

Priority Technology Holdings, Inc.

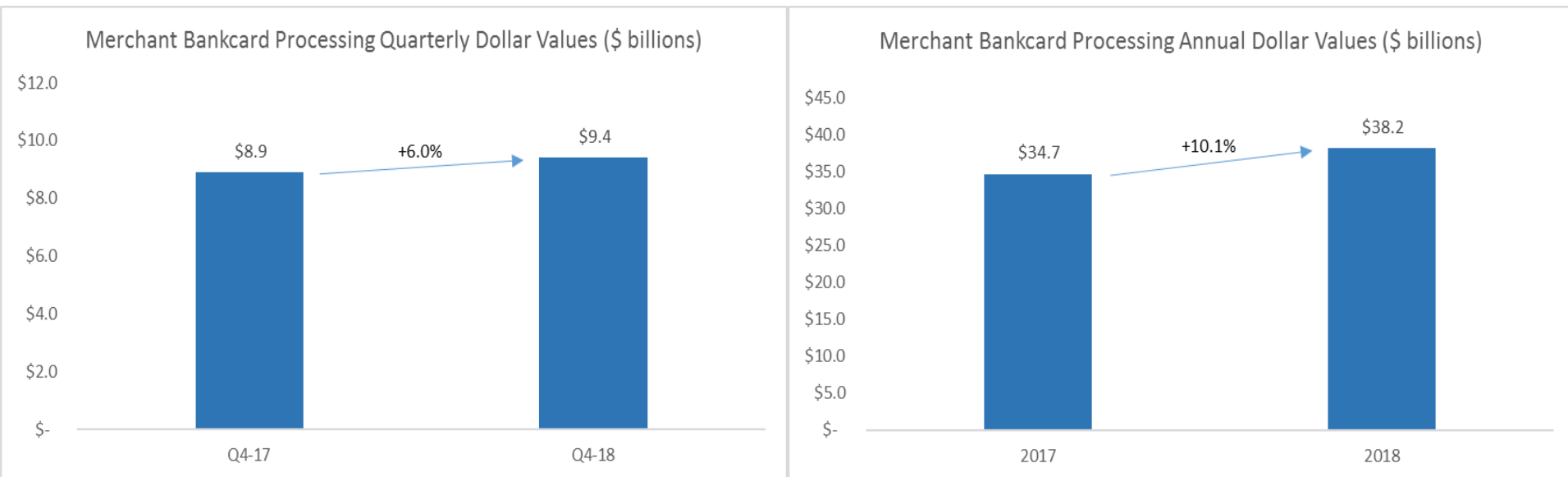
**Slides Supplementing Fourth Quarter and Full Year 2018
Earnings Call**



Total Merchant Bankcard Processing Dollar Value

Fourth quarter 2018, compared with fourth quarter 2017 merchant bankcard processing dollar value grew 6.0% to \$9.4 billion from \$8.9 billion

Full-year 2018, compared with full-year 2017 merchant bankcard processing dollar value grew 10.1% to \$38.2 billion from \$34.7 billion.

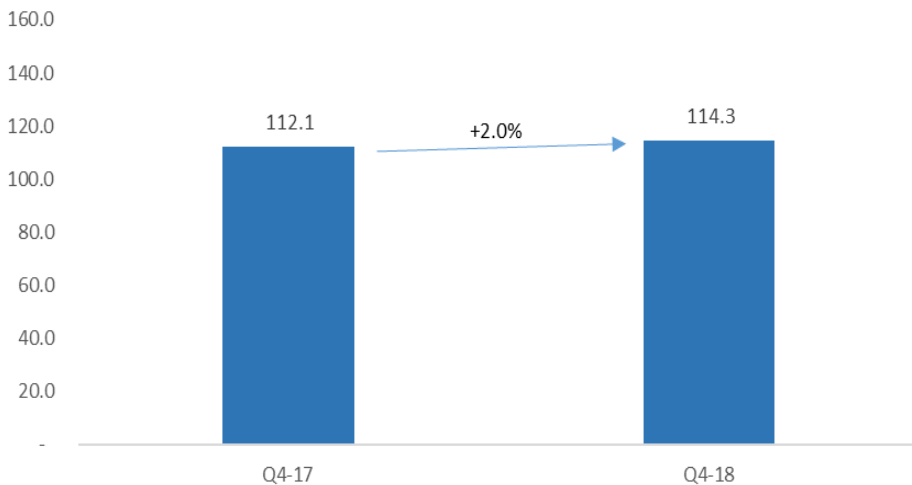


Total Merchant Bankcard Transaction Volume

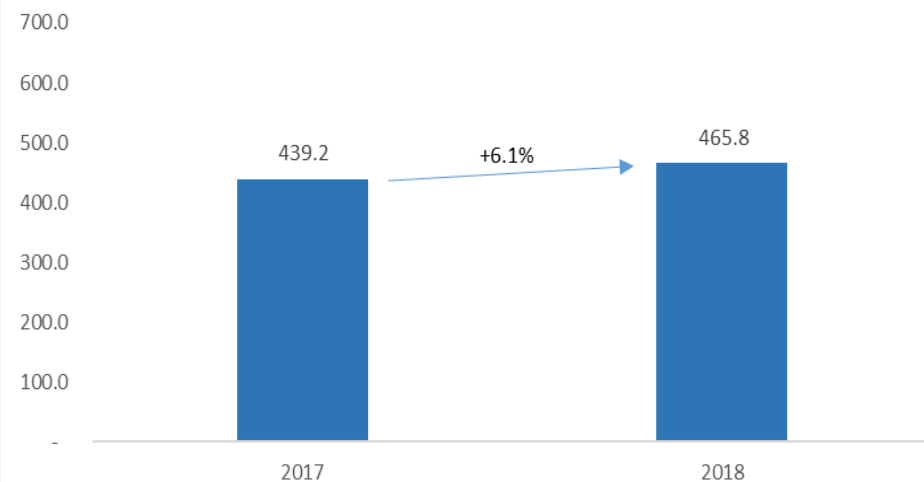
Fourth quarter 2018, compared with fourth quarter 2017 merchant bankcard transaction volume grew 2.0% to 114.3 million transactions from 112.1 million transactions.

Full-year 2018, compared with full-year 2017 merchant bankcard transaction volume grew 6.1% to 465.8 million transactions from 439.2 million transactions.

Merchant Bankcard Transaction Quarterly Volumes (millions)

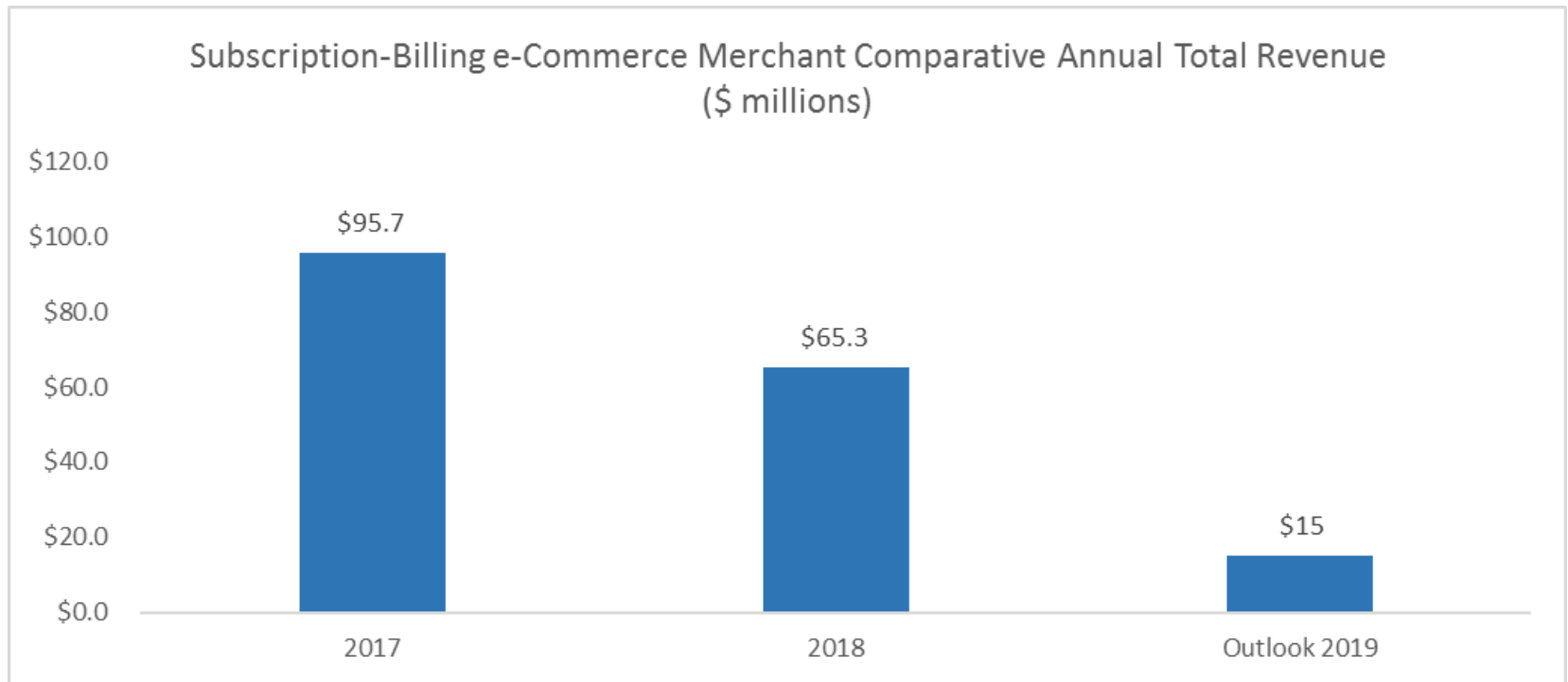


Merchant Bankcard Transaction Annual Volumes (millions)



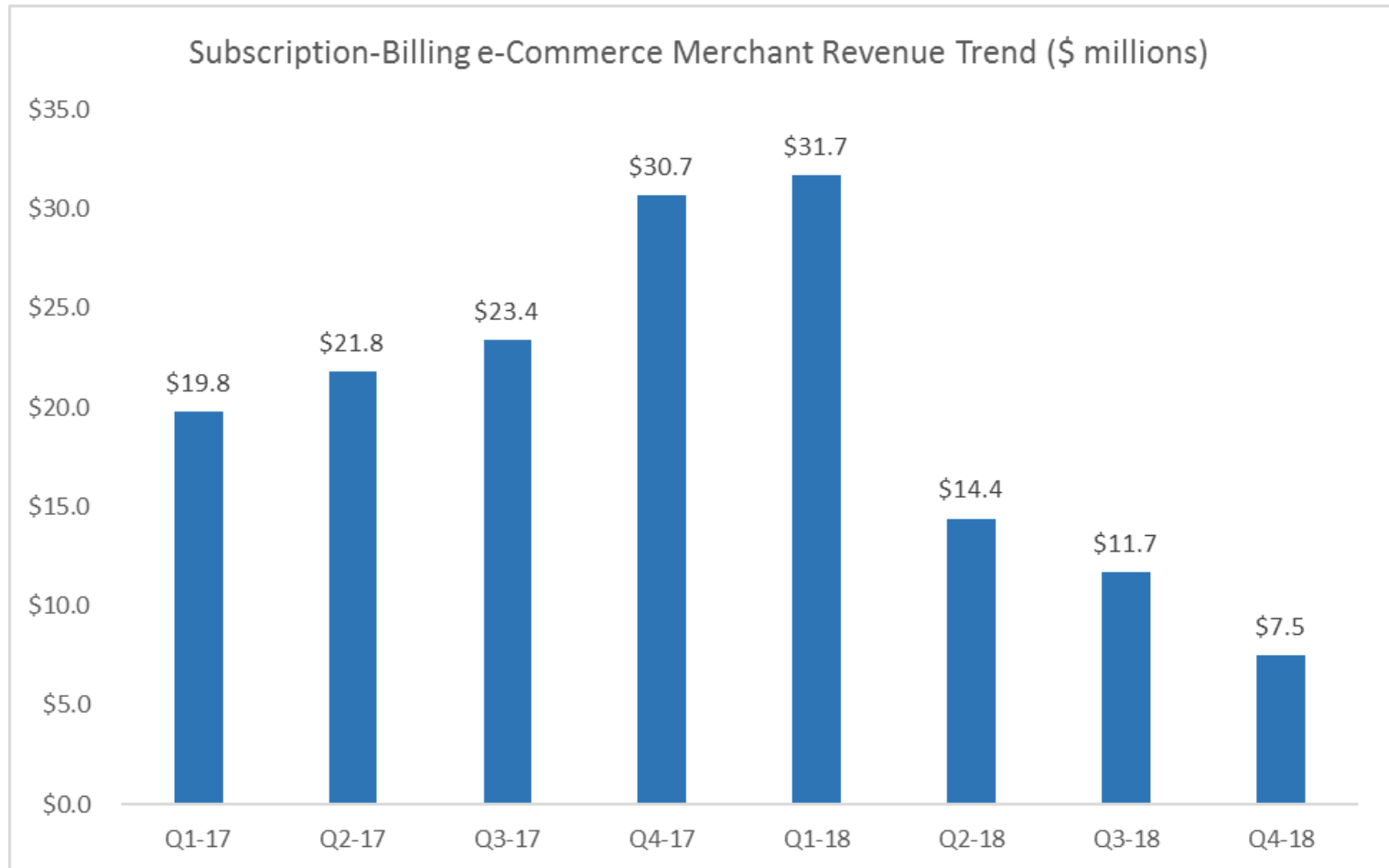
Subscription-Billing e-Commerce Comparative Revenue

The full-year comparative consolidated revenue has been negatively affected by the wind-down of high-margin accounts with certain subscription-billing e-commerce merchants due to industry-wide changes for enhanced card association compliance. This revenue was entirely within the Consumer Payments segment.



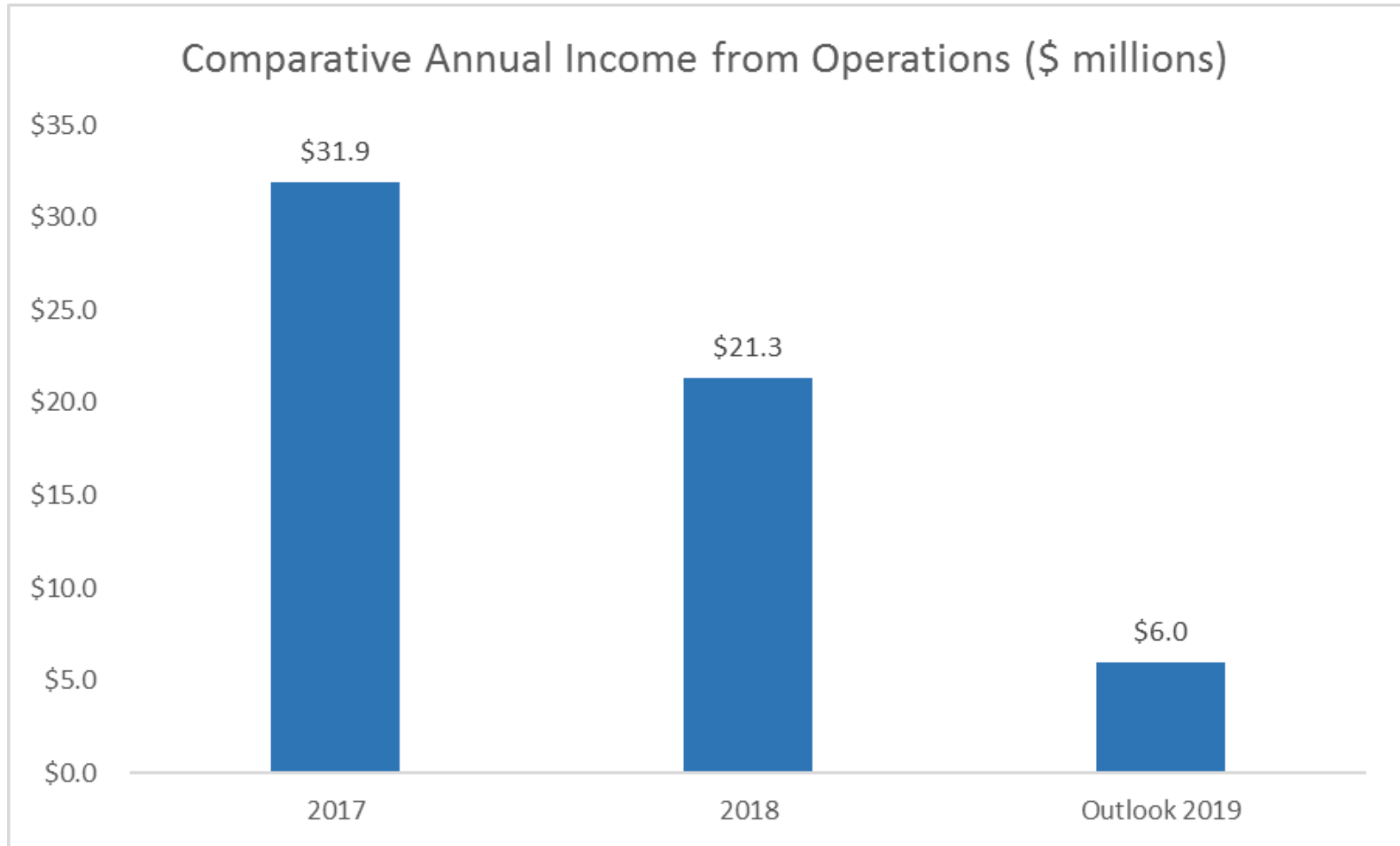
Subscription-Billing e-Commerce Revenue Trend

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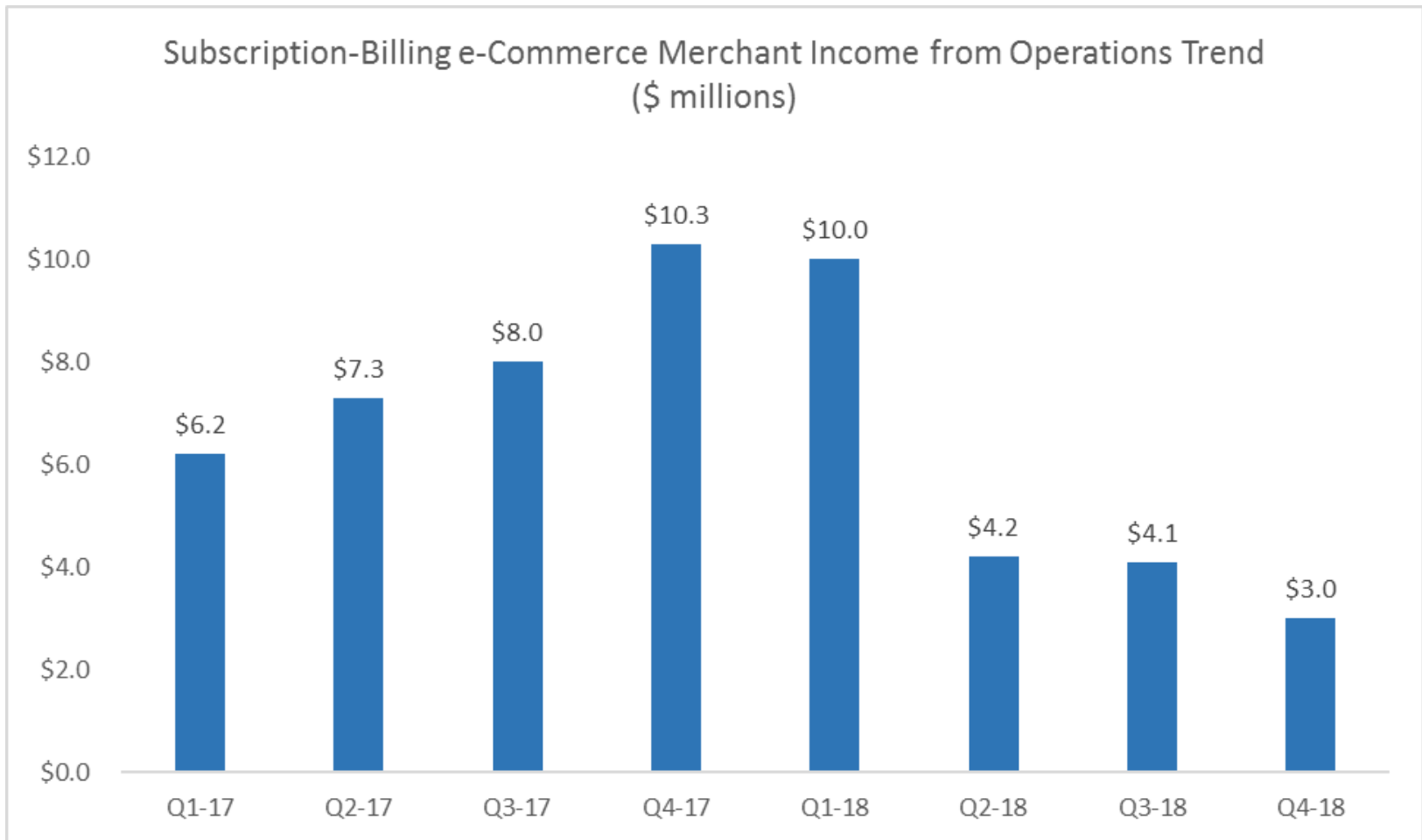
Subscription-Billing e-Commerce Comparative Income from Operations

The full-year comparative consolidated income from operations has also been negatively affected by the wind-down of high-margin accounts with certain subscription-billing e-commerce merchants. This income from operations was entirely within the Consumer Payments segment.



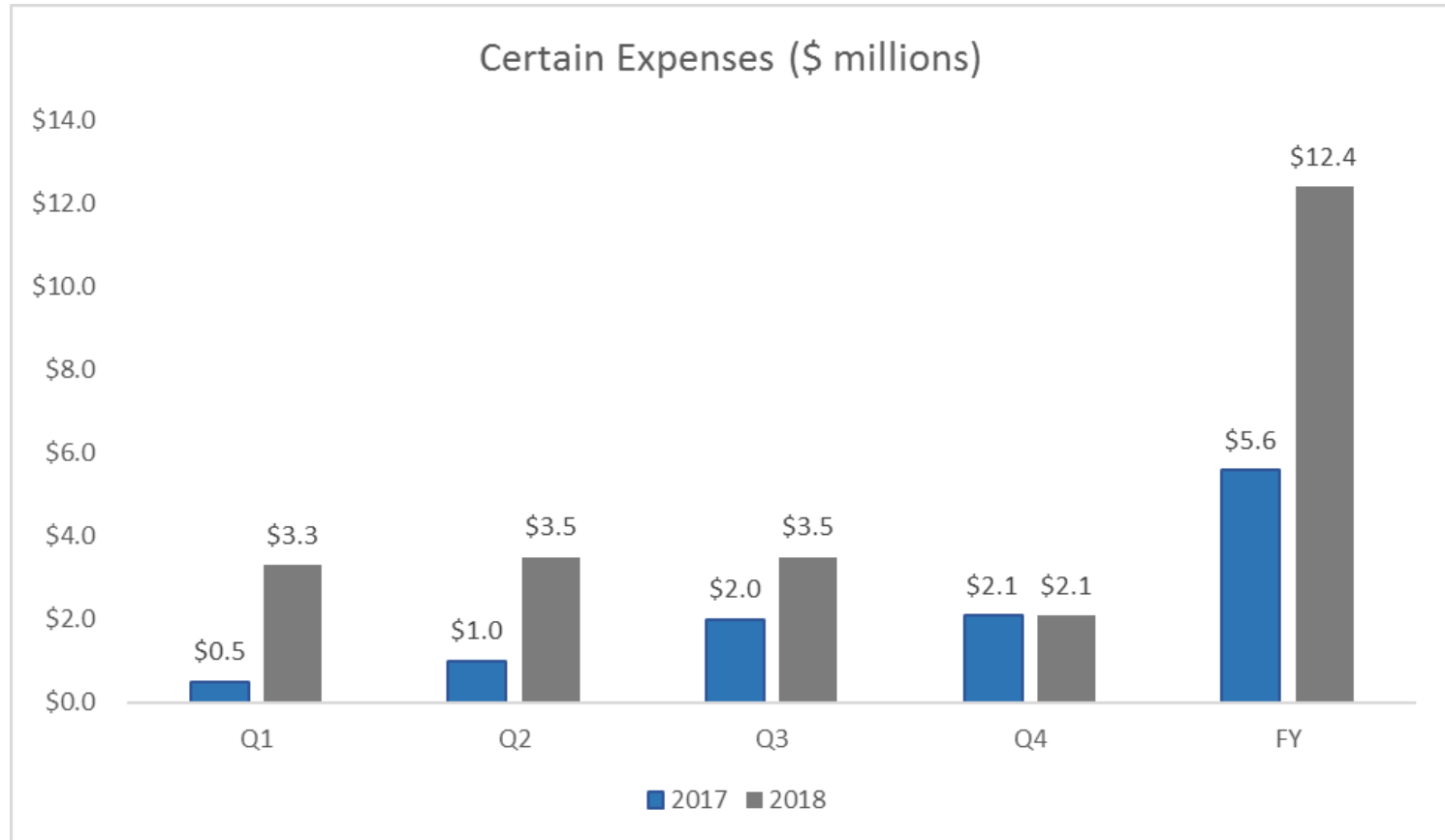
Subscription-Billing e-Commerce Income from Operations Trend

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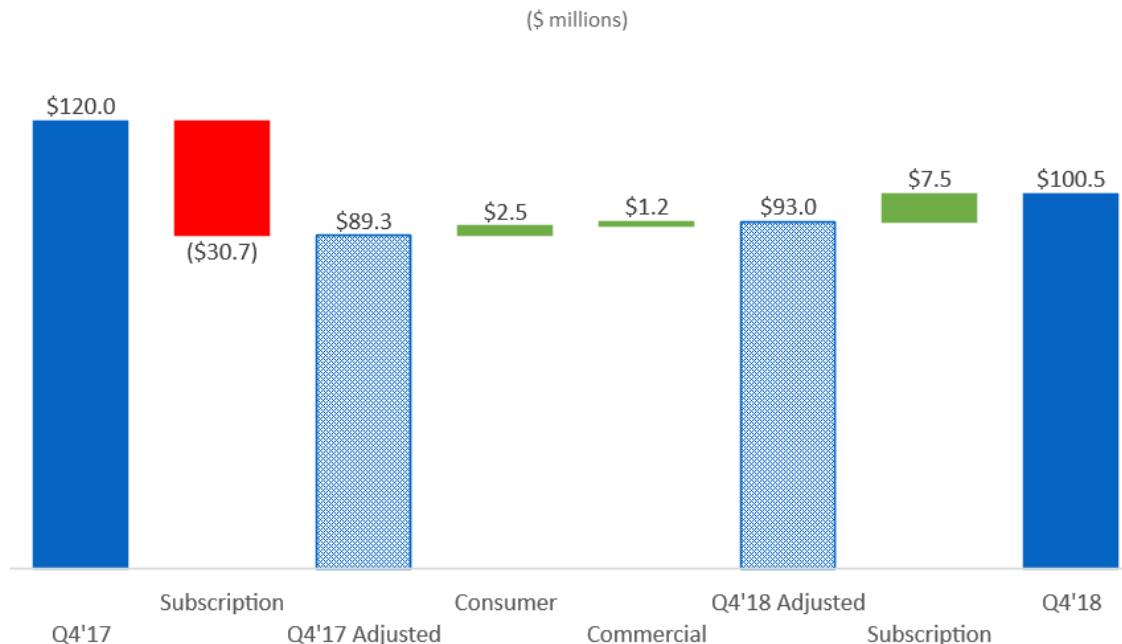
Certain Expenses

Certain expenses associated with the July 2018 Business Combination and conversion to a public company, such as legal, accounting, advisory and consulting expenses plus certain legal settlements have been incurred. These expenses are reported within Corporate.



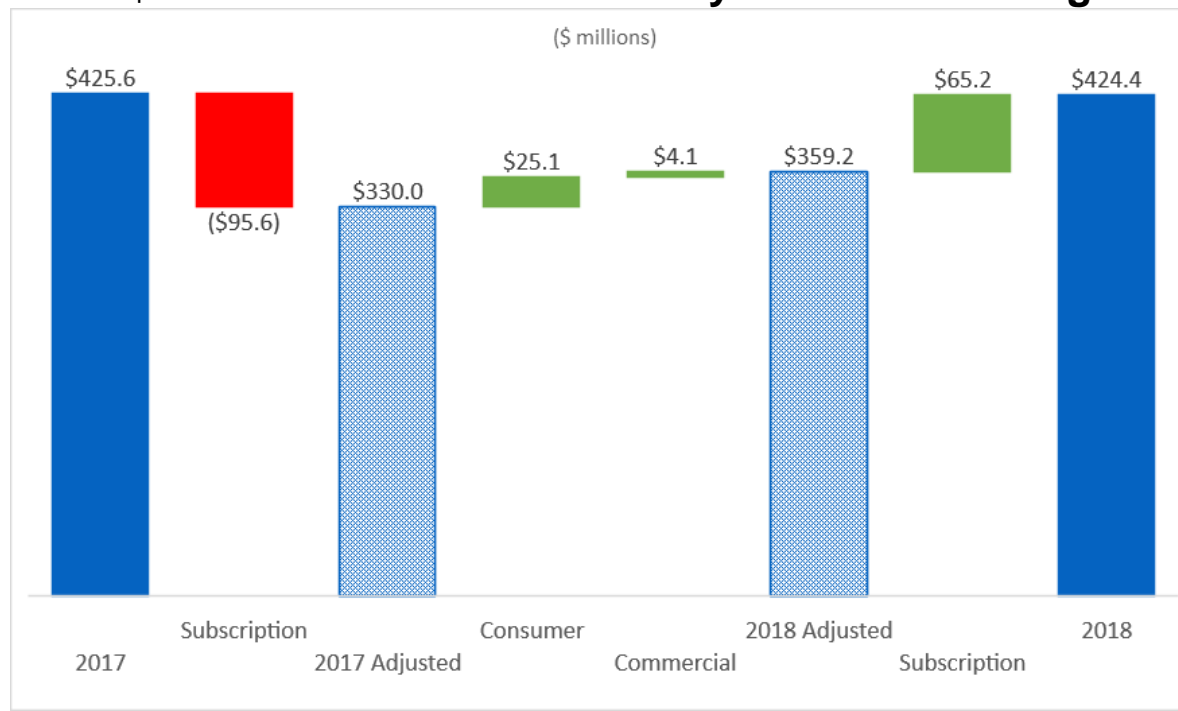
Revenue – Q4 2018 vs. Q4 2017

- **Revenue** declined 16.3% to \$100.5 million from \$120.0 million
 - **Consumer Payments** declined 18.3% to \$92.5 million from \$113.2 million
 - **Commercial Payments and Managed Services** increased 17.9% to \$8.0 million from \$6.8 million
- **Adjusted Revenue** increased 4.2% to \$93.0 million from \$89.3 million
 - **Consumer Payments** increased 3.0% to \$85.0 million from \$82.5 million
- **Q4 2018 acquisition related revenue** amounted to \$0.7 million in **Consumer Payments** and \$0.8 million in **Commercial Payments and Managed Services**



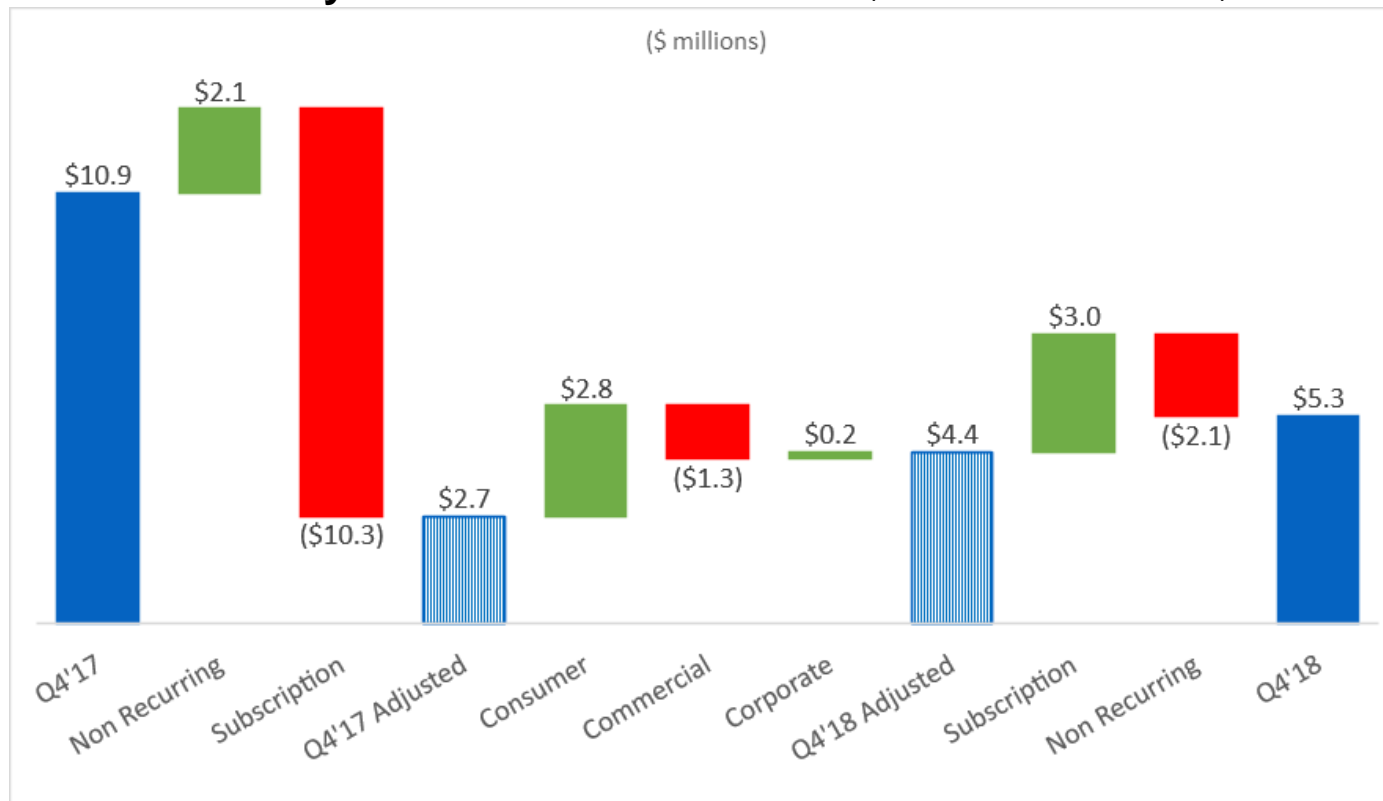
Revenue – Full Year 2018 vs. 2017

- **Revenue** declined 0.3% to \$424.4 million from \$425.6 million
 - **Consumer Payments** declined 1.3% to \$395.0 million from \$400.3 million
 - **Commercial Payments and Managed Services** increased 16.3% to \$29.4 million from \$25.3 million
- **Adjusted Revenue** increased 8.9% to \$359.2 million from \$330.0 million
 - **Consumer Payments** increased 8.2% to \$329.8 million from \$304.7 million
- **2018 acquisition related revenue** amounted to \$0.7 million in **Consumer Payments** and \$1.8 million in **Commercial Payments and Managed Services**



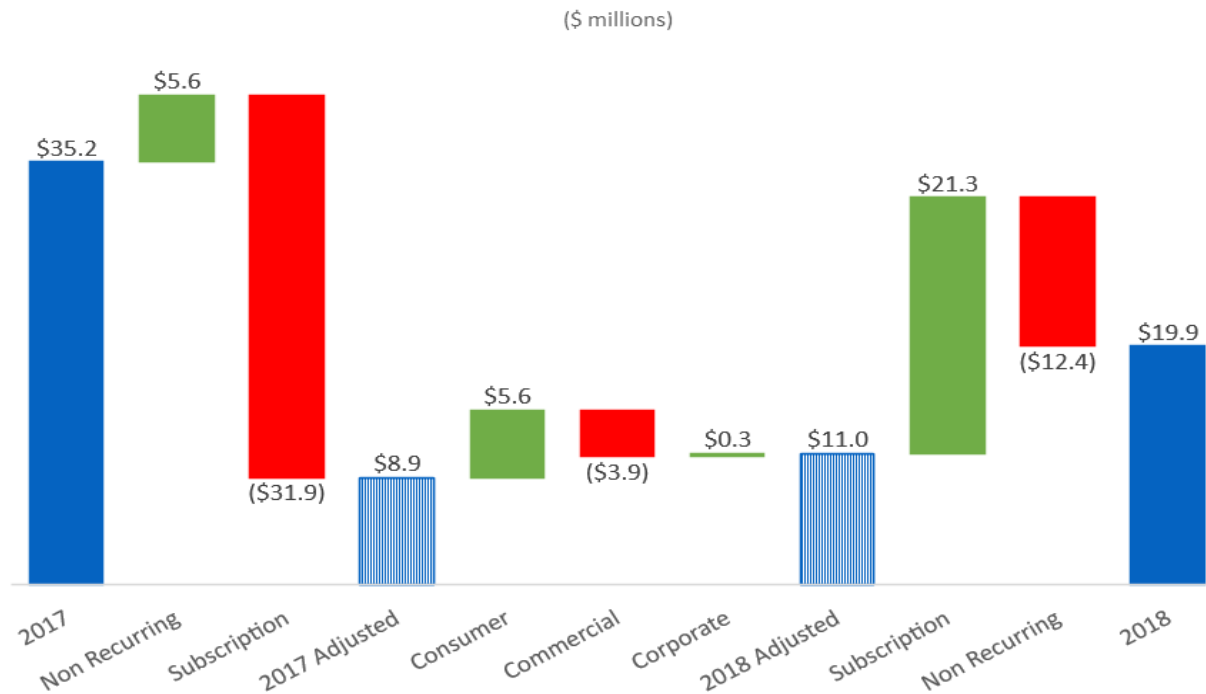
Income from Operations – Q4 2018 vs. Q4 2017

- **Income from Operations** declined 51.8% to \$5.3 million from \$10.9 million
 - **Consumer Payments** declined 25.8% to \$13.1 million from \$17.6 million
 - **Commercial Payments and Managed Services** declined from a loss of \$0.2 million to a loss of \$1.5 million
- **Adjusted Income from Operations** increased 59.1% to \$4.4 million from \$2.7 million
 - **Consumer Payments** increased 38.5% to \$10.1 million from \$7.3 million

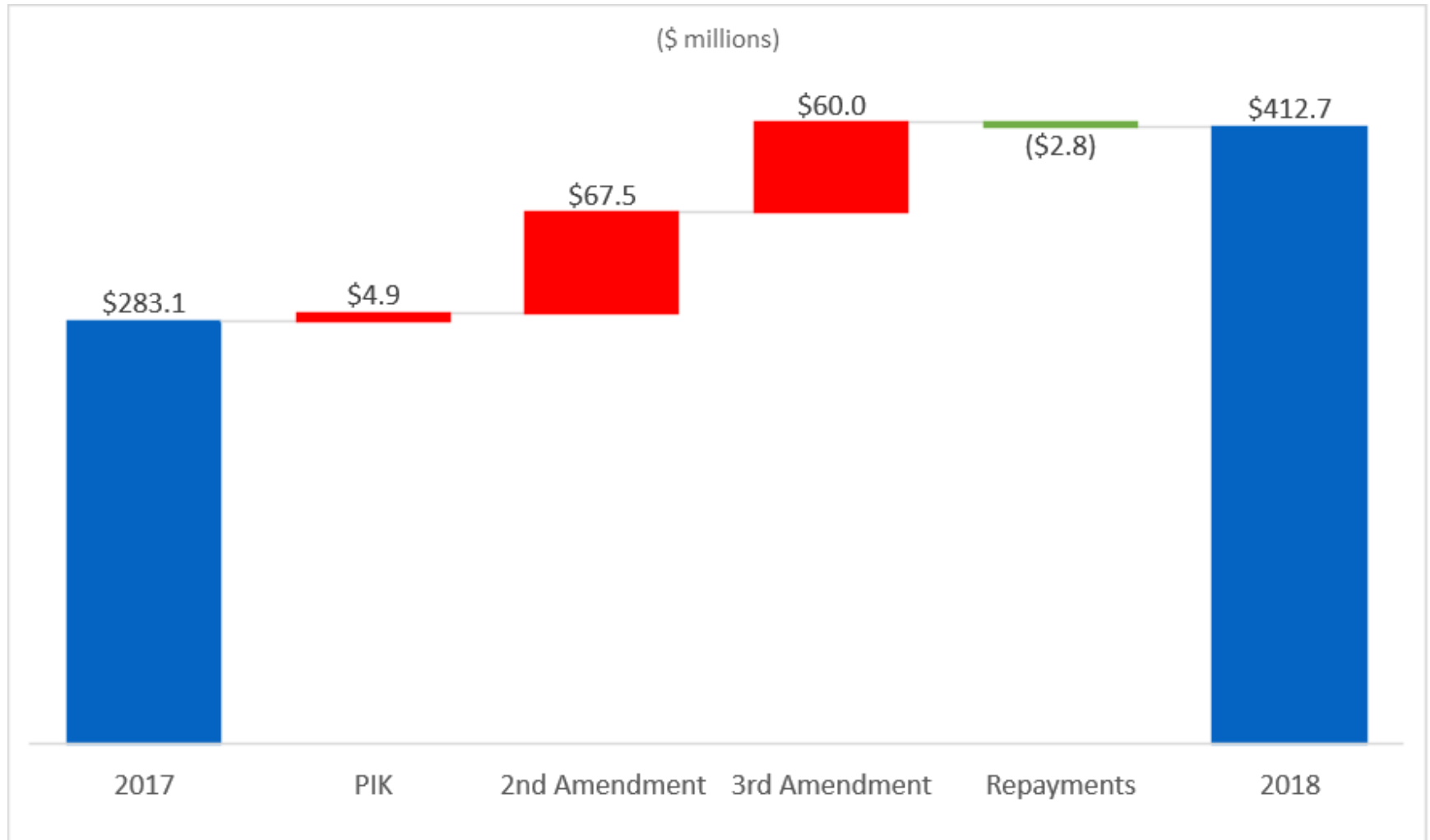


Income from Operations – Full Year 2018 vs. 2017

- **Income from Operations** declined 43.5% to \$19.9 million from \$35.2 million
 - **Consumer Payments** declined 8.9% to \$50.5 million from \$55.5 million
 - **Commercial Payments and Managed Services** declined from income of \$1.0 million to a loss of \$2.9 million
 - **Corporate Expense** increased 30.6% to \$27.7 million from \$21.2 million
- **Adjusted Income from Operations** increased 22.8% to \$11.0 million from \$8.9 million
 - **Consumer Payments** increased 23.8% to \$29.2 million from \$23.6 million



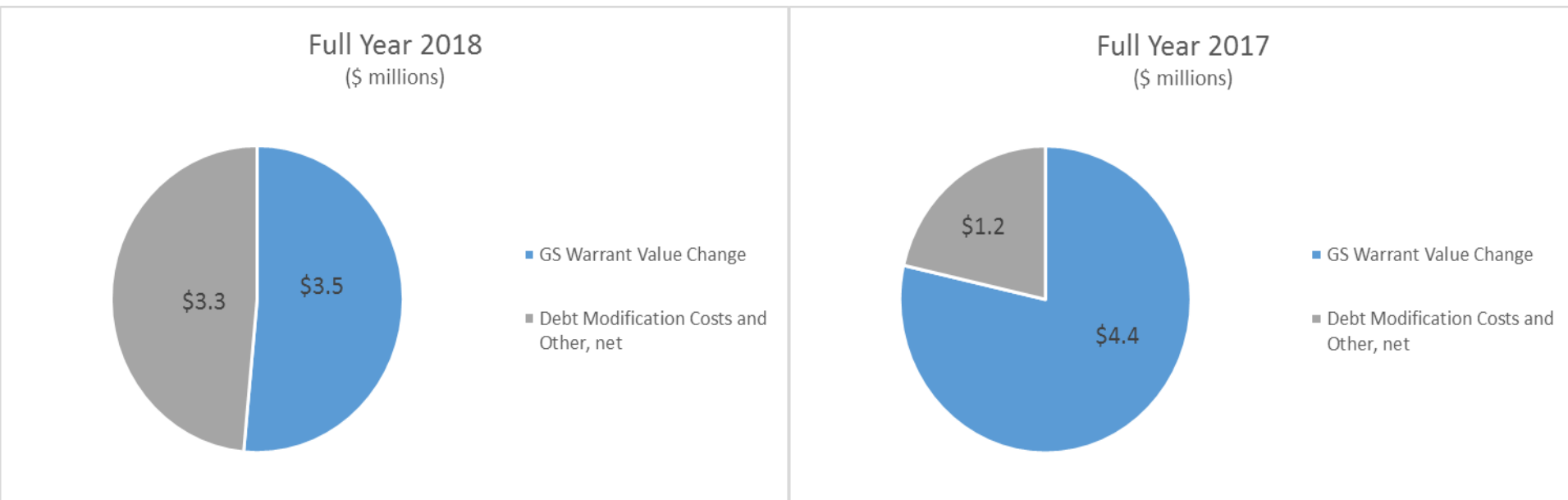
Outstanding Debt – Full Year



Other Expenses, net

Other expense, net of \$6.8 million in full year 2018, is comprised of \$3.5 million expense related to the fair value change of the Goldman Sachs warrant, \$2.6 million of debt modification expense, \$1.3 million of other expenses, and \$0.6 million of interest income.

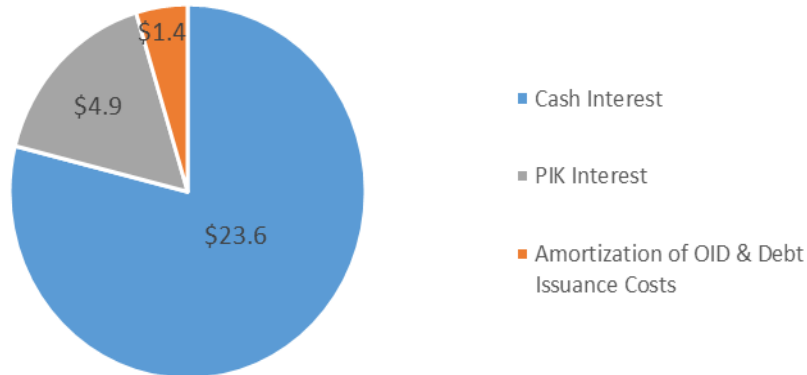
Other expense, net of \$5.6 million in full year 2017, is comprised of \$4.4 million expense related to the fair value change of the Goldman Sachs warrant, \$1.7 million of debt modification expense, \$0.1 million of other expenses, and \$0.6 million of interest income.



Interest Expenses

Full-year 2018 interest expense amounted to \$29.9 million. Full-year 2017 interest expense amounted to \$25.1 million.

Full Year 2018
(\$ millions)



Full Year 2017
(\$ millions)

