including minimum liquidity of $2.0 million, minimum tangible net worth of $5.0 million, maximum default ratio of 2.5%, maximum delinquency ratio of 5.0%, and a minimum excess spread ratio of 1.00 to 1.00 at its subsidiary Priority Residual Finance LLC.

9. Income Taxes

The Company's consolidated effective income tax rate for the three and nine months ended September 30, 2026 was 26.3% and 27.0%, respectively, compared to a consolidated effective income tax rate of (273.5)% and (40.7)% for the three and nine months ended September 30, 2025, respectively. The 2026 effective rates differed from the statutory rate of 21.0% primarily due to certain forecasted nondeductible expenses, and the 2025 rates differed primarily due to a decrease in the valuation allowance against certain business interest carry over deferred tax assets.

Valuation Allowance for Deferred Income Tax Assets

The Company considers all available positive and negative evidence to determine whether sufficient taxable income will be generated in the future to permit realization of the existing deferred tax assets. In accordance with the provisions of ASC 740, *Income Taxes*, the Company is required to provide a valuation allowance against deferred income tax assets when it is "more likely than not" that some portion or all of the deferred tax assets will not be realized.

Based on management's assessment, as of September 30, 2026, the Company continues to record a full valuation allowance against certain transaction costs, and net deferred tax assets acquired as part of the Payslate acquisition. The Company will continue to evaluate the realizability of the net deferred tax asset on a quarterly basis and, as a result, the valuation allowance may change in future periods.

10. Stockholders' Deficit

The Company is authorized to issue 100,000,000 shares of preferred stock with such designations, voting and other rights and preferences as may be determined from time to time by the Board of Directors. As of September 30, 2026 and December 31, 2025, the Company has not issued any shares of preferred stock.

Share Repurchase Program

In 2022, Priority Commerce's Board of Directors authorized a general share repurchase program under which the Company may purchase up to 2,000,000 shares of its outstanding Common Stock for a total of up to $10.0 million. Under the terms of this plan, the Company may purchase shares through open market purchases, unsolicited or solicited privately negotiated transactions, or in another manner so long as it complies with applicable rules and regulations. The Company has purchased 1,309,374 shares for $5.8 million under this plan. On May 5, 2025, the Company's Board of Directors amended the program to increase the authorization for an additional 5,000,000 shares of its outstanding common stock for a total of $40.0 million. There have been no shares repurchased under this plan since the year ended December 31, 2022. Under the Merger Agreement (see Note 16. Related Party Transaction), the Company is generally prohibited from repurchasing its securities prior to the completion of the Merger, other than shares withheld to satisfy tax withholding obligations upon vesting of equity awards.

11. Stock-based Compensation

Stock-based compensation expense, which is included in salary and employee benefits within the Unaudited Consolidated Statements of Operations and Comprehensive Income, was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2026**	**2025**	**2026**	**2025**
Stock-based compensation expense	$ 1,651	$ 1,200	$ 5,130	$ 4,281
Incentive units compensation expense	35	133	107	299
Liability-classified awards compensation expense	(34)	967	760	2,469
ESPP compensation expense	—	27	26	70
Total	**$ 1,652**	**$ 2,327**	**$ 6,023**	**$ 7,119**

Income tax expense for stock-based compensation was immaterial for the three and nine months ended September 30, 2026. Income tax benefit for stock-based compensation was $0.2 million and $1.0 million, respectively, for the three and nine months ended September 30, 2025. No stock-based compensation has been capitalized in any period presented. Awards granted during the three and nine months ended September 30, 2026 and 2025, were not material.

2018 Plan

The Company's 2018 Plan initially provided for the issuance of up to 6,685,696 shares of the Company's Common Stock. On March 17, 2022, and February 5, 2026, the Company's Board of Directors unanimously approved amendments to the 2018 Plan which was subsequently approved by our shareholders to increase the numbers of shares authorized for issuance under the plan by 2,500,000 and 8,000,000 shares respectively, resulting in 17,185,696 shares of the Company's Common Stock authorized for issuance under the plan.

As of September 30, 2026, the Company had 9,297,803 shares available for issuance under the 2018 Plan.

2021 Employee Stock Purchase Plan

The 2021 Employee Stock Purchase Plan ("ESPP") provides for up to 200,000 shares to be purchased under the plan. Shares issued under the plan may be authorized but unissued or reacquired shares of Common Stock. All non-executive employees based in the United States who work more than 20 hours per week and have been employed by the Company for at least 30 days may participate in the ESPP.

Under the ESPP, participants are offered, on the first day of the offering period, the option to purchase shares of Common Stock at a discount on the last day of the offering period. The offering period shall be for a period of three months and the first offering period began on January 10, 2022. The ESPP provides eligible employees the opportunity to purchase shares of the Company's Common stock at 95% of the lesser of the fair value on the first and last trading day of each offering period. The ESPP was amended by shareholder approval on June 13, 2025, to increase the number of shares available by 200,000. Pursuant to the Merger Agreement, no new offering periods will commence after September 18, 2026, and, subject to completion of the Merger, the ESPP will terminate immediately prior to the Effective Time (see Note 16. Related Party Transaction) of the Merger.

As of September 30, 2026, the Company had 156,437 shares available for issuance under the 2021 Stock Purchase Plan.

Non-voting Incentive Units

The Company issued non-voting incentive units to certain employees and partners in seven subsidiaries. These non-voting incentive units were determined to be equity and are accounted for under ASC 718, *Compensation - Stock Compensation*. The non-voting incentive units are either fully vested when granted, or vest according to the service period and/or performance measure noted in the grant agreement. As the non-voting incentive units are vested, they are recognized as NCI to the Company, who is the majority owner of the subsidiaries.

12. Commitments and Contingencies

Minimum Annual Commitments with Third-party Processors

The Company has multi-year agreements with third parties to provide certain payment processing services to the Company. The Company pays processing fees under these agreements that are based on the volume and dollar amounts of processed payment transactions. Some of these agreements have minimum annual requirements for processing volumes. Based on existing contracts in place at September 30, 2026, the Company is committed to pay minimum processing fees under these agreements as noted below:

(in thousands) **Twelve months ending September 30,**		
2027	$	21,871
2028		20,280
2029		16,952
2030		10,055
2031		10,055
Thereafter		20,110
Total	**$**	**99,323**

Other Commitments

As of September 30, 2026 and December 31, 2025, the Company had a capital contribution commitment of $0.2 million and $3.2 million respectively, to fund operations of certain subsidiaries. The Company is obligated to make the contributions within 10 business days of receiving notice for such contribution from the subsidiary.

Sponsorship Commitments

The Company entered into various sponsorship agreements with sports and entertainment organizations in exchange for certain advertisement opportunities. The Company committed to paying the amounts in the table below:

(in thousands) **Twelve months ending September 30,**		
2027	$	3,034
2028		2,086
2029		1,096
2030		1,078
2031		—
Total	**$**	**7,294**

Contingent/Deferred Consideration

The following table provides a reconciliation of the beginning and ending balance of the Company's deferred and contingent consideration liabilities related to completed business acquisitions:

(in thousands)	Contingent Consideration Liabilities	Deferred Consideration Liabilities
December 31, 2025	$ 21,058	$ 7,296
Addition of contingent consideration (related to business combination)	3,020	—
Accretion	402	277
Payments	—	(170)
Foreign currency translation adjustment	(5)	—
September 30, 2026	**$ 24,475**	**$ 7,403**

Earn-outs/additional considerations from asset purchase transactions are considered as contingent liabilities until it becomes payable or paid. As of September 30, 2026, and December 31, 2025, the total contingent liabilities related to our asset purchases are $19.9 million and $27.2 million, respectively (refer to Note 2. Acquisitions).

Legal Proceedings

The Company is involved in certain legal proceedings and claims which arise in the ordinary course of business. In the opinion of the Company and based on consultations with internal and external counsel, the results of any of these matters, individually and in the aggregate, are not expected to have a material effect on the Company's results of operations, financial condition or cash flows. As more information becomes available, and the Company determines that an unfavorable outcome is probable on a claim and that the amount of probable loss that the Company will incur on that claim is reasonably estimable, the Company will record an accrued expense for the claim in question. If and when the Company records such an accrual, it could be material and could adversely impact the Company's results of operations, financial condition and cash flows.

Concentration of Risks

The Company's revenue is substantially derived from processing Visa and Mastercard bankcard transactions. Because the Company is not a member bank, to process these bankcard transactions, the Company maintains sponsorship agreements with member banks which require, among other things, that the Company abide by the by-laws and regulations of the card association.

A majority of the Company's cash and restricted cash is held in certain FIs, substantially all of which is in excess of FDIC limits. The Company does not believe it is exposed to any significant credit risk from these transactions.

13. Fair Value

Fair Value Disclosures

The Company's contingent and deferred considerations were derived from business combinations (refer to Note 2. Acquisitions). The contingent considerations are classified within Level 3 of the fair value hierarchy due to the uncertainty of the fair value measurement created by the absence of quoted market prices, the inherent lack of liquidity and unobservable inputs used to measure fair value which require judgment. The Company uses valuation techniques including Monte Carlo simulations to estimate fair value based on projection period and assumed growth rates. A change in inputs in the valuation techniques used might result in a significantly higher or lower fair value measurement than what is reported. Contingent and deferred consideration liabilities are uncertain due to the utilization of unobservable inputs and management's judgment in determining the likelihood of achieving criteria required by the respective agreements. The contingent and deferred

considerations have a fair value of $31.9 million at September 30, 2026, $2.6 million included in accounts payable and accrued expenses and $29.3 million included in other noncurrent liabilities on the Company's Unaudited Consolidated Balance Sheets.

Notes Receivable

Notes receivable are carried at amortized cost. Substantially all of the Company's notes receivable are secured, and the Company provides for allowances when it believes that certain notes receivable may not be collectible. The carrying value of the Company's notes receivable, net, approximates fair value and was approximately $21.5 million and $19.7 million at September 30, 2026 and December 31, 2025, respectively and is within Level 3 of the fair value hierarchy.

Investment in Unconsolidated Entities

The Company's investment in unconsolidated entities are carried at cost minus any impairment, if any. The carrying value of the investments approximate fair value and was $10.6 million and $8.6 million at September 30, 2026 and December 31, 2025, respectively, within other noncurrent assets on the Company's Unaudited Consolidated Balance Sheets. The investments in unconsolidated entities are within Level 3 of the fair value hierarchy.

Debt Obligations

Outstanding debt obligations (see Note 8. Debt Obligations) are reflected in the Company's Unaudited Consolidated Balance Sheets at carrying value since the Company did not elect to remeasure debt obligations to fair value at the end of each reporting period.

The fair value of the term facility under the 2024 Credit Agreement was estimated to be $1,006.0 million and $998.3 million at September 30, 2026 and December 31, 2025, respectively. The fair value was estimated using binding and non-binding quoted prices in an active secondary market, which considers the credit risk and market related conditions, and is within Level 2 of the fair value hierarchy.

The fair value of the term facility under the Residual Finance Credit Facility was estimated to be $43.0 million at September 30, 2026, and is classified under Level 3 of the fair value hierarchy due to the uncertainty of the fair value measurement created by the absence of quoted market prices, the inherent lack of liquidity and unobservable inputs used to measure fair value which require judgment. The Company uses the discounted cash flows approach to estimate the present value of the contractual cash flows that a market participant would expect to receive as of the valuation date, considering the facility’s floating-rate structure, required principal repayments, maturity, prepayment provisions, credit risk, collateral support and other relevant terms. A change in inputs in the valuation technique used might result in a significantly higher or lower fair value measurement than what is reported.

During the three and nine months ended September 30, 2026, there were no transfers into, out of, or between levels of the fair value hierarchy.

Long term incentive award

The Company has established a long-term incentive award for the Chief Executive Officer, which is subject to specified performance conditions. Upon satisfaction of these performance criteria, the Chief Executive Officer becomes entitled to a predetermined amount of incentive compensation, which may be settled either in cash or in shares of the Company's Common Stock. Consequently, this arrangement is accounted for as a liability award in accordance with applicable accounting standards. The fair value of these awards is remeasured at each reporting date utilizing Level 3 inputs, which encompass management's estimates regarding the anticipated achievement of relevant financial metrics. The fair value of these awards as of September 30, 2026 was $2.8 million, $1.7 million included in accounts payable and accrued expenses and $1.1 million in other noncurrent liabilities on the Company's Unaudited Consolidated Balance Sheets.

14. Segment Information

The Company's three reportable segments included Merchant Solutions, Payables and Treasury Solutions:

- *Merchant Solutions*: Provides full-service acquiring and payment-enabled solutions for B2C transactions, leveraging Priority Commerce's proprietary software platform, distributed through ISO, direct sales and vertically focused ISV channels.
- *Payables*: Provides market-leading AP automation solutions to corporations, software partners and industry leading FIs in addition to improving cash flows by providing instant access to working capital.
- *Treasury Solutions*: Provides embedded finance and treasury solutions to customers to modernize legacy platforms and accelerate software partners' strategies to monetize payments.

Corporate items includes costs of corporate functions and shared services not allocated to our reportable segments.

The Company's chief operating decision makers ("CODM") are our CEO and CFO. The CODM uses adjusted earnings before interest, income tax, depreciation and amortization expenses ("Adjusted EBITDA") as the measure of segment profit or loss to allocate resources. Adjusted EBITDA represents EBITDA (i.e. earnings before interest, income tax, depreciation and amortization expenses) adjusted for 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.

Segment level assets information is not provided or subject to review by the CODM and therefore not provided.

Information on reportable segments and reconciliations to income before income taxes are as follows:

(in thousands)	Three Months Ended September 30, 2026			
	Merchant Solutions	**Payables**	**Treasury Solutions**	**Total**
Revenue from external customers	$ 177,691	$ 31,257	$ 59,675	$ 268,623
Intersegment revenue	1,954	369	592	2,915
	179,645	31,626	60,267	271,538
Elimination of intersegment revenues				(2,915)
Total consolidated revenues				268,623
Less: Cost of revenue (excludes depreciation and amortization)[1]	(138,321)	(24,499)	(5,781)	
Less: Other operating expenses[1][2]	(10,442)	(3,578)	(6,487)	
Add: Other segment items[3]	1,745	376	86	
Segment Adjusted EBITDA	$ 32,627	$ 3,925	$ 48,085	$ 84,637

Reconciliation of Segment Adjusted EBITDA to income before income taxes	
Segment Adjusted EBITDA	$ 84,637
Adjustment for corporate items[4]	(20,796)
Intersegment revenue elimination	(2,915)
Depreciation and amortization	(18,231)
Interest expense	(21,190)
Selling, general and administrative (non-recurring)	(3,259)
Non-cash stock-based compensation	(1,652)
Income before income taxes	**$ 16,594**

(1) The significant expense categories and amounts align with the segment level information regularly provided to the CODM.

(2) Other operating expenses including salary and employee benefits, and selling, general and administrative expenses.

(3) Other segment items for each reportable segment include other income, net, and stock-based compensation expense.

(4) Adjustment for corporate items include:

(in thousands)	**September 30, 2026**
Elimination of cost of services (excludes depreciation and amortization)	$ 2,693
Other operating expenses[2]	(28,090)
Other items[5]	4,601
	$ (20,796)

(5) Other items include other income net, stock-based compensation expense, and selling general and administrative (non-recurring expense).

(in thousands)	**Other specified segment disclosure**			
	Three Months Ended September 30, 2026			
	Merchant Solutions	**Payables**	**Treasury Solutions**	**Total**
Depreciation and amortization	$ 10,245	$ 1,288	$ 5,396	$ 16,929

(in thousands)	Nine Months Ended September 30, 2026			
	Merchant Solutions	**Payables**	**Treasury Solutions**	**Total**
Revenue from external customers	$ 511,977	$ 93,343	$ 175,117	$ 780,437
Intersegment revenue	5,232	1,154	4,509	10,895
	517,209	94,497	179,626	791,332
Elimination of intersegment revenues				(10,895)
Total consolidated revenues				780,437
Less: Cost of revenue (excludes depreciation and amortization)[1]	(399,373)	(71,623)	(18,709)	
Less: Other operating expenses[1][2]	(30,367)	(10,854)	(19,259)	
Add: Other segment items[3]	3,785	469	611	
Segment Adjusted EBITDA	$ 91,254	$ 12,489	$ 142,269	$ 246,012

Reconciliation of Segment Adjusted EBITDA to income before income taxes	
Segment Adjusted EBITDA	$ 246,012
Adjustment for corporate items[4]	(56,702)
Intersegment revenue elimination	(10,895)
Depreciation and amortization	(56,739)
Interest expense	(63,257)
Selling, general and administrative (non-recurring)	(8,759)
Non-cash stock-based compensation	(6,023)
Income before income taxes	**$ 43,637**

(1) The significant expense categories and amounts align with the segment level information regularly provided to the CODM.

(2) Other operating expenses including salary and employee benefits, and selling, general and administrative expenses.

(3) Other segment items for each reportable segment include other income, net, and stock-based compensation expense.

(4) Adjustment for corporate items include:

(in thousands)	**September 30, 2026**
Elimination of cost of services (excludes depreciation and amortization)	$ 10,652
Other operating expenses[2]	(81,844)
Other items[5]	14,490
	$ (56,702)

(5) Other items include other income net, stock-based compensation expense, and selling general and administrative (non-recurring expense).

(in thousands)	**Other specified segment disclosure**			
	Nine Months Ended September 30, 2026			
	Merchant Solutions	**Payables**	**Treasury Solutions**	**Total**
Depreciation and amortization	$ 33,256	$ 3,865	$ 15,896	$ 53,017

(in thousands)	Three Months Ended September 30, 2025			
	Merchant Solutions	**Payables**	**Treasury Solutions**	**Total**
Revenue from external customers	$ 161,307	$ 24,698	$ 55,434	$ 241,439
Intersegment revenue	567	464	250	1,281
	161,874	25,162	55,684	242,720
Elimination of intersegment revenues				(1,281)
Total consolidated revenues				241,439
Less: Cost of revenue (excludes depreciation and amortization)[1]	(126,412)	(17,987)	(3,559)	
Less: Other operating expenses[1][2]	(8,406)	(3,874)	(5,764)	
Add: Other segment items[3]	671	154	315	
Segment Adjusted EBITDA	$ 27,727	$ 3,455	$ 46,676	$ 77,858

Reconciliation of Segment Adjusted EBITDA to income before income taxes	
Segment Adjusted EBITDA	$ 77,858
Adjustment for corporate items[4]	(15,311)
Intersegment revenue elimination	(1,281)
Depreciation and amortization	(15,122)
Interest expense	(22,463)
Debt modification and extinguishment expenses	(12,476)
Selling, general and administrative (non-recurring)	(1,491)
Non-cash stock-based compensation	(2,327)
Income before income taxes	**$ 7,387**

(1) The significant expense categories and amounts align with the segment level information regularly provided to the CODM.

(2) Other operating expenses including salary and employee benefits, and selling, general and administrative expenses.

(3) Other segment items for each reportable segment include other income, net, and stock-based compensation expense.

(4) Adjustment for corporate items include:

(in thousands)	**September 30, 2025**
Elimination of cost of services (excludes depreciation and amortization)	$ 1,277
Other operating expenses[2]	(23,818)
Other items[5]	7,230
	$ (15,311)

(5) Other items include other income net, stock-based compensation expense, and selling general and administrative (non-recurring expense).

(in thousands)	**Other specified segment disclosure**			
	Three Months Ended September 30, 2025			
	Merchant Solutions	**Payables**	**Treasury Solutions**	**Total**
Depreciation and amortization	$ 7,607	$ 1,275	$ 4,923	$ 13,805

(in thousands)	Nine Months Ended September 30, 2025			
	Merchant Solutions	**Payables**	**Treasury Solutions**	**Total**
Revenue from external customers	$ 475,336	$ 73,054	$ 157,491	$ 705,881
Intersegment revenue	1,458	1,059	939	3,456
	476,794	74,113	158,430	709,337
Elimination of intersegment revenues				(3,456)
Total consolidated revenues				705,881
Less: Cost of revenue (excludes depreciation and amortization)[1]	(372,798)	(52,363)	(9,719)	
Less: Other operating expenses[1][2]	(24,987)	(11,408)	(14,831)	
Add: Other segment items[3]	2,172	399	797	
Segment Adjusted EBITDA	$ 81,181	$ 10,741	$ 134,677	$ 226,599

Reconciliation of Segment Adjusted EBITDA to income before income taxes	
Segment Adjusted EBITDA	$ 226,599
Adjustment for corporate items[4]	(54,533)
Intersegment revenue elimination	(3,456)
Depreciation and amortization	(42,992)
Interest expense	(68,693)
Debt modification and extinguishment expenses	(12,514)
Selling, general and administrative (non-recurring)	(4,085)
Non-cash stock-based compensation	(7,119)
Income before income taxes	**$ 33,207**

(1) The significant expense categories and amounts align with the segment level information regularly provided to the CODM.

(2) Other operating expenses including salary and employee benefits, and selling, general and administrative expenses.

(3) Other segment items for each reportable segment include other income, net, and stock-based compensation expense.

(4) Adjustment for corporate items include:

(in thousands)	**September 30, 2025**
Elimination of cost of services (excludes depreciation and amortization)	$ 3,447
Other operating expenses[2]	(72,483)
Other items[5]	14,503
	$ (54,533)

(5) Other items include other income net, stock-based compensation expense, and selling general and administrative (non-recurring expense).

(in thousands)	**Other specified segment disclosure**			
	Nine Months Ended September 30, 2025			
	Merchant Solutions	**Payables**	**Treasury Solutions**	**Total**
Depreciation and amortization	$ 20,865	$ 3,798	$ 14,507	$ 39,170

15. Earnings per Common Share

The following tables set forth the computation of the Company's basic and diluted earnings per common share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands except per share amounts)	**2026**	**2025**	**2026**	**2025**
Numerator:				
Net income attributable to common stockholders	$ 12,223	$ 27,588	$ 31,846	$ 46,735
Weighted average shares outstanding	81,663	80,325	81,530	79,366
Effect of dilutive potential common shares	2,630	791	2,393	1,017
Adjusted Weighted average shares outstanding	84,293	81,116	83,923	80,383
Basic earnings per common share	$ 0.15	$ 0.34	$ 0.39	$ 0.59
Diluted earnings per common share[(1)]	$ 0.14	$ 0.34	$ 0.38	$ 0.58

(1) Certain amounts may not compute accurately due to rounding.

Anti-dilutive securities that were excluded from the Company's earnings per common share are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(number of shares, in thousands)	**2026**	**2025**	**2026**	**2025**
Restricted stock awards[(1)]	18	12	33	1
Liability-classified restricted stock units	183	—	240	—
Outstanding stock option awards[(1)]	405	—	438	—
Total	**606**	**12**	**711**	**1**

(1) Granted under the 2018 Plan.

16. Related Party Transaction

On September 18, 2026, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with WD Capital Partners Parent Inc., a Delaware corporation ("Parent"), and WD Capital Partners Merger Sub Inc., a Delaware corporation and a direct, wholly owned subsidiary of Parent ("Merger Sub"), pursuant to which Merger Sub will merge with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly owned subsidiary of Parent. Thomas C. Priore, the Company's Chairman and Chief Executive Officer (the "Majority Stockholder"), and certain of his affiliates, control WD Capital Partners Holdings LP ("Ultimate Parent") and, indirectly, Parent and Merger Sub. As of October 23, 2026, the Majority Stockholder beneficially owned approximately 56.4% of the outstanding shares of the Company's common stock, and the Majority Stockholder together with certain of his affiliates (the "Supporting Stockholders") beneficially owned approximately 61.4% of the outstanding shares.

Pursuant to the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each share of the Company's common stock issued and outstanding immediately prior to the Effective Time, other than (a) shares held by the Company as treasury shares or owned by any direct or indirect wholly owned subsidiary of the Company, (b) shares owned by Parent, Merger Sub or any of their respective affiliates, (c) shares held by the Supporting Stockholders that will be contributed to

Ultimate Parent immediately prior to the Effective Time in exchange for equity interests of Ultimate Parent (the "Rollover Shares") and (d) shares held by stockholders who have properly demanded and not effectively withdrawn or lost their appraisal rights under Section 262 of the Delaware General Corporation Law (the "DGCL"), will be automatically converted into the right to receive $8.05 per share in cash from Parent, without interest and less any applicable withholding taxes (the "Merger Consideration"). The Rollover Shares will be canceled at the Effective Time without conversion into the right to receive the Merger Consideration. At the Effective Time, outstanding Company stock options, restricted stock units and performance stock units (with performance stock units vesting at target) will vest in full and be canceled in exchange for cash based on the Merger Consideration.

The Board of Directors formed a special committee consisting solely of independent and disinterested directors (the "Special Committee") to evaluate and negotiate the Majority Stockholder's proposal. Acting upon the unanimous recommendation of the Special Committee, the Board of Directors (other than Mr. Priore and Mr. Crisafulli, each of whom recused himself) approved the Merger Agreement and resolved to recommend that the Company's stockholders adopt the Merger Agreement. Concurrently with the execution of the Merger Agreement, the Supporting Stockholders entered into a support agreement with the Company, Parent and Ultimate Parent pursuant to which they agreed, among other things, to vote their shares in favor of adoption of the Merger Agreement and to contribute the Rollover Shares to Ultimate Parent.

Completion of the Merger is subject to the satisfaction or waiver of specified conditions, including (i) adoption of the Merger Agreement by the holders of a majority of the outstanding shares of the Company's common stock and by the holders of a majority of the votes cast by stockholders unaffiliated with the Majority Stockholder, the Supporting Stockholders, the Company's officers and directors who are not members of the Special Committee, which condition may not be waived, (ii) receipt of required consents of state money transmitter licensing authorities (or implementation of permitted alternative arrangements or license withdrawals), (iii) the absence of any law or order prohibiting the Merger, (iv) the absence of a Company Material Adverse Effect (as defined in the Merger Agreement) and (v) the Company's existing credit agreements with Truist Bank and VP Capital, L.P. remaining in full force and effect. The obligations of Parent and Merger Sub are not conditioned on the receipt of financing. Parent has obtained an equity commitment of up to $160.0 million, and the Merger Agreement contemplates that a restricted payment of up to $131.2 million, funded through borrowings under the Company's revolving credit facility and available cash, will be made to the Company at closing. The Company's existing indebtedness is expected to remain outstanding following the Merger.

The Merger Agreement contains customary representations, warranties and covenants, including restrictions on the conduct of the Company's business prior to closing, such as limitations on repurchases of Company securities, acquisitions, incurrence of indebtedness and changes to compensation and equity awards. Either party may terminate the Merger Agreement if the Merger is not completed by December 18, 2027. Upon termination under specified circumstances, the Company would be required to pay Parent a termination fee of $15.75 million, or Parent would be required to pay the Company a termination fee of $35.25 million, which is guaranteed, subject to a cap, by the equity financing sources.

On October 30, 2026, the Company filed a preliminary proxy statement with the SEC relating to the special meeting of stockholders to vote on the Merger, and the Company, Parent, Merger Sub, Ultimate Parent, its general partner, the Majority Stockholder and the other Supporting Stockholders jointly filed a Transaction Statement on Schedule 13E-3. The Company currently anticipates that the Merger will be completed in the first half of 2027, subject to the satisfaction or waiver of the closing conditions; however, there can be no assurance that the Merger will be completed within that timeframe or at all. If the Merger is completed, the Company's common stock will be delisted from Nasdaq and deregistered under the Exchange Act.

17. Subsequent Events

The Company's management evaluated subsequent events through the date of the issuance of the unaudited consolidated financial statements. Other than the filing of the preliminary proxy statement and Schedule 13E-3 relating to the Merger described in Note 16. Related Party Transaction, there have been no subsequent events that occurred during such period that would require disclosure in, or would be required to be recognized in the unaudited consolidated financial statements as of and for the quarter ended September 30, 2026.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our Audited Consolidated Financial Statements and related Notes and the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025. Certain amounts in this section may not add mathematically due to rounding.

Cautionary Note Regarding Forward-looking Statements

Some of the statements made in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of the federal securities laws. Such forward-looking statements include, but are not limited to, statements regarding our management's expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, such as statements about our future financial performance, including any underlying assumptions, are forward-looking statements. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "future," "goal," "intend," "likely," "may," "might," "plan," "possible," "potential," "predict," "project," "seek," "should," "would," "will," "approximately," "shall" and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about:

- negative economic and political conditions that adversely affect the general economy, consumer confidence and consumer and commercial spending habits, which may, among other things, negatively impact our business, financial condition and results of operations;
- competition in the payment processing industry;
- the use of distribution partners;
- any unauthorized disclosures of merchant or cardholder data, whether through breach of our computer systems, computer viruses or otherwise;
- any breakdowns in our processing systems;
- government regulation, including regulation of consumer information;
- the use of third-party vendors;
- any changes in card association and debit network fees or products;
- any failure to comply with the rules established by payment networks or standards established by third-party processors;
- any proposed acquisitions or dispositions or any risks associated with completed acquisitions or dispositions;
- the proposed Merger, including the parties' ability to satisfy the conditions to complete the Merger on the anticipated timeline or at all; and
- other risks and uncertainties set forth in the "Item 1A - Risk Factors" section of this Quarterly Report on Form 10-Q or our Annual Report on Form 10-K.

We caution you that the foregoing list may not contain all of the forward-looking statements made in this Quarterly Report on Form 10-Q.

The forward-looking statements contained in this Quarterly Report on Form 10-Q are based on our current expectations and beliefs concerning future developments and their potential effects on us. You should not place undue reliance on these forward-looking statements in deciding whether to invest in our securities. We cannot assure you that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions, including the risk factors set forth in the "Item 1A - Risk Factors" section of this Quarterly Report on Form 10-Q or our Annual Report on Form 10-K, that may cause our actual results or performance to be materially different from those expressed or implied by these forward-looking statements. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements.

In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain, and investors are cautioned not to unduly rely upon these statements.

You should read this Quarterly Report on Form 10-Q with the understanding that our actual future results, levels of activity, performance and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

Proposed Merger

On September 18, 2026, we entered into the Merger Agreement with WD Capital Partners Parent Inc. and WD Capital Partners Merger Sub Inc., entities indirectly controlled by Thomas C. Priore, our Chairman and Chief Executive Officer, and certain of his affiliates, pursuant to which we would become a wholly owned subsidiary of Parent and holders of our common stock (other than holders of excluded shares, including the Rollover Shares) would receive $8.05 per share in cash, without interest and less any applicable withholding taxes. Completion of the Merger is subject to conditions, including approval by a majority of our outstanding shares and by a majority of the votes cast by our unaffiliated stockholders. We currently anticipate completing the Merger in the first half of 2027, but there can be no assurance that it will be completed within that timeframe or at all. See Note 16, "Related Parties Transactions," to our Unaudited Consolidated Financial Statements and Part II, Item 1A, "Risk Factors."

Forward-looking statements speak only as of the date they were made. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Terms Used in this Quarterly Report on Form 10-Q

As used in this Quarterly Report on Form 10-Q, unless the context otherwise requires, references to the terms "Company," "Priority Commerce," "we," "us" and "our" refer to Priority Technology Holdings, Inc. and its consolidated subsidiaries.

Results of Operations

This section includes certain components of our results of operations for the three and nine months ended September 30, 2026, compared to the three and nine months ended September 30, 2025. We have derived this data, except the key indicators, from our Unaudited Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q and our Audited Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2025.

Revenues

For the three months ended September 30, 2026, our consolidated revenue of $268.6 million increased by $27.2 million, or 11.3%, from $241.4 million for the three months ended September 30, 2025. This overall increase was mainly driven by acquisition related activity and an increase in total card processing dollar value which was partially offset by a decrease in total card transaction count in our Merchant Solutions segment, increases in buyer funded card processing dollar value, and supplier funded issuing dollar value which was partially offset by lower ACH transactions count in our Payables Segment, and, an increase in average billed clients and average total account balances, and higher interest income which is partially offset by lower new enrollments in our Treasury Solutions segment.

For the nine months ended September 30, 2026, our consolidated revenue of $780.4 million increased by $74.6 million, or 10.6%, from $705.9 million for the nine months ended September 30, 2025. This overall increase was mainly driven by acquisition related activity and an increase in total card processing dollar value which was partially offset by a decrease in total card transaction count in our Merchant Solutions segment, increases in buyer funded card processing dollar value, supplier funded issuing dollar value and ACH transactions count in our Payables Segment, and, an increase in average billed clients and

average total account balances, and higher interest income which is partially offset by lower new enrollments in our Treasury Solutions segment.
The following table presents our revenues by type:

(in thousands)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2026	**2025**	**$ Change**	**2026**	**2025**	**$ Change**
Revenue Type:						
Merchant card fees	$ 204,291	$ 178,518	$ 25,773	$ 589,317	$ 526,080	$ 63,237
Money transmission services	42,283	40,991	1,292	126,020	117,713	8,307
Outsourced and other services	20,132	18,288	1,844	58,813	52,143	6,670
Equipment	1,917	3,642	(1,725)	6,287	9,945	(3,658)
Total revenues	$ 268,623	$ 241,439	$ 27,184	$ 780,437	$ 705,881	$ 74,556

Merchant card fees

Merchant card fees revenue for the three months ended September 30, 2026, was $204.3 million an increase of $25.8 million or 14.4%, from $178.5 million for the three months ended September 30, 2025. The increase was primarily driven by an increase in merchant card fee rate and total card processing dollar value and acquisition related activity which was partially offset by a decrease in total card transaction count.

Merchant card fees revenue for the nine months ended September 30, 2026, was $589.3 million an increase of $63.2 million or 12.0%, from $526.1 million for the nine months ended September 30, 2025. The increase was primarily driven by acquisition related activity, an increase in merchant card fee rate and total card processing dollar value which was partially offset by a decrease in total card transaction count.

Money transmission services

Money transmission services for the three months ended September 30, 2026, was $42.3 million, an increase of $1.3 million, or 3.2%, from $41.0 million for the three months ended September 30, 2025. This increase was primarily driven by an increase in average billed clients which was partially offset by lower new customer enrollments.

Money transmission services for the nine months ended September 30, 2026, was $126.0 million, an increase of $8.3 million, or 7.1%, from $117.7 million for the nine months ended September 30, 2025. This increase was primarily driven by an increase in average billed clients which was partially offset by lower new customer enrollments.

Outsourced and other services revenue

Outsourced and other services revenue of $20.1 million for the three months ended September 30, 2026, increased by $1.8 million, or 10.1%, from $18.3 million for the three months ended September 30, 2025, primarily due to growth in interest income from higher balances of permissible investments driven by higher account balances.

Outsourced and other services revenue of $58.8 million for the nine months ended September 30, 2026, increased by $6.7 million, or 12.8%, from $52.1 million for the nine months ended September 30, 2025, primarily due to growth in interest income from higher balances of permissible investments driven by higher account balances.

Equipment

Equipment revenue of $1.9 million for the three months ended September 30, 2026, decreased by $1.7 million, or 47.4% from $3.6 million for the three months ended September 30, 2025. The decrease was primarily due to lower point-of-sale equipment sales caused by a decrease in demand from merchants.

Equipment revenue of $6.3 million for the nine months ended September 30, 2026, decreased by $3.7 million, or 36.8% from $9.9 million for the nine months ended September 30, 2025. The decrease was primarily due to lower point-of-sale equipment sales caused by a decrease in demand from merchants.

Operating expenses were as follows:

(in thousands)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2026	2025	$ Change	2026	2025	$ Change
Operating expenses						
Cost of revenue (excludes depreciation and amortization)	$ 165,908	$ 146,681	$ 19,227	$ 479,053	$ 431,433	$ 47,620
Salary and employee benefits	28,950	26,140	2,810	86,625	78,975	7,650
Depreciation and amortization	18,231	15,122	3,109	56,739	42,992	13,747
Selling, general and administrative	19,647	15,724	3,923	55,699	44,734	10,965
Total operating expenses	$ 232,736	$ 203,667	$ 29,069	$ 678,116	$ 598,134	$ 79,982

Cost of revenue (excludes depreciation and amortization)

Cost of revenue (excludes depreciation and amortization) of $165.9 million for the three months ended September 30, 2026, increased by $19.2 million, or 13.1%, from $146.7 million for the three months ended September 30, 2025, primarily due to the corresponding increase in revenues.

Cost of revenue (excludes depreciation and amortization) of $479.1 million for the nine months ended September 30, 2026, increased by $47.6 million, or 11.0%, from $431.4 million for the nine months ended September 30, 2025, primarily due to the corresponding increase in revenues.

Salary and employee benefits

Salary and employee benefits expense of $29.0 million for the three months ended September 30, 2026, increased by $2.8 million, or 10.7%, from $26.1 million for the three months ended September 30, 2025, primarily due to merit increases, and increased headcount to support overall growth of the Company and from the acquisition related activity.

Salary and employee benefits expense of $86.6 million for the nine months ended September 30, 2026, increased by $7.7 million, or 9.7%, from $79.0 million for the nine months ended September 30, 2025, primarily due to merit increases, and increased headcount to support overall growth of the Company and from the acquisition related activity.

Depreciation and amortization expense

Depreciation and amortization expense of $18.2 million for the three months ended September 30, 2026, increased by $3.1 million, or 20.6%, from $15.1 million for the three months ended September 30, 2025, primarily due to the addition of intangible assets from the acquisition related activity and software capitalization.

Depreciation and amortization expense of $56.7 million for the nine months ended September 30, 2026, increased by $13.7 million, or 32.0%, from $43.0 million for the nine months ended September 30, 2025, primarily due to the addition of intangible assets from the acquisition related activity and software capitalization.

Selling, general and administrative

Selling, general and administrative expenses of $19.6 million for the three months ended September 30, 2026, increased by $3.9 million, or 24.9%, from $15.7 million for the three months ended September 30, 2025, primarily due to an increase in professional and legal fees related to the Merger and the acquisition related activity, and increased marketing, telecommunications and software expenses to support overall growth and cloud migration, which was partially offset by decreased accounting expenses.

Selling, general and administrative expenses of $55.7 million for the nine months ended September 30, 2026, increased by $11.0 million, or 24.5%, from $44.7 million for the nine months ended September 30, 2025, primarily due to an increase in professional and legal fees related to the Merger and the acquisition related activity, increased marketing, telecommunications and software expenses to support overall growth and cloud migration, which was partially offset by decreased accounting expenses.

Other Expense, net

Other expense, net were as follows:

(in thousands)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2026	2025	$ Change	2026	2025	$ Change
Other expense						
Interest expense	$ (21,190)	$ (22,463)	$ 1,273	$ (63,257)	$ (68,693)	$ 5,436
Debt extinguishment and modification costs	—	(12,476)	12,476	—	(12,514)	12,514
Other income, net	1,897	4,554	(2,657)	4,573	6,667	(2,094)
Total other expense, net	$ (19,293)	$ (30,385)	$ 11,092	$ (58,684)	$ (74,540)	$ 15,856

Interest expense

Interest expense of $21.2 million for the three months ended September 30, 2026, decreased by $1.3 million, or 5.7%, from $22.5 million for the three months ended September 30, 2025, due to beneficial changes in margin from the recent refinancing which was partially offset by increased outstanding balances of the 2024 Credit Agreement and the Residual Finance Credit Facility established during the quarter ended September 30, 2025.

Interest expense of $63.3 million for the nine months ended September 30, 2026, decreased by $5.4 million, or 7.9%, from $68.7 million for the nine months ended September 30, 2025, due to beneficial changes in margin from the recent refinancing which was partially offset by increased outstanding balances of the 2024 Credit Agreement and the Residual Finance Credit Facility established during the quarter ended September 30, 2025.

Income tax expense

Income tax expense was as follows:

(in thousands)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2026	2025	$ Change	2026	2025	$ Change
Income before income taxes	$ 16,594	$ 7,387	$ 9,207	$ 43,637	$ 33,207	$ 10,430
Income tax expense (benefit)	$ 4,371	$ (20,201)	$ 24,572	$ 11,791	$ (13,528)	$ 25,319
Effective tax rate	26.3 %	(273.5)%		27.0 %	(40.7)%	

We compute our interim period income tax expense by using a forecasted EAETR and adjust for any discrete items arising during the interim period and any changes in our projected full-year business interest expense and taxable income. The EAETR for 2026 is 27.2% and includes the income tax provision on pre-tax income. The effective tax rate for 2026 changed primarily due to a prior year decrease in the valuation allowance against certain business interest carry over deferred tax assets.

Our consolidated effective income tax rates differ from the statutory rate due to timing and permanent differences between amounts calculated under GAAP and the U.S. tax code. The consolidated effective income tax rate for 2026 may not be indicative of our effective tax rate for future periods.

Segment Results

The CODM's review of segment performance and allocation of resources are based on Adjusted EBITDA (a non-GAAP financial measure). Adjusted EBITDA at each segment level includes revenues of the segment, less costs of revenue (excluding depreciation and amortization) and operating expenses that are directly related to those revenues. Operating overhead and shared costs are managed centrally and included in corporate segment.

This non-GAAP financial measure helps to illustrate the underlying financial and business trends relating to results of operations of the Company and therefore used as a measure of segment profit or loss for the purposes of evaluation of segment performance and allocation of resources.

Merchant Solutions

(in thousands)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2026	2025	Change	2026	2025	Change
Revenues	$ 179,645	$ 161,874	$ 17,771	$ 517,209	$ 476,794	$ 40,415
Adjusted EBITDA	$ 32,627	$ 27,727	$ 4,900	$ 91,254	$ 81,181	$ 10,073
Key Indicators:						
Total card processing dollar value	$ 19,265,134	$ 18,457,881	$ 807,253	$ 57,151,775	$ 55,018,391	$ 2,133,384
Total card transaction count	223,077	230,203	(7,126)	663,117	669,878	(6,761)

Revenues

Revenue from our Merchant Solutions segment was $179.6 million for the three months ended September 30, 2026, compared to $161.9 million for the three months ended September 30, 2025. The increase of $17.8 million, or 11.0%, was primarily driven by acquisition related activity, an increase in merchant card fee rate and total card processing dollar value which was partially offset by a decrease in total card transaction count. The Company's merchant card fee revenue from the Merchant Solutions segment ($176.2 million for three months ended September 30, 2026 and $157.2 million for the three months ended September 30, 2025) as a percentage of total card processing dollar value during the three months ended September 30, 2026 increased to 0.91% from 0.85% as compared to the three months ended September 30, 2025.

Revenue from our Merchant Solutions segment was $517.2 million for the nine months ended September 30, 2026, compared to $476.8 million for the nine months ended September 30, 2025. The increase of $40.4 million, or 8.5%, was primarily driven by acquisition related activity, an increase in merchant card fee rate and total card processing dollar value which was partially offset by a decrease in total card transaction count. The Company's merchant card fee revenue from the Merchant Solutions segment ($506.6 million for nine months ended September 30, 2026 and $463.5 million for the nine months ended September 30, 2025) as a percentage of total card processing dollar value during the nine months ended September 30, 2026 increased to 0.89% from 0.84% as compared to the nine months ended September 30, 2025.

Adjusted EBITDA

Adjusted EBITDA from our Merchant Solutions segment was $32.6 million for the three months ended September 30, 2026, compared to $27.7 million for the three months ended September 30, 2025. The increase of $4.9 million, or 17.7% was primarily driven by an increase in revenue and acquisition related activity, which was partially offset by mix related margin compression, and increase in other operating expenses.

Adjusted EBITDA from our Merchant Solutions segment was $91.3 million for the nine months ended September 30, 2026, compared to $81.2 million for the nine months ended September 30, 2025. The increase of $10.1 million, or 12.4% was

primarily driven by an increase in revenue and acquisition related activity, which was partially offset by mix related margin compression, and increase in other operating expenses.

Payables

(in thousands)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2026	2025	Change	2026	2025	Change
Revenues	$ 31,626	$ 25,162	$ 6,464	$ 94,497	$ 74,113	$ 20,384
Adjusted EBITDA	$ 3,925	$ 3,455	$ 470	$ 12,489	$ 10,741	$ 1,748
Key Indicators:						
Buyer funded card processing dollar value	$ 1,134,730	$ 789,700	$ 345,030	$ 3,050,300	$ 2,295,100	$ 755,200
Supplier funded issuing dollar value	$ 295,771	$ 230,882	$ 64,889	$ 793,572	$ 688,399	$ 105,173
ACH transaction count	4,695	4,860	(165)	14,481	14,277	204

Revenues

Revenue from our Payables segment was $31.6 million for the three months ended September 30, 2026, compared to $25.2 million for the three months ended September 30, 2025. The increase of $6.5 million, or 25.7% was primarily driven by increased buyer funded card processing dollar value, supplier funded issuing dollar value, and interest from higher account balances which was partially offset by a decrease in ACH transaction count and incentive income.

Revenue from our Payables segment was $94.5 million for the nine months ended September 30, 2026, compared to $74.1 million for the nine months ended September 30, 2025. The increase of $20.4 million, or 27.5% was primarily driven by increased buyer funded card processing dollar value, certain incentive income, supplier funded issuing dollar value, ACH transaction count, and interest from higher account balances.

Adjusted EBITDA

Adjusted EBITDA from our Payables segment was $3.9 million for the three months ended September 30, 2026, compared to $3.5 million for the three months ended September 30, 2025. The increase in Adjusted EBITDA of $0.5 million or 13.6% was contributed by $0.7 million in the buyer funded business, driven by increased processing volume partially offset by mix related margin compression. The increase in Adjusted EBITDA was partially offset by a $0.2 million decrease in the supplier funded business, driven by the decrease in incentive income.

Adjusted EBITDA from our Payables segment was $12.5 million for the nine months ended September 30, 2026, compared to $10.7 million for the nine months ended September 30, 2025. The increase in Adjusted EBITDA of $1.7 million or 16.3% was contributed by $2.0 million in the supplier funded business, driven by increase in revenues including incentive income, which was partially offset by a decrease of $0.3 million in the buyer funded business, driven by mix related margin compression.

Treasury Solutions

(in thousands)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2026	2025	Change	2026	2025	Change
Revenues	$ 60,267	$ 55,684	$ 4,583	$ 179,626	$ 158,430	$ 21,196
Adjusted EBITDA	$ 48,085	$ 46,676	$ 1,409	$ 142,269	$ 134,677	$ 7,592
Key Indicators:						
Average CFTPay billed clients	1,152,092	1,054,238	97,854	1,141,312	995,660	145,652
Average CFTPay monthly enrollments	51,360	61,185	(9,825)	49,290	58,316	(9,026)
Average total account balances[(1)]	$ 1,542,346	$ 1,248,432	$ 293,914	$ 1,479,057	$ 1,145,164	$ 333,893

(1) This represents the average total account balance in the Treasury Solutions segment, and excludes the deposits maintained in the Merchant Solutions and Payables segments. The total account and deposit balances as of September 30, 2026 and 2025, were $2.0 billion and $1.6 billion, respectively.

Revenues

Revenue from our Treasury Solutions segment was $60.3 million for the three months ended September 30, 2026, compared to $55.7 million for the three months ended September 30, 2025. The increase of $4.6 million, or 8.2%, was primarily driven by an increase in average billed clients and average total account balances and growth in interest income due to higher balances of permissible investments partially offset by decreased average monthly enrollments.

Revenue from our Treasury Solutions segment was $179.6 million for the nine months ended September 30, 2026, compared to $158.4 million for the nine months ended September 30, 2025. The increase of $21.2 million, or 13.4%, was primarily driven by an increase in average billed clients and average total account balances, acquisition related activity, and growth in interest income due to higher balances of permissible investments partially offset by decreased average monthly enrollments.

Adjusted EBITDA

Adjusted EBITDA from our Treasury Solutions segment was $48.1 million for the three months ended September 30, 2026, compared to $46.7 million for the three months ended September 30, 2025. The increase of $1.4 million, or 3.0%, was primarily driven by increased revenues.

Adjusted EBITDA from our Treasury Solutions segment was $142.3 million for the nine months ended September 30, 2026, compared to $134.7 million for the nine months ended September 30, 2025. The increase of $7.6 million, or 5.6%, was primarily driven by increased revenues.

(in thousands)	Three Months Ended September 30, 2026				
	Merchant Solutions	**Payables**	**Treasury Solutions**	**Corporate**	**Total Consolidated**
Reconciliation of Adjusted EBITDA to GAAP Measure:					
Adjusted EBITDA	$ 32,627	$ 3,925	$ 48,085	$ (23,711)	$ 60,926
Interest expense	(1,199)	—	—	(19,991)	(21,190)
Depreciation and amortization	(10,245)	(1,288)	(5,396)	(1,302)	(18,231)
Selling, general and administrative (non-recurring)	—	—	—	(2,905)	(2,905)
Non-cash stock-based compensation	—	(35)	—	(1,617)	(1,652)
Bargain purchase adjustment (non-recurring)	—	—	—	(354)	(354)
Income (loss) before taxes	**$ 21,183**	**$ 2,602**	**$ 42,689**	**$ (49,880)**	**$ 16,594**
Income tax expense					(4,371)
Net income					**$ 12,223**

(in thousands)	Three Months Ended September 30, 2025				
	Merchant Solutions	**Payables**	**Treasury Solutions**	**Corporate**	**Total Consolidated**
Reconciliation of Adjusted EBITDA to GAAP Measure:					
Adjusted EBITDA	$ 27,727	$ 3,455	$ 46,676	$ (20,099)	$ 57,759
Interest expense	(357)	(361)	(143)	(21,602)	(22,463)
Depreciation and amortization	(7,607)	(1,275)	(4,924)	(1,316)	(15,122)
Debt modification and extinguishment expenses	—	—	—	(12,476)	(12,476)
Selling, general and administrative (non-recurring)	—	—	—	(1,491)	(1,491)
Non-cash stock-based compensation	—	(133)	(33)	(2,161)	(2,327)
Bargain purchase adjustment (non-recurring)	—	—	—	3,507	3,507
Income (loss) before taxes	**$ 19,763**	**$ 1,686**	**$ 41,576**	**$ (55,638)**	**$ 7,387**
Income tax benefit					20,201
Net income					**$ 27,588**

(in thousands)	Nine Months Ended September 30, 2026				
	Merchant Solutions	**Payables**	**Treasury Solutions**	**Corporate**	**Total Consolidated**
Reconciliation of Adjusted EBITDA to GAAP Measure:					
Adjusted EBITDA	$ 91,254	$ 12,489	$ 142,269	$ (67,597)	$ 178,415
Interest expense	(3,428)	—	(669)	(59,160)	(63,257)
Depreciation and amortization	(33,256)	(3,865)	(15,896)	(3,722)	(56,739)
Selling, general and administrative (non-recurring)	—	—	—	(8,405)	(8,405)
Non-cash stock-based compensation	—	(107)	(1)	(5,915)	(6,023)
Bargain purchase gain (non-recurring)	—	—	—	(354)	(354)
Income (loss) before taxes	**$ 54,570**	**$ 8,517**	**$ 125,703**	**$ (145,153)**	**$ 43,637**
Income tax expense					(11,791)
Net income					**$ 31,846**

(in thousands)	Nine Months Ended September 30, 2025				
	Merchant Solutions	**Payables**	**Treasury Solutions**	**Corporate**	**Total Consolidated**
Reconciliation of Adjusted EBITDA to GAAP Measure:					
Adjusted EBITDA	$ 81,181	$ 10,741	$ 134,677	$ (61,496)	$ 165,103
Interest expense	(357)	(2,158)	(385)	(65,793)	(68,693)
Depreciation and amortization	(20,865)	(3,798)	(14,507)	(3,822)	(42,992)
Debt modification and extinguishment expenses	—	—	—	(12,514)	(12,514)
Selling, general and administrative (non-recurring)	—	—	—	(4,085)	(4,085)
Non-cash stock-based compensation	1	(301)	(98)	(6,721)	(7,119)
Bargain purchase gain (non-recurring)	—	—	—	3,507	3,507
Income (loss) before taxes	**$ 59,960**	**$ 4,484**	**$ 119,687**	**$ (150,924)**	**$ 33,207**
Income tax benefit					13,528
Net income					**$ 46,735**

Critical Accounting Policies and Estimates

Our Unaudited Consolidated Financial Statements have been prepared in accordance with GAAP for interim periods, which often require the judgment of management in the selection and application of certain accounting principles and methods. Our critical accounting policies and estimates are discussed in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2025. There have been no material changes to these critical accounting policies and estimates as of September 30, 2026.

Liquidity and Capital Resources

Liquidity and capital resource management is a process focused on providing the funding we need to meet our short-term and long-term cash and working capital needs. We have used our funding sources to build our merchant portfolio, for technology solutions and to make acquisitions with the expectation that such investments will generate cash flows sufficient to cover our working capital and other anticipated needs, including our acquisition strategy. We anticipate that cash on hand, funds generated from operations and available borrowings under our revolving credit facility are sufficient to meet our working capital requirements for at least the next 12 months.

Our principal uses of cash are to fund business operations and administrative costs, and to service our debt.

Our working capital, defined as current assets less current liabilities, was $155.3 million at September 30, 2026 and $82.0 million at September 30, 2025. As of September 30, 2026, we had cash totaling $135.6 million compared to $57.0 million at September 30, 2025. These cash balances do not include restricted cash of $16.0 million and $13.0 million at September 30, 2026 and September 30, 2025, respectively, which reflects cash accounts holding customer settlement funds, cash reserves for potential losses and other contractual restricted cash balances. The current portion of long-term debt included in current liabilities was $5.7 million and $10.0 million at September 30, 2026 and September 30, 2025, respectively. At September 30, 2026, we had availability of approximately $100.0 million under our revolving credit facility.

The following table and discussion reflect our changes in cash flows for the comparative nine month periods.

(in thousands)	Nine Months Ended September 30,	
	2026	**2025**
Net cash provided by (used in):		
Operating activities	$ 98,025	$ 63,161
Investing activities	(547,189)	(151,898)
Financing activities	222,493	288,634
Net (decrease)/increase in cash and cash equivalents and restricted cash	$ (226,671)	$ 199,897

Cash Provided by Operating Activities

Net cash provided by operating activities was $98.0 million for the nine months ended September 30, 2026 compared to $63.2 million for the nine months ended September 30, 2025. The $34.8 million increase was driven by favorable non-cash adjustments and changes in the operating assets and liabilities.

Cash Used in Investing Activities

Net cash used in investing activities was $547.2 million for the nine months ended September 30, 2026, compared to $151.9 million of cash used in investing activities for the nine months ended September 30, 2025. For the nine months ended September 30, 2026, investing activities included the acquisition of a business, net of cash acquired of $11.5 million, $20.4 million additions to property, equipment and software, $4.1 million related to net funding of new loans to ISOs and ISVs, $500.0 million net short-term investments of MTL funds, and $11.2 million related to residual purchases, investments in unconsolidated entities and earn-outs related to an asset acquisition. For the nine months ended September 30, 2025, investing activities included acquisitions of businesses, net of cash acquired of $77.4 million, additions to property, equipment and software of $19.0 million, $5.1 million related to net funding of new loans to ISOs, and $46.7 million in short-term investments of MTL funds and $3.9 million related to residual purchases and investments in unconsolidated entities.

Cash Provided by Financing Activities

Net cash provided by financing activities was $222.5 million and $288.6 million for the nine months ended September 30, 2026 and 2025, respectively. The net cash provided by financing activities for the nine months ended September 30, 2026, included borrowings under the Residual Finance Credit Facility of $9.5 million and changes in the net obligations for funds held on the behalf of customers of $215.2 million, offset by $0.2 million of cash used for the repayment of the Residual Finance Credit Facility, $1.8 million of cash used to purchase shares withheld for taxes, and $0.2 million for a deferred consideration payment. The net cash used in financing activities for the nine months ended September 30, 2025, included borrowings under the Second Amendment to the 2024 Credit Agreement and the Residual Finance Credit Facility of $1.0 billion, proceeds from the exercise of stock options of $0.4 million and changes in the net obligations for funds held on the behalf of customers of $247.5 million, offset by $945.5 million of cash used for the repayment of the term loan facility due to refinancing, $4.7 million in debt issuance and modification costs paid for the Second Amendment to the 2024 Credit Agreement, $3.0 million of cash used to purchase shares withheld for taxes, $19.8 million for the accelerated deferred consideration payments, and $6.0 million used to repurchase NCI in one of the subsidiaries.

Long-term Debt

As of September 30, 2026, we had outstanding debt obligations, including the current portion and unamortized debt discount of $1,064.7 million, compared to $1,055.4 million at December 31, 2025, resulting in an increase due to net borrowings from the Residual Finance Credit Facility. The debt balance at September 30, 2026 consisted of $1,020.0 million outstanding under the 2024 Credit Agreement's (as amended) term facility and $44.7 million under the Residual Finance Credit Facility's term facility offset by $14.6 million of unamortized debt discounts and issuance costs.

Minimum amortization of the 2024 Credit Agreement's term facility are equal quarterly installments in aggregate annual amounts equal to 1.0% of the original principal, with the balance paid upon maturity. The term facility matures on July 31, 2032 and the revolving credit facility matures on July 31, 2030.

The 2024 Credit Agreement and Residual Finance Credit Facility both contain representations and warranties, financial and collateral requirements, mandatory payment events, events of default and affirmative and negative covenants, including without limitation, covenants that restrict among other things, the ability to create liens, pay dividends or distribute assets from the loan parties to the Company, merge or consolidate, dispose of assets, incur additional indebtedness, make certain investments or acquisitions, enter into certain transactions (including with affiliates) and to enter into certain leases.

Effect of New Accounting Pronouncements and Recently Issued Accounting Pronouncements Not Yet Adopted

From time to time, new accounting pronouncements are issued by the FASB or other standards setting bodies that may affect our current and/or future consolidated financial statements. See Note 1, Basis of Presentation and Significant Accounting Policies, to our Unaudited Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q, for a discussion of recently issued accounting pronouncements not yet adopted.

Item 3. Qualitative and Quantitative Disclosures About Market Risk

For qualitative and quantitative disclosures about market risk, see Item 7A, "Qualitative and Quantitative Disclosures About Market Risk," of our Annual Report on Form 10-K for the year ended December 31, 2025. Our exposures to market risk have not changed materially since December 31, 2025.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, designed to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized or reported within the time periods specified in SEC rules and regulations and that such information is accumulated and communicated to our management, including our principal executive officer (CEO), our principal financial officer (CFO) and, as appropriate, to allow timely decisions regarding required disclosures.

Management, with the participation of the CEO and CFO, has evaluated the effectiveness of the Company's disclosure controls and procedures as of September 30, 2026. Based on that evaluation, the Company's CEO and CFO concluded that the Company's disclosure controls and procedures were effective as of September 30, 2026.

Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the three months ended September 30, 2026, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are involved in certain legal proceedings and claims, which arise in the ordinary course of business. In the opinion of the Company, based on consultations with internal and external counsel, the results of any of these ordinary course matters, individually and in the aggregate, are not expected to have a material effect on our results of operations, financial condition, or cash flows. As more information becomes available and we determine that an unfavorable outcome is probable on a claim and that the amount of probable loss that we will incur on that claim is reasonably estimable, we will record an accrued expense for the claim in question. If and when we record such an accrual, it could be material and could adversely impact our results of operations, financial condition and cash flows. As of the date of this Quarterly Report on Form 10-Q, we are not aware of any pending litigation relating to the Merger.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in our Annual Report under Part I, Item 1A "Risk Factors" because these risk factors may affect our operations and financial results. The risks described in the Annual Report are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially adversely affect our business, financial condition and operating results.

The Merger may not be completed on the anticipated timeline or at all, which could adversely affect our business and the market price of our common stock.

Completion of the Merger is subject to conditions, including adoption of the Merger Agreement by the holders of a majority of our outstanding shares and, separately, by a majority of the votes cast by our unaffiliated stockholders, which cannot be waived; receipt of consents from state money transmitter licensing authorities, which may take significant time and may be conditioned; the absence of a material adverse effect; and our existing credit agreements remaining in full force and effect. Although the Supporting Stockholders, who own approximately 61.4% of our outstanding shares, have agreed to vote in favor of the Merger, the Merger cannot be completed without the support of our unaffiliated stockholders. If the Merger is not completed, the market price of our common stock may decline to the extent it reflects an assumption that the Merger will be completed, and we may be required under certain circumstances to pay Parent a termination fee of $15.75 million.

The pendency of the Merger could disrupt our business, and we will incur significant costs whether or not the Merger is completed.

The announcement and pendency of the Merger, and restrictions under the Merger Agreement on the conduct of our business, including limitations on acquisitions, indebtedness, share repurchases and compensation changes, could divert management's attention, affect our relationships with customers, partners and employees, and limit our ability to pursue opportunities. We have incurred and will continue to incur significant financial advisory, legal and other costs, many of which are payable regardless of completion. In addition, our Chairman and Chief Executive Officer controls Parent and has interests in the Merger that differ from those of our other stockholders, and litigation relating to the Merger could result in significant costs or delay or prevent its completion.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities and Use of Proceeds

None.

Issuer Purchases of Equity Securities

The Company's purchases of its Common Stock during the three months ended September 30, 2026 were as follows:

Period	Total Number of Shares Purchased[1]	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
July 1-31, 2026	5,886	$ 6.65	—	5,690,626
August 1-31, 2026	11,661	$ 6.50	—	5,690,626
September 1-30, 2026	29,274	$ 5.84	—	5,690,626
Total	46,821	$ 6.10	—	

[1] Represents shares (in whole units) withheld to satisfy employees' tax withholding obligations related to the vesting of restricted stock awards, which was determined based on the fair market value on the day prior to the vesting date.

Item 3. Defaults Upon Senior Securities

N/A

Item 4. Mine Safety Disclosures

N/A

Item 5. Other Information

N/A

Item 6. Exhibits

Exhibit	Description
2.1	Second Amended and Restated Contribution Agreement, dated as of April 17, 2018, by and among Priority Investment Holdings, Priority Incentive Equity Holdings, LLC and M I Acquisitions, Inc. (incorporated by reference to Annex A to the Company's Proxy Statement on Schedule 14(a), filed July 5, 2018).
2.2	Agreement and Plan of Merger, dated as of March 5, 2021, by and among the Company, Finxera, Merger Sub, and the Equityholder Representative.
2.3	Certificate of Amendment to the Certificate of Incorporation of Priority Technology Holdings dated April 16, 2021, filed April 29, 2021
2.4	Agreement and Plan of Merger, dated as of September 18, 2026, by and among Priority Technology Holdings, Inc., WD Capital Partners Parent Inc. and WD Capital Partners Merger Sub Inc. (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, filed September 21, 2026).
3.1	Second Amended and Restated Certificate of Incorporation of Priority Technology Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed July 31, 2018).
3.2	Amended and Restated Bylaws of Priority Technology Holdings, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed July 31, 2018).
10.1	Registration Rights Agreement dated as of July 25, 2018 by and among M I Acquisitions, Inc. and the other parties thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed July 31, 2018).
10.2	Priority Technology Holdings, Inc. 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed July 31, 2018).
10.2.1	Amendment No. 1 to Priority Technology Holdings, Inc. 2018 Equity Incentive Plan (incorporated by reference to the Company's Form DEF14A, filed April 12, 2022).

10.2.2	Amendment No. 2 to Priority Technology Holdings, Inc. 2018 Equity Incentive Plan (incorporated by reference to the Company's Form DEF14A, filed April 28, 2026).
10.3	Priority Technology Holdings, Inc. 2021 Employee Stock Purchase Plan
10.3.1	Amendment No. 1 to Priority Technology Holdings, Inc. 2021 Employee Stock Purchase Plan
10.3.2	Amendment No. 2 to Priority Technology Holdings, Inc. 2021 Employee Stock Purchase Plan
10.4 †	Director Agreement by and among Priority Holdings LLC, Pipeline Cynergy Holdings, LLC, Priority Payment Systems Holdings, LLC and Thomas C. Priore, dated May 21, 2014 (incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-4/A, filed December 26, 2018).
10.5 †	Amendment No. 1 to Director Agreement by and among Priority Holdings LLC, Pipeline Cynergy Holdings, LLC, Priority Payment Systems Holdings, LLC and Thomas C. Priore, dated April 19, 2018 (incorporated by reference to Exhibit 10.7 to the Company's Registration Statement on Form S-4/A, filed December 26, 2018).
10.6	Form of Independent Director Agreement (incorporated by reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K, filed March 29, 2019).
10.7	Asset Purchase Agreement by and between MRI Payments LLC, MRI Software LLC, and Priority Real Estate Technology LLC, dated August 31, 2020 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 1, 2020).
10.17	Form Restricted Stock Unit Award Agreement.
10.18 †	Executive Employment Agreement between Priority Technology Holdings, Inc. and Tim O'Leary, dated September 19, 2022.
10.19	Priority Technology Holdings, Inc. Recoupment Policy adopted March 1, 2023
10.20	Amendment No. 1 to Equity and Asset Purchase Agreement, dated July 31, 2023, by and among Plastiq, Powered by Priority, LLC, Plastiq Inc., PLV Inc. and Nearside Business Corp.
10.25	Credit and Guaranty Agreement, dated as of May 16, 2024, by and among Priority Holdings, LLC, as the Initial Borrower, the Credit Parties party thereto, the Lenders party thereto and Truist Bank, as Administrative Agent and Collateral Agent.
10.26	Amendment No. 1 to the Credit and Guaranty Agreement, dated as of November 21, 2024, by and among Priority Holdings, LLC, as the Initial Borrower, the Credit Parties party thereto, the 2024-1 Incremental Term Lenders and Truist Bank, as Administrative Agent and Collateral Agent.
10.27	Share Purchase Agreement by and between Ayrshire Developments Corp., Priority Canada Acquisition Company, Inc., and Priority Technology Holdings, Inc., dated January 21, 2025.
10.28	Amendment No. 2 to the Credit and Guaranty Agreement, dated as of July 31, 2025, by and among Priority Holdings, LLC, as the Borrower Representative, the Credit Parties party thereto, each of the Lenders party thereto, each 2025-1 Converting Lender party thereto, each 2025-1 Incremental Revolving Credit Lender party thereto, each New 2025-1 Refinancing Term Lender party thereto and Truist Bank, as administrative agent and collateral agent, as the Designated 2025 Fronting Lender and as the 2025-1 Incremental Term Lender.
10.29	Credit Agreement, dated as of August 18, 2025, by and among Priority Finance SPV, LLC, as Borrower, Priority Residual Finance, LLC, as Holdings, Priority Holdings, LLC, as Servicer, the Lenders party thereto and VP Capital, L.P., as Administrative Agent and Collateral Agent.
10.30	Sale Agreement, dated as of August 18, 2025, by and among Priority Holdings, LLC, as Priority Originator and Servicer, Priority Payment Systems LLC, as PPS Originator and Priority Finance SPV, LLC.
10.31	Servicing Agreement, dated as of August 18, 2025, by and between Priority Finance SPV, LLC, as Borrower and Priority Holdings, LLC, as Servicer.
10.32	Asset Purchase Agreement, dated as of August 18, 2025, by and between Priority Boom, LLC as buyer and Eventus Holdings, LLC, Riverside Management, LLC, and National Payment Systems, LLC, as sellers.
10.33	Asset Purchase Agreement, dated October 1, 2025, by and between Priority DMS, LLC as buyer and DMSJV, LLC as seller.
10.34	Amendment No. 3 to the Credit and Guaranty Agreement, dated as of October 1, 2025, by and among Priority Holdings, LLC, as the sole Borrower Representative under the Credit Agreement, the other Credit Parties thereto, the 2025-2 Incremental Term Lender and Truist Bank, as Administrative Agent and Collateral Agent.
10.35	Membership Interest Purchase Agreement by and between Priority Payment Systems LLC, as Buyer and Convenient Payments Acquisition Subsidiary, LLC, as Seller, dated August 25, 2026
21.1 *	Subsidiaries
31.1 *	Certification of Chief Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended.
31.2 *	Certification of Chief Financial Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended.

32 **	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS *	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH *	XBRL Taxonomy Extension Schema Document
101.CAL *	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB *	XBRL Taxonomy Extension Label Linkbase Document
101.PRE *	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF *	XBRL Taxonomy Extension Definition Linkbase Document
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

** Furnished herewith.

† Indicates exhibits that constitute management contracts or compensation plans or arrangements.

SIGNATURES

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 thereunto duly authorized.

PRIORITY TECHNOLOGY HOLDINGS, INC.

November 5, 2026

/s/ Thomas C. Priore
Thomas C. Priore
President, Chief Executive Officer and Chairman
(Principal Executive Officer)

November 5, 2026

/s/ Timothy M. O'Leary
Timothy M. O'Leary
Chief Financial Officer
(Principal Financial Officer)

Subsidiaries of Priority Technology Holdings, Inc.

Priority Technology Holdings, Inc.

Priority Holdings, LLC

Priority Payment Systems, LLC

Priority DMS, LLC

Priority Booms, LLC

Convenient Payments, LLC

Priority Commercial Payments, LLC

Priority Commerce Canada, Inc. (Canada)

Priority Finance, LLC

Priority Residual Finance, LLC

Priority Finance SPV, LLC

Plastiq, Powered by Priority, LLC

Plastiq Canada, Inc. (Canada)

Finxera Holdings, Inc.

Finxera Intermediate, LLC

Finxera, Inc.

Priority IDC Private Limited (India)

Enhanced Capital RETC Fund XII, LLC

Priority Account Administration Services, Inc.

Priority Tech Ventures, LLC

Priority IR, LLC

Priority Wave, LLC

Priority Ambient TPA Solutions, LLC

Priority Build, LLC

Primsa Prop Tech, LLC

Priority Rollfi, LLC

Sila, Inc.

Priority Canada Acquisition Company, Inc. (Canada)

Payslate, Inc. (Canada)

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
EXCHANGE ACT RULE 13a-14(a) AS ADOPTED PURSUANT TO
SECTION 303 OF THE SARBANES-OXLEY ACT OF 2002

I, Thomas C. Priore, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Priority Technology Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (e) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (f) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 5, 2026

/s/ THOMAS C. PRIORE

Thomas C. Priore

Chief Executive Officer and Chairman

(Principal Executive Officer)

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
EXCHANGE ACT RULE 13a-14(a) AS ADOPTED PURSUANT TO
SECTION 303 OF THE SARBANES-OXLEY ACT OF 2002

I, Timothy M. O'Leary, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Priority Technology Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(e) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(f) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 5, 2026

/s/ TIMOTHY M. O’LEARY

Timothy M. O’Leary

Chief Financial Officer

(Principal Financial Officer)

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Priority Technology Holdings, Inc. (the "Company") for the quarter ended September 30, 2026 as filed with the Securities and Exchange Commission (the "Report"), each of the undersigned, on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

November 5, 2026

/s/ THOMAS C. PRIORE

Thomas C. Priore
Chief Executive Officer and Chairman
(Principal Executive Officer)

November 5, 2026

/s/ TIMOTHY M. O'LEARY

Timothy M. O'Leary
Chief Financial Officer
(Principal Financial Officer)

The foregoing certifications are being furnished solely pursuant to 18 U.S.C. § 1350 and are not being filed as part of the Report on Form 10-Q or as a separate disclosure document.