UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 09, 2023

REPAY HOLDINGS CORPORATION

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-38531**	**98-1496050**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

3 West Paces Ferry Road Suite 200 Atlanta, Georgia	**30305**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's Telephone Number, Including Area Code: 404 504-7472

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Class A common stock, par value $0.0001 per share	RPAY	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02. Results of Operations and Financial Condition.

On November 9, 2023, Repay Holdings Corporation (the "Company") issued a press release announcing the results of the Company's operations for the quarter ended September 30, 2023.

A copy of the Company's press release is attached hereto as Exhibit 99.1 and is hereby incorporated by reference in this Item 2.02. As provided in General Instruction B.2 of Form 8-K, the information and exhibits contained in this Item 2.02 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall they be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 7.01. Regulation FD Disclosure.

On November 9, 2023, the Company provided supplemental information regarding its business and operations in an earnings supplement and investor presentation that will be made available on the investor relations section of the Company's website.

Copies of the earnings supplement and investor presentation are attached hereto as Exhibits 99.2 and 99.3 and are hereby incorporated by reference in this Item 7.01. As provided in General Instruction B.2 of Form 8-K, the information and exhibits contained in this Item 7.01 shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, nor shall they be deemed to be incorporated by reference in any filing under the Securities Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1*	Press release issued November 9, 2023 by Repay Holdings Corporation
99.2*	Earnings Supplement, dated November 2023
99.3*	Investor Presentation, dated November 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith

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 hereunto duly authorized.

Repay Holdings Corporation

Dated: November 9, 2023

By: /s/ Timothy J. Murphy

Timothy J. Murphy

Chief Financial Officer

REPAY Reports Third Quarter 2023 Financial Results

Raising Full Year 2023 Revenue Outlook
Gross Profit Growth of 3% in Q3 and 7% Year-to-Date
Normalized Organic Gross Profit Growth[1] of 12% in Q3 and 13% Year-to-Date

ATLANTA, November 9, 2023 -- Repay Holdings Corporation (NASDAQ: RPAY) (“REPAY” or the “Company”), a leading provider of vertically-integrated payment solutions, today reported financial results for its third quarter ended September 30, 2023.

Third Quarter 2023 Financial Highlights

(in $ millions)	Q3 2022	Q4 2022	Q1 2023	Q2 2023	Q3 2023	YoY Change
Card payment volume	$ 6,416.8	$ 6,611.8	$ 6,591.3	$ 6,254.4	$ 6,401.3	0%
Revenue	71.6	72.7	74.5	71.8	74.3	4%
Gross profit (1)	54.9	57.8	56.6	54.9	56.7	3%
Net income (loss)	5.4	(8.2)	(27.9)	(5.3)	(6.5)	-
Adjusted EBITDA (2)	31.7	36.0	31.2	30.3	31.9	1%

(1) Gross profit represents revenue less costs of services.
(2) Adjusted EBITDA is a non-GAAP financial measure. See “Non-GAAP Financial Measures” and the reconciliation of Adjusted EBITDA to its most comparable GAAP measure provided below for additional information.

“REPAY delivered solid performance in the third quarter, with normalized organic revenue and gross profit growth[1] of 11% and 12%, respectively,” said John Morris, CEO of REPAY. “We continued to see stable and resilient trends from our clients throughout the quarter. Our efforts in developing our go-to-market and implementation teams, as well as innovating on our payment technology, continue to be our top priorities. We remain excited about the future of REPAY as we strive to be a network to all networks.”

Third Quarter 2023 Business Highlights

The Company's achievements in the quarter, including those highlighted below, reinforce management's belief in the ability of the Company to drive durable and sustained growth across REPAY's diversified business model.

- 12% year-over-year normalized organic gross profit growth[1] in Q3 and 13% year-to-date
- Consumer Payments organic gross profit growth[1] of approximately 14% year-over-year
- Business Payments normalized organic gross profit growth[1] of approximately 13% year-over-year
- Accelerated AP supplier network to over 233,000, an increase of approximately 60% year-over-year
- Added five new integrated software partners to bring the total to 257 software relationships as of the end of the third quarter
- Increased instant funding transaction volumes by approximately 50% year-over-year
- The Company now serves over 266 Credit Unions, an increase of approximately 16% year-over-year

[1] Normalized organic revenue growth, organic gross profit growth and normalized organic gross profit growth are non-GAAP financial measures. See “Non-GAAP Financial Measures” and the reconciliation to their most comparable GAAP measure provided below for additional information.

Segments

The Company reports its financial results based on two reportable segments.

Consumer Payments – The Consumer Payments segment provides payment processing solutions (including debit and credit card processing, Automated Clearing House ("ACH") processing and other electronic payment acceptance solutions, as well as REPAY's loan disbursement product) that enable its clients to collect payments and disburse funds to consumers and includes its clearing and settlement solutions ("RCS"). RCS is REPAY's proprietary clearing and settlement platform through which it markets customizable payment processing programs to other ISOs and payment facilitators. The strategic vertical markets served by the Consumer Payments segment primarily include personal loans, automotive loans, receivables management, credit unions, mortgage servicing, consumer healthcare and diversified retail.

Business Payments – The Business Payments segment provides payment processing solutions (including accounts payable automation, debit and credit card processing, virtual credit card processing, ACH processing and other electronic payment acceptance solutions) that enable REPAY's clients to collect or send payments to other businesses. The strategic vertical markets served within the Business Payments segment primarily include retail automotive, education, field services, governments and municipalities, healthcare, media, homeowner association management and hospitality.

Segment Card Payment Volume, Revenue, Gross Profit, and Gross Profit Margin

($ in thousand)	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	% Change	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022	% Change
Card payment volume						
Consumer Payments	$ 5,338,250	$ 4,937,825	8%	$ 16,057,365	$ 15,146,967	6%
Business Payments	1,063,088	1,479,002	(28%)	3,189,640	3,880,064	(18%)
Total card payment volume	**$ 6,401,338**	**$ 6,416,827**	**0%**	**$ 19,247,005**	**$ 19,027,031**	**1%**
Revenue						
Consumer Payments	$ 68,720	$ 62,977	9%	$ 204,622	$ 183,890	11%
Business Payments	9,704	11,440	(15%)	28,170	30,266	(7%)
Elimination of intersegment revenues	(4,104)	(2,862)		(12,152)	(7,602)	
Total revenue	**$ 74,320**	**$ 71,555**	**4%**	**$ 220,640**	**$ 206,554**	**7%**
Gross profit [(1)]						
Consumer Payments	$ 53,599	$ 49,724	8%	$ 159,929	$ 143,295	12%
Business Payments	7,188	8,059	(11%)	20,421	20,931	(2%)
Elimination of intersegment revenues	(4,104)	(2,862)		(12,152)	(7,602)	
Total gross profit	**$ 56,683**	**$ 54,921**	**3%**	**$ 168,198**	**$ 156,624**	**7%**
Total gross profit margin [(2)]	**76%**	**77%**		**76%**	**76%**	

(1) Gross profit represents revenue less costs of services.
(2) Gross profit margin represents total gross profit / total revenue.

2023 Outlook Update

"We have solid momentum heading into the fourth quarter and are confident in the fundamentals of our business model. Based on the results from the first nine months of the year, as well as current trends, we are raising the midpoint of our 2023 revenue outlook," said Tim Murphy, CFO of REPAY. "We expect adjusted free cash flow conversion to accelerate into 2024 as we realize the benefits from investments we've made in sales, product and technology over the past several years."

REPAY now expects the following financial results for full year 2023, which replaces the previously provided outlook.

	Full Year 2023 Outlook
Card Payment Volume	$26.0 - 27.2 billion
Revenue	$286 - 292 million
Gross Profit	$218 - 228 million
Adjusted EBITDA	$122 - 130 million

REPAY does not provide quantitative reconciliation of forward-looking, non-GAAP financial measures, such as forecasted 2023 Adjusted EBITDA, to the most directly comparable GAAP financial measure, because it is difficult to reliably predict or estimate the relevant components without unreasonable effort due to future uncertainties that may potentially have a significant impact on such calculations, and providing them may imply a degree of precision that would be confusing or potentially misleading.

Conference Call

REPAY will host a conference call to discuss third quarter 2023 financial results today, November 9, 2023 at 5:00 pm ET. Hosting the call will be John Morris, CEO, and Tim Murphy, CFO. The call will be webcast live from REPAY's investor relations website at https://investors.repay.com/investor-relations. The conference call can also be accessed live over the phone by dialing (877) 407-3982, or for international callers (201) 493-6780. A replay will be available one hour after the call and can be accessed by dialing (844) 512-2921 or (412) 317-6671 for international callers; the conference ID is 13741455. The replay will be available at https://investors.repay.com/investor-relations.

Non-GAAP Financial Measures

This report includes certain non-GAAP financial measures that management uses to evaluate the Company's operating business, measure performance, and make strategic decisions. Adjusted EBITDA is a non-GAAP financial measure that represents net income prior to interest expense, tax expense, depreciation and amortization, as adjusted to add back certain charges deemed to not be part of normal operating expenses, non-cash charges and/or non-recurring charges, such as loss on business disposition, non-cash change in fair value of contingent consideration, non-cash impairment loss, non-cash change in fair value of assets and liabilities, share-based compensation charges, transaction expenses, restructuring and other strategic initiative costs and other non-recurring charges. Adjusted Net Income is a non-GAAP financial measure that represents net income prior to amortization of acquisition-related intangibles, as adjusted to add back certain charges deemed to not be part of normal operating expenses, loss on business disposition, non-cash charges and/or non-recurring charges, such as non-cash change in fair value of contingent consideration, non-cash impairment loss, non-cash change in fair value of assets and liabilities, share-based compensation expense, transaction expenses, restructuring and other strategic initiative costs, other non-recurring charges, non-cash interest expense and net of tax effect associated with these adjustments. Adjusted Net Income is adjusted to exclude amortization of all acquisition-related intangibles as such amounts are inconsistent in amount and frequency and are significantly impacted by the timing and/or size of acquisitions. Management believes that the adjustment of acquisition-related intangible amortization supplements GAAP financial measures because it allows for greater comparability of operating performance. Although REPAY excludes amortization from acquisition-related intangibles from its non-GAAP expenses, management believes that it is important for investors to understand that such intangibles were recorded as part of purchase accounting and contribute to revenue generation. Adjusted Net Income per share is a non-GAAP financial measure that represents Adjusted Net Income divided by the weighted average number of shares of Class A common stock outstanding (on an as-converted basis assuming conversion of the outstanding units exchangeable for shares of Class A common stock) for the three and nine months ended September 30, 2023 and 2022 (excluding shares subject to forfeiture). Normalized organic revenue growth is a non-GAAP financial measure that represents year-on-year revenue growth that excludes incremental revenue attributable to acquisitions, dispositions and REPAY's media payments business related to the cyclical political media spending in the applicable prior period or any subsequent period. Organic gross profit growth is a non-GAAP financial measure that represents year-on-year gross profit growth that excludes incremental gross profit attributable to acquisitions and divestitures made in the applicable prior period or any subsequent period. Normalized organic gross profit growth is a non-GAAP financial measure that represents year-on-year organic gross profit growth that excludes incremental gross profit attributable to REPAY's media payments business related to the cyclical political media spending in the applicable prior period or any subsequent period. Free Cash Flow and Adjusted Free Cash Flow are non-GAAP financial measures that represents net cash flow provided by operating activities less total capital expenditures, and Adjusted Free Cash Flow is further adjusted to add back certain charges deemed to not be part of normal operating expenses and/or non-recurring charges, such as transaction expenses, restructuring and other strategic initiative costs and other non-recurring charges. REPAY believes that Adjusted EBITDA, Adjusted Net Income, Adjusted Net Income per share, normalized organic revenue growth, organic gross profit growth, normalized organic gross profit growth, Free Cash Flow and Adjusted Free Cash Flow provide useful information to investors and others in understanding and evaluating its operating results in the same manner as management. However, these non-GAAP financial measures are not financial measures calculated in accordance with GAAP and should not be considered as a substitute for net income, operating profit, net cash provided by operating activities, or any other operating performance measure calculated in accordance with GAAP. Using these non-GAAP financial measures to analyze REPAY's business has material limitations because the calculations are based on the subjective determination of management regarding the nature and classification of events and circumstances that investors may find significant. In addition, although other companies in REPAY's industry may report measures titled as the same or similar measures, such non-GAAP financial measures may be calculated differently from how REPAY calculates its non-GAAP financial measures, which reduces their overall usefulness as comparative measures. Because of these limitations, you should consider REPAY's non-GAAP financial measures alongside other financial performance measures, including net income, net cash provided by operating activities and REPAY's other financial results presented in accordance with GAAP.

Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about future financial and operating results, REPAY’s plans, objectives, expectations and intentions with respect to future operations, products and services; and other statements identified by words such as “guidance,” “will likely result,” “are expected to,” “will continue,” “should,” “is anticipated,” “estimated,” “believe,” “intend,” “plan,” “projection,” “outlook” or words of similar meaning. These forward-looking statements include, but are not limited to, REPAY’s 2023 outlook update and other financial guidance, expected demand on REPAY’s product offering, including further implementation of electronic payment options and statements regarding REPAY’s market and growth opportunities, and REPAY’s business strategy and the plans and objectives of management for future operations. Such forward-looking statements are based upon the current beliefs and expectations of REPAY’s management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond REPAY’s control.

In addition to factors disclosed in REPAY’s reports filed with the U.S. Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2022 and subsequent Form 10-Qs, and those identified elsewhere in this communication, the following factors, among others, could cause actual results and the timing of events to differ materially from the anticipated results or other expectations expressed in the forward-looking statements: exposure to economic conditions and political risk affecting the consumer loan market, the receivables management industry and consumer and commercial spending, including bank failures or other adverse events affecting financial institutions, inflationary pressures, general economic slowdown or recession; changes in the payment processing market in which REPAY competes, including with respect to its competitive landscape, technology evolution or regulatory changes; changes in the vertical markets that REPAY targets, including the regulatory environment applicable to REPAY’s clients; the ability to retain, develop and hire key personnel; risks relating to REPAY’s relationships within the payment ecosystem; risk that REPAY may not be able to execute its growth strategies, including identifying and executing acquisitions; risks relating to data security; changes in accounting policies applicable to REPAY; and the risk that REPAY may not be able to maintain effective internal controls.

Actual results, performance or achievements may differ materially, and potentially adversely, from any projections and forward-looking statements and the assumptions on which those forward-looking statements are based. There can be no assurance that the data contained herein is reflective of future performance to any degree. You are cautioned not to place undue reliance on forward-looking statements as a predictor of future performance. All information set forth herein speaks only as of the date hereof in the case of information about REPAY or the date of such information in the case of information from persons other than REPAY, and REPAY disclaims any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this communication. Forecasts and estimates regarding REPAY’s industry and end markets are based on sources it believes to be reliable, however there can be no assurance these forecasts and estimates will prove accurate in whole or in part. Pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

About REPAY

REPAY provides integrated payment processing solutions to verticals that have specific transaction processing needs. REPAY's proprietary, integrated payment technology platform reduces the complexity of electronic payments for clients, while enhancing the overall experience for consumers and businesses.

Contacts

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Condensed Consolidated Statement of Operations (Unaudited)

(in $ thousands, except per share data)	Three Months ended September 30, 2023	Three Months ended September 30, 2022	Nine Months ended September 30, 2023	Nine Months ended September 30, 2022
Revenue	**$ 74,320**	**$ 71,555**	**$ 220,640**	**$ 206,554**
Operating expenses				
Costs of services (exclusive of depreciation and amortization shown separately below)	17,637	16,634	52,442	49,930
Selling, general and administrative	35,279	36,032	111,974	107,379
Depreciation and amortization	26,523	24,662	79,146	82,442
Change in fair value of contingent consideration	—	(340)	—	(4,290)
Loss on business disposition	—	—	10,027	—
Total operating expenses	**79,439**	**76,988**	**253,589**	**235,461**
Loss from operations	**(5,119)**	**(5,433)**	**(32,949)**	**(28,907)**
Other income (expense)				
Interest (expense) income, net	(103)	(1,100)	(1,413)	(3,128)
Change in fair value of tax receivable liability	(3,234)	11,411	(3,716)	55,481
Other (loss) income	(26)	20	(360)	(126)
Total other income (expense)	(3,363)	10,331	(5,489)	52,227
Income (loss) before income tax benefit (expense)	**(8,482)**	**4,898**	**(38,438)**	**23,320**
Income tax benefit (expense)	1,998	474	(1,308)	(6,414)
Net income (loss)	**$ (6,484)**	**$ 5,372**	**$ (39,746)**	**$ 16,906**
Net loss attributable to non-controlling interest	(316)	(473)	(2,543)	(2,602)
Net income (loss) attributable to the Company	**$ (6,168)**	**$ 5,845**	**$ (37,203)**	**$ 19,508**
Weighted-average shares of Class A common stock outstanding - basic	91,160,415	88,735,518	89,658,318	88,749,417
Weighted-average shares of Class A common stock outstanding - diluted	91,160,415	110,114,054	89,658,318	110,789,646
Income (loss) per Class A share - basic	**$ (0.07)**	**$ 0.07**	**$ (0.41)**	**$ 0.22**
Income (loss) per Class A share - diluted	**$ (0.07)**	**$ 0.05**	**$ (0.41)**	**$ 0.18**

Condensed Consolidated Balance Sheets

(in $ thousands)	September 30, 2023 (Unaudited)	December 31, 2022
Assets		
Cash and cash equivalents	$ 117,730	$ 64,895
Accounts receivable	36,889	33,544
Prepaid expenses and other	13,984	18,213
Total current assets	**168,603**	**116,652**
Property, plant and equipment, net	3,557	4,375
Restricted cash	23,660	28,668
Intangible assets, net	444,822	500,575
Goodwill	792,543	827,813
Operating lease right-of-use assets, net	8,961	9,847
Deferred tax assets	138,121	136,370
Other assets	2,500	2,500
Total noncurrent assets	**1,414,164**	**1,510,148**
Total assets	**$ 1,582,767**	**$ 1,626,800**
Liabilities		
Accounts payable	$ 20,271	$ 21,781
Related party payable	—	1,000
Accrued expenses	27,473	29,016
Current operating lease liabilities	1,786	2,263
Current tax receivable agreement	—	24,454
Other current liabilities	1,603	3,593
Total current liabilities	**51,133**	**82,107**
Long-term debt	433,454	451,319
Noncurrent operating lease liabilities	8,054	8,295
Tax receivable agreement, net of current portion	185,901	154,673
Other liabilities	1,879	2,113
Total noncurrent liabilities	**629,288**	**616,400**
Total liabilities	**$ 680,421**	**$ 698,507**
Commitments and contingencies		
Stockholders' equity		
Class A common stock, $0.0001 par value; 2,000,000,000 shares authorized; 92,014,648 issued and 90,936,507 outstanding as of September 30, 2023; 89,354,754 issued and 88,276,613 outstanding as of December 31, 2022	9	9
Class V common stock, $0.0001 par value; 1,000 shares authorized and 100 shares issued and outstanding as of September 30, 2023 and December 31, 2022	—	—
Additional paid-in capital	1,140,588	1,117,736
Treasury stock, 1,078,141 shares as of September 30, 2023 and December 31, 2022	(10,000)	(10,000)
Accumulated other comprehensive loss	(3)	(3)
Accumulated deficit	(250,383)	(213,180)
Total Repay stockholders' equity	**$ 880,211**	**$ 894,562**
Non-controlling interests	**22,135**	**33,731**
Total equity	**902,346**	**928,293**
Total liabilities and equity	**$ 1,582,767**	**$ 1,626,800**

Condensed Consolidated Statements of Cash Flows
(Unaudited)

(in $ thousands)	Nine Months Ended September 30, 2023	2022
Cash flows from operating activities		
Net income (loss)	$ (39,746)	$ 16,906
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	79,146	82,442
Stock based compensation	16,256	14,265
Amortization of debt issuance costs	2,136	2,123
Loss on business disposition	10,027	—
Other loss	273	154
Fair value change in tax receivable agreement liability	3,716	(55,481)
Fair value change in contingent consideration	—	(4,290)
Payment of contingent consideration liability in excess of acquisition-date fair value	—	(8,896)
Deferred tax expense	1,308	6,414
Change in accounts receivable	(4,857)	(246)
Change in prepaid expenses and other	4,161	(3,056)
Change in operating lease ROU assets	389	(275)
Change in accounts payable	(1,948)	3,168
Change in related party payable	—	(257)
Change in accrued expenses and other	(1,544)	(2,200)
Change in operating lease liabilities	(424)	394
Change in other liabilities	(142)	1,227
Net cash provided by operating activities	**68,751**	**52,392**
Cash flows from investing activities		
Purchases of property and equipment	(1,062)	(2,623)
Capitalized software development costs	(36,678)	(26,232)
Proceeds from sale of business, net of cash retained	40,273	—
Net cash provided by (used in) investing activities	**2,533**	**(28,855)**
Cash flows from financing activities		
Payments on long-term debt	(20,000)	—
Shares repurchased under Incentive Plan and ESPP	(1,510)	(1,981)
Treasury shares repurchased	—	(6,831)
Distributions to Members	(947)	(488)
Payment of contingent consideration liability up to acquisition-date fair value	(1,000)	(3,851)
Net cash used in financing activities	**(23,457)**	**(13,151)**
Increase in cash, cash equivalents and restricted cash	**47,827**	**10,386**
Cash, cash equivalents and restricted cash at beginning of period	**$ 93,563**	**$ 76,340**
Cash, cash equivalents and restricted cash at end of period	**$ 141,390**	**$ 86,726**
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the year for:		
Interest	$ 840	$ 1,047

Reconciliation of GAAP Net Income to Non-GAAP Adjusted EBITDA
For the Three Months Ended September 30, 2023 and 2022
(Unaudited)

	Three Months ended September 30,	
(in $ thousands)	2023	2022
Revenue	**$ 74,320**	**$ 71,555**
Operating expenses		
Costs of services (exclusive of depreciation and amortization shown separately below)	$ 17,637	$ 16,634
Selling, general and administrative	35,279	36,032
Depreciation and amortization	26,523	24,662
Change in fair value of contingent consideration	—	(340)
Total operating expenses	$ 79,439	$ 76,988
Loss from operations	**$ (5,119)**	**$ (5,433)**
Other income (expense)		
Interest (expense) income, net	(103)	(1,100)
Change in fair value of tax receivable liability	(3,234)	11,411
Other (loss) income	(26)	20
Total other income (expense)	(3,363)	10,331
Income (loss) before income tax benefit (expense)	**(8,482)**	**4,898**
Income tax benefit (expense)	1,998	474
Net income (loss)	**$ (6,484)**	**$ 5,372**
Add:		
Interest expense (income), net	103	1,100
Depreciation and amortization [a]	26,523	24,662
Income tax (benefit) expense	(1,998)	(474)
EBITDA	**$ 18,144**	**$ 30,660**
Non-cash change in fair value of contingent consideration [b]	—	(340)
Non-cash change in fair value of assets and liabilities [c]	3,234	(11,411)
Share-based compensation expense [d]	5,686	5,250
Transaction expenses [e]	812	4,117
Restructuring and other strategic initiative costs [f]	3,084	1,484
Other non-recurring charges [g]	894	1,903
Adjusted EBITDA	**$ 31,854**	**$ 31,663**

Reconciliation of GAAP Net Income to Non-GAAP Adjusted EBITDA
For the Nine Months Ended September 30, 2023 and 2022
(Unaudited)

	Nine Months ended September 30,	
(in $ thousands)	2023	2022
Revenue	**$ 220,640**	**$ 206,554**
Operating expenses		
Costs of services (exclusive of depreciation and amortization shown separately below)	$ 52,442	$ 49,930
Selling, general and administrative	111,974	107,379
Depreciation and amortization	79,146	82,442
Change in fair value of contingent consideration	—	(4,290)
Loss on business disposition	10,027	—
Total operating expenses	$ 253,589	$ 235,461
Loss from operations	**$ (32,949)**	**$ (28,907)**
Other income (expense)		
Interest (expense) income, net	(1,413)	(3,128)
Change in fair value of tax receivable liability	(3,716)	55,481
Other (loss) income	(360)	(126)
Total other income (expense)	(5,489)	52,227
Income (loss) before income tax benefit (expense)	**(38,438)**	**23,320**
Income tax benefit (expense)	(1,308)	(6,414)
Net income (loss)	**$ (39,746)**	**$ 16,906**
Add:		
Interest expense (income), net	1,413	3,128
Depreciation and amortization [a]	79,146	82,442
Income tax (benefit) expense	1,308	6,414
EBITDA	**$ 42,121**	**$ 108,890**
Loss on business disposition [h]	10,027	—
Non-cash change in fair value of contingent consideration [b]	—	(4,290)
Non-cash impairment loss [i]	50	
Non-cash change in fair value of assets and liabilities [c]	3,716	(55,481)
Share-based compensation expense [d]	16,257	14,542
Transaction expenses [e]	7,602	16,116
Restructuring and other strategic initiative costs [f]	8,536	4,165
Other non-recurring charges [g]	5,008	4,671
Adjusted EBITDA	**$ 93,317**	**$ 88,613**

Reconciliation of GAAP Net Income to Non-GAAP Adjusted Net Income
For the Three Months Ended September 30, 2023 and 2022
(Unaudited)

	Three Months ended September 30,	
(in $ thousands)	2023	2022
Revenue	**$ 74,320**	**$ 71,555**
Operating expenses		
Costs of services (exclusive of depreciation and amortization shown separately below)	$ 17,637	$ 16,634
Selling, general and administrative	35,279	36,032
Depreciation and amortization	26,523	24,662
Change in fair value of contingent consideration	—	(340)
Total operating expenses	$ 79,439	$ 76,988
Loss from operations	**$ (5,119)**	**$ (5,433)**
Interest (expense) income, net	(103)	(1,100)
Change in fair value of tax receivable liability	(3,234)	11,411
Other (loss) income	(26)	20
Total other income (expense)	(3,363)	10,331
Income (loss) before income tax benefit (expense)	**(8,482)**	**4,898**
Income tax benefit (expense)	1,998	474
Net income (loss)	**$ (6,484)**	**$ 5,372**
Add:		
Amortization of acquisition-related intangibles [j]	19,786	20,847
Non-cash change in fair value of contingent consideration [b]	—	(340)
Non-cash change in fair value of assets and liabilities [c]	3,234	(11,411)
Share-based compensation expense [d]	5,686	5,250
Transaction expenses [e]	812	4,117
Restructuring and other strategic initiative costs [f]	3,084	1,484
Other non-recurring charges [g]	894	1,903
Non-cash interest expense [k]	712	712
Pro forma taxes at effective rate [l]	(7,828)	(5,152)
Adjusted Net Income	**$ 19,896**	**$ 22,782**
Shares of Class A common stock outstanding (on an as-converted basis) [m]	97,052,574	96,618,566
Adjusted Net Income per share	**$ 0.21**	**$ 0.24**

Reconciliation of GAAP Net Income to Non-GAAP Adjusted Net Income
For the Nine Months Ended September 30, 2023 and 2022
(Unaudited)

	Nine Months ended September 30,	
(in $ thousands)	2023	2022
Revenue	**$ 220,640**	**$ 206,554**
Operating expenses		
Costs of services (exclusive of depreciation and amortization shown separately below)	$ 52,442	$ 49,930
Selling, general and administrative	111,974	107,379
Depreciation and amortization	79,146	82,442
Change in fair value of contingent consideration	—	(4,290)
Loss on business disposition	10,027	—
Total operating expenses	$ 253,589	$ 235,461
Loss from operations	**$ (32,949)**	**$ (28,907)**
Other expenses		
Interest (expense) income, net	(1,413)	(3,128)
Change in fair value of tax receivable liability	(3,716)	55,481
Other income	—	—
Other (loss) income	(360)	(126)
Total other income (expense)	(5,489)	52,227
Income (loss) before income tax benefit (expense)	**(38,438)**	**23,320**
Income tax benefit (expense)	(1,308)	(6,414)
Net income (loss)	**$ (39,746)**	**$ 16,906**
Add:		
Amortization of acquisition-related intangibles[j]	60,673	69,924
Loss on business disposition [h]	10,027	—
Non-cash change in fair value of contingent consideration [b]	—	(4,290)
Non-cash impairment loss [i]	50	—
Non-cash change in fair value of assets and liabilities [c]	3,716	(55,481)
Share-based compensation expense [d]	16,257	14,542
Transaction expenses [e]	7,602	16,116
Restructuring and other strategic initiative costs [f]	8,536	4,165
Other non-recurring charges [g]	5,008	4,671
Non-cash interest expense [k]	2,136	2,123
Pro forma taxes at effective rate [l]	(15,658)	(10,714)
Adjusted Net Income	**$ 58,601**	**$ 57,962**
Shares of Class A common stock outstanding (on an as-converted basis) [m]	96,778,735	96,646,974
Adjusted Net Income per share	**$ 0.61**	**$ 0.60**

Reconciliation of Operating Cash Flow to Free Cash Flow and Adjusted Free Cash Flow
For the Three and Nine Months Ended September 30, 2023 and 2022
(Unaudited)

	Three Months ended September 30,		Nine Months ended September 30,	
(in $ thousands)	**2023**	**2022**	**2023**	**2022**
Net cash provided by operating activities	**$ 27,967**	**$ 25,332**	**$ 68,751**	**$ 52,392**
Capital expenditures				
Cash paid for property and equipment	(948)	(799)	(1,062)	(2,623)
Cash paid for intangible assets [n]	(13,078)	(8,657)	(36,678)	(23,482)
Total capital expenditures	(14,026)	(9,456)	(37,740)	(26,105)
Free cash flow	**$ 13,941**	**$ 15,876**	**$ 31,011**	**$ 26,287**
Adjustments				
Transaction expenses [e]	812	4,117	7,602	16,116
Restructuring and other strategic initiative costs [f]	3,084	1,484	8,536	4,165
Other non-recurring charges [g]	894	1,903	5,008	4,671
Adjusted free cash flow	**$ 18,731**	**$ 23,380**	**$ 52,157**	**$ 51,239**

Reconciliation of Revenue Growth to Organic Revenue Growth and Normalized Organic Revenue Growth
For the Year-over-Year Change Between the Three Months Ended September 30, 2023 and 2022
(Unaudited)

	Q3 YoY Change
Total Revenue growth	4%
Less: Growth from acquisitions and dispositions	(4%)
Organic revenue growth [o]	8%
Less: Growth from contributions related to political media	(3%)
Normalized organic revenue growth [p]	11%

Reconciliation of Gross Profit Growth to Organic Gross Profit Growth and Normalized Organic Gross Profit Growth by Segment
For the Year-over-Year Change Between the Three Months Ended September 30, 2023 and 2022
(Unaudited)

	Consumer Payments	**Business Payments**	**Total**
Gross profit growth	8%	(11%)	3%
Less: Growth from acquisitions and dispositions	(6%)	—	(6%)
Organic gross profit growth [q]	14%	(11%)	9%
Less: Growth from contributions related to political media	—	(24%)	(3%)
Normalized organic gross profit growth [r]	14%	13%	12%

Reconciliation of Gross Profit Growth to Organic Gross Profit Growth and Normalized Organic Gross Profit Growth
For the Year-over-Year Change Between the Nine Months Ended September 30, 2023 and 2022
(Unaudited)

	Q3 Year-to-Date YoY Change
Gross profit growth	7%
Less: Growth from acquisitions and dispositions	(4%)
Organic gross profit growth [q]	11%
Less: Growth from contributions related to political media	(2%)
Normalized organic gross profit growth [r]	13%

(a) See footnote (j) for details on amortization and depreciation expenses.
(b) Reflects the changes in management's estimates of future cash consideration to be paid in connection with prior acquisitions from the amount estimated as of the most recent balance sheet date.
(c) Reflects the changes in management's estimates of the fair value of the liability relating to the Tax Receivable Agreement.
(d) Represents compensation expense associated with equity compensation plans, totaling $5.7 million and $16.3 million for the three and nine months ended September 30, 2023, respectively, and totaling $5.3 million and $14.5 million for the three and nine months ended September 30, 2022, respectively.
(e) Primarily consists of (i) during the three and nine months ended September 30, 2023, professional service fees and other costs incurred in connection with the disposition of Blue Cow Software, and (ii) during the three and nine months ended September 30, 2022, professional service fees and other costs incurred in connection with the acquisitions of BillingTree, Kontrol Payables and Payix.
(f) Reflects costs associated with reorganization of operations, consulting fees related to processing services and other operational improvements, including restructuring and integration activities related to acquired businesses, that were not in the ordinary course during the three and nine months ended September 30, 2023 and 2022.
(g) For the three and nine months ended September 30, 2023, reflects payments made to third-parties in connection with an expansion of our personnel, franchise taxes and other non-income based taxes and one-time payments to certain partners. For the three and nine months ended September 30, 2022, reflects one-time payments to certain clients and partners, payments made to third-parties in connection with a significant expansion of our personnel, franchise taxes and other non-income based taxes, other payments related to COVID-19 and non-cash rent expense. Beginning in the period ended September 30, 2023, no longer reflects non-cash rent expense.
(h) Reflects the loss recognized related to the disposition of Blue Cow.
(i) Reflects impairment loss related to trade name write-off of Media Payments.
(j) For the three and nine months ended September 30, 2023 and 2022, reflects amortization of client relationships, non-compete agreement, software, and channel relationship intangibles acquired through the business combination with Thunder Bridge, and client relationships, non-compete agreement, and software intangibles acquired through REPAY's acquisitions of TriSource Solutions, APS Payments, Ventanex, cPayPlus, CPS Payments, BillingTree, Kontrol Payables and Payix. This adjustment excludes the amortization of other intangible assets which were acquired in the regular course of business, such as capitalized internally developed software and purchased software. See additional information below for an analysis of amortization expenses:

(in $ thousands)	Three Months ended September 30, 2023		Three Months ended September 30, 2022		Nine Months ended September 30, 2023		Nine Months ended September 30, 2022	
Acquisition-related intangibles	$	19,786	$	20,847	$	60,673	$	69,924
Software		6,391		3,209		16,639		10,855
Amortization	**$**	**26,177**	**$**	**24,056**	**$**	**77,312**	**$**	**80,779**
Depreciation		346		606		1,834		1,663
Total Depreciation and amortization (1)	**$**	**26,523**	**$**	**24,662**	**$**	**79,146**	**$**	**82,442**

(1) Adjusted Net Income is adjusted to exclude amortization of all acquisition-related intangibles as such amounts are inconsistent in amount and frequency and are significantly impacted by the timing and/or size of acquisitions (see corresponding adjustments in the reconciliation of net income to Adjusted Net Income presented above). Management believes that the adjustment of acquisition-related intangible amortization supplements GAAP financial measures because it allows for greater comparability of operating performance. Although REPAY excludes amortization from acquisition-related intangibles from its non-GAAP expenses, management believes that it is important for investors to understand that such intangibles were recorded as part of purchase accounting and contribute to revenue generation. Amortization of intangibles that relate to past acquisitions will recur in future periods until such intangibles have been fully amortized. Any future acquisitions may result in the amortization of additional intangibles.

(k) Represents amortization of non-cash deferred debt issuance costs.
(l) Represents pro forma income tax adjustment effect associated with items adjusted above.
(m) Represents the weighted average number of shares of Class A common stock outstanding (on an as-converted basis assuming conversion of outstanding Post-Merger Repay Units) for the three and nine months ended September 30, 2023 and 2022. These numbers do not include any shares issuable upon conversion of the Company's convertible senior notes due 2026. See the reconciliation of basic weighted average shares outstanding to the non-GAAP Class A common stock outstanding on an as-converted basis for each respective period below:

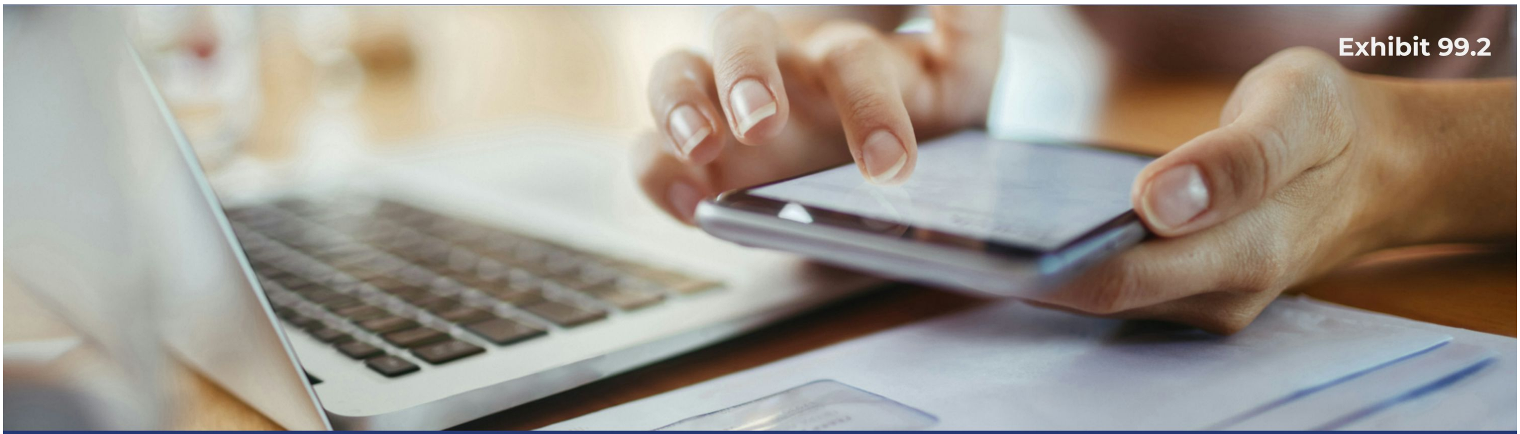
	Three Months ended September 30, 2023	Three Months ended September 30, 2022	Nine Months ended September 30, 2023	Nine Months ended September 30, 2022
Weighted average shares of Class A common stock outstanding - basic	91,160,415	88,735,518	89,658,318	88,749,417
Add: Non-controlling interests				
Weighted average Post-Merger Repay Units exchangeable for Class A common stock	5,892,159	7,883,048	7,120,417	7,897,557
Shares of Class A common stock outstanding (on an as-converted basis)	**97,052,574**	**96,618,566**	**96,778,735**	**96,646,974**

(n) Excludes acquisition costs that are capitalized as channel relationships.
(o) Represents year-on-year revenue growth that excludes incremental revenue attributable to acquisitions and dispositions made in the applicable prior period or any subsequent period.
(p) Represents year-on-year organic revenue growth that excludes incremental revenue attributable to REPAY's media payments business related to the cyclical political media spending associated with the 2022 mid-term elections in the applicable prior period or any subsequent period.

(q) Represents year-on-year gross profit growth that excludes incremental gross profit attributable to acquisitions and dispositions made in the applicable prior period or any subsequent period.

(r) Represents year-on-year organic gross profit growth that excludes incremental gross profit attributable to REPAY's media payments business related to the cyclical political media spending associated with the 2022 mid-term elections in the applicable prior period or any subsequent period.

Exhibit 99.2



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Q3 2023 Earnings Supplement

November 2023

Disclaimer

Repay Holdings Corporation ("REPAY" or the "Company") is required to file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission ("SEC") Such filings, which you may obtain for free at the SEC's website at http://www.sec.gov, discuss some of the important risk factors that may affect REPAY's business, results of operations and financial condition.

On July 11, 2019, Thunder Bridge Acquisition Ltd. ("Thunder Bridge") and Hawk Parent Holdings LLC ("Hawk Parent") completed their previously announced business combination under which Thunder Bridge acquired Hawk Parent, upon which Thunder Bridge changed its name to Repay Holdings Corporation.

Forward-Looking Statements
This presentation (the "Presentation") contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about future financial and operating results, REPAY's plans, objectives, expectations and intentions with respect to future operations, products and services; and other statements identified by words such as "will likely result," "are expected to," "will continue," "is anticipated," "estimated," "believe," "intend," "plan," "projection," "outlook" or words of similar meaning. These forward-looking statements include, but are not limited to, REPAY's 2023 outlook and other financial guidance, expected demand on REPAY's product offering, including further implementation of electronic payment options and statements regarding REPAY's market and growth opportunities, and REPAY's business strategy and the plans and objectives of management for future operations. Such forward-looking statements are based upon the current beliefs and expectations of REPAY's management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond REPAY's control. In addition to factors previously disclosed in REPAY's reports filed with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2022 and subsequent Form 10-Qs, the following factors, among others, could cause actual results and the timing of events to differ materially from the anticipated results or other expectations expressed in the forward-looking statements: exposure to economic conditions and political risk affecting the consumer loan market, the receivables management industry and consumer and commercial spending, including bank failures or other adverse events affecting financial institutions, inflationary pressures, general economic slowdown or recession; changes in the payment processing market in which REPAY competes, including with respect to its competitive landscape, technology evolution or regulatory changes; changes in the vertical markets that REPAY targets, including the regulatory environment applicable to REPAY's clients; the ability to retain, develop and hire key personnel; risks relating to REPAY's relationships within the payment ecosystem; risk that REPAY may not be able to execute its growth strategies, including identifying and executing acquisitions; risks relating to data security; changes in accounting policies applicable to REPAY; and the risk that REPAY may not be able to maintain effective internal controls. Actual results, performance or achievements may differ materially, and potentially adversely, from any projections and forward-looking statements and the assumptions on which those forward-looking statements are based. There can be no assurance that the data contained herein is reflective of future performance to any degree. You are cautioned not to place undue reliance on forward-looking statements as a predictor of future performance. All information set forth herein speaks only as of the date hereof in the case of information about REPAY or the date of such information in the case of information from persons other than REPAY, and REPAY disclaims any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this Presentation. Forecasts and estimates regarding our industry and end markets are based on sources REPAY believes to be reliable, however there can be no assurance these forecasts and estimates will prove accurate in whole or in part. Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

Industry and Market Data
The information contained herein also includes information provided by third parties, such as market research firms. Neither of REPAY nor its affiliates and any third parties that provide information to REPAY, such as market research firms, guarantee the accuracy, completeness, timeliness or availability of any information. Neither REPAY nor its affiliates and any third parties that provide information to REPAY, such as market research firms, are responsible for any errors or omissions (negligent or otherwise), regardless of the cause, or the results obtained from the use of such content. Neither REPAY nor its affiliates give any express or implied warranties, including, but not limited to, any warranties of merchantability or fitness for a particular purpose or use, and they expressly disclaim any responsibility or liability for direct, indirect, incidental, exemplary, compensatory, punitive, special or consequential damages, costs, expenses, legal fees or losses (including lost income or profits and opportunity costs) in connection with the use of the information herein.

Non-GAAP Financial Measures
This Presentation includes certain non-GAAP financial measures that REPAY's management uses to evaluate its operating business, measure its performance and make strategic decisions. Adjusted EBITDA is a non-GAAP financial measure that represents net income prior to interest expense, tax expense, depreciation and amortization, as adjusted to add back certain charges deemed to not be part of normal operating expenses, non-cash and/or non-recurring charges, such as loss on business disposition, loss on extinguishment of debt, loss on termination of interest rate hedge, non-cash change in fair value of contingent consideration, non-cash change in fair value of assets and liabilities, share-based compensation charges, transaction expenses, restructuring and other strategic initiative costs and other non-recurring charges. Adjusted EBITDA margin is a non-GAAP financial measure that represents Adjusted EBITDA divided by GAAP revenue. Adjusted Net Income is a non-GAAP financial measure that represents net income prior to amortization of acquisition-related intangibles, as adjusted to add back certain charges deemed to not be part of normal operating expenses, non-cash and/or non-recurring charges, such as loss on business disposition, loss on extinguishment of debt, loss on termination of interest rate hedge, non-cash change in fair value of contingent consideration, non-cash change in fair value of assets and liabilities, share-based compensation expense, transaction expenses, restructuring and strategic initiative costs and other non-recurring charges, non-cash interest expense, net of tax effect associated with these adjustments. Adjusted Net Income is adjusted to exclude amortization of all acquisition-related intangibles as such amounts are inconsistent in amount and frequency and are significantly impacted by the timing and/or size of acquisitions. Management believes that the adjustment of acquisition-related intangible amortization supplements GAAP financial measures because it allows for greater comparability of operating performance. Although management excludes amortization from acquisition-related intangibles from REPAY's non-GAAP expenses, management believes that it is important for investors to understand that such intangibles were recorded as part of purchase accounting and contribute to revenue generation. Each of "organic card payment volume growth," "organic revenue growth," and "organic gross profit (GP) growth" is a non-GAAP financial measure that represents the percentage change in the applicable metric for a fiscal period over the comparable prior fiscal period, exclusive of any incremental amount attributable to acquisitions or divestitures made in the comparable prior fiscal period or any subsequent fiscal period through the applicable current fiscal period. Any financial measure (whether GAAP or non-GAAP) that is modified by "excl. political media" or "normalized" (such as Normalized Organic GP Growth) is a non-GAAP financial measure that measures a defined growth rate exclusive of the estimated contribution from political media clients in the prior corresponding period. Free Cash Flow and Adjusted Free Cash Flow are non-GAAP financial measures that represent net cash flow provided by operating activities less total capital expenditures, and Adjusted Free Cash Flow is further adjusted to add back certain charges deemed to not be part of normal operating expenses and/or non-recurring charges, such as transaction expenses, restructuring and other strategic initiative costs and other non-recurring charges. REPAY believes that each of the non-GAAP financial measures referenced in this paragraph provide useful information to investors and others in understanding and evaluating its operating results in the same manner as management. However, these non-GAAP financial measures are not financial measures calculated in accordance with GAAP and should not be considered as a substitute for net income, operating profit, or any other operating performance measure calculated in accordance with GAAP. Using these non-GAAP financial measures to analyze REPAY's business has material limitations because the calculations are based on the subjective determination of management regarding the nature and classification of events and circumstances that investors may find significant. In addition, although other companies in REPAY's industry may report measures titled with the same or similar description, such non-GAAP financial measures may be calculated differently from how REPAY calculates its non-GAAP financial measures, which reduces their overall usefulness as comparative measures. Because of these limitations, you should consider each of the non-GAAP financial measures referenced in this paragraph alongside other financial performance measures, including net income and REPAY's other financial results presented in accordance with GAAP.

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1 | Financial Update & Outlook

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We remain positioned for another year of profitable growth in 2023

We will continue to take advantage of the many secular trends towards frictionless digital payments that have been, and will continue to be, a tailwind driving our business

Third Quarter 2023 Financial Highlights

REPAY's Unique Model Translates Into a Highly Attractive Financial Profile

CARD PAYMENT VOLUME	REVENUE	GROSS PROFIT[1]	ADJUSTED EBITDA[3]
$6.4bn	$74.3MM	$56.7MM	$31.9MM
(+7% organic, excl. political media)[2]	(+11% organic, excl. political media)[2]	(+12% organic, excl. political media)[2]	43% margin

(Represents YoY Growth)

1) Gross profit represents revenue less costs of services
2) Represents normalized organic growth (a non-GAAP financial measure) for each applicable metric. Normalized organic growth represents organic growth (which, for this period comparison, reflects the Blue Cow Software divestiture), exclusive of the estimated calculation from political media in 2022. See slide 1 under "Non-GAAP Financial Measures." See slides 28 and 29 for reconciliation
3) Adjusted EBITDA is a non-GAAP financial measure. See slide 1 under "Non-GAAP Financial Measures." See slide 24 for reconciliation. Adjusted EBITDA margin represents adjusted EBITDA / revenue

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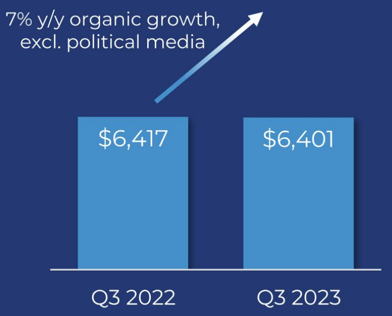
Financial Update – Q3 2023 ($MM)

Card Payment Volume

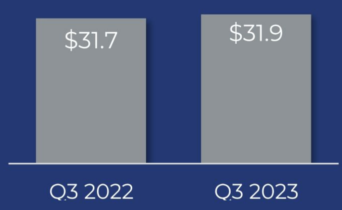


Take Rate (1)	
1.12%	1.16%

Gross Profit

% Margin (2)	
77%	76%

Adjusted EBITDA



% Margin (3)	
44%	43%

1) Take rate represents revenue / card payment volume
2) Gross profit margin represents gross profit / revenue
3) Adjusted EBITDA margin represents adjusted EBITDA / revenue

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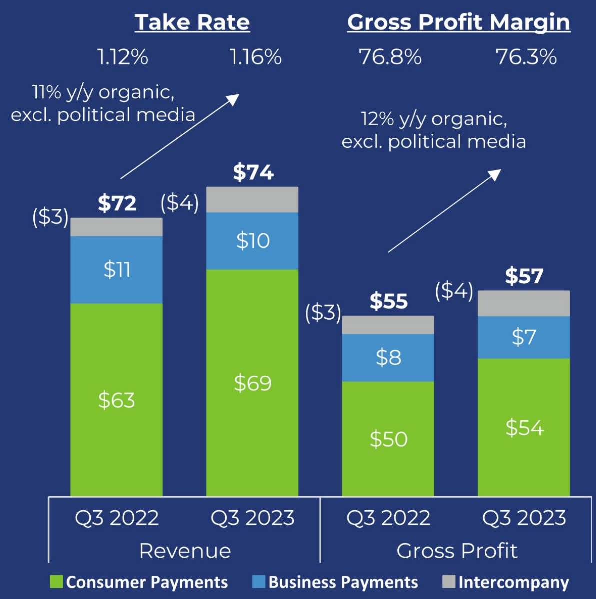
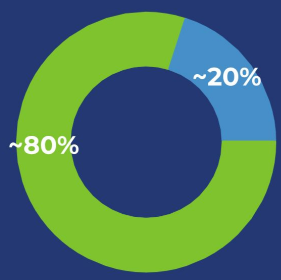
Growth by Segment – Q3 2023 ($MM)



Percentage of Card Payment Volume[1]



	Consumer Payments	Business Payments	Total Company [2]
Organic GP growth, excl. political media	**14%**	**13%**	**12%**

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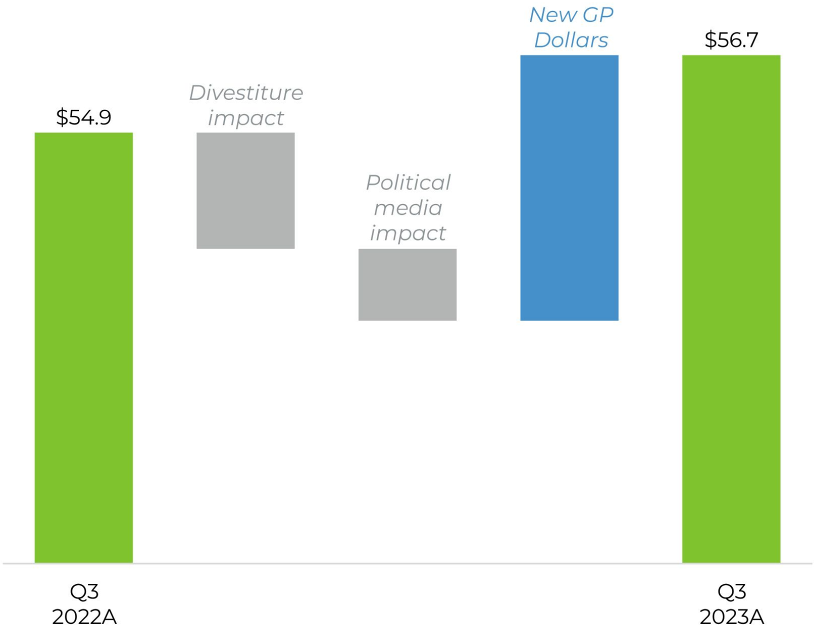
1) LTM as of 9/30/2023
2) Includes the impact from Intercompany eliminations

Q3 2023 Gross Profit Bridge ($MM)

	Q3 2023
Gross Profit growth	3%
Divestiture impact	(6%)
Organic Gross Profit Growth [(1)]	**9%**
Political media impact	(3%)
Normalized Organic GP Growth [(2)]	**12%**



1) Organic gross profit (or GP) growth is a non-GAAP financial measure that represents the percentage change in gross profit for a fiscal period over the comparable prior fiscal period, exclusive of any incremental gross profit attributable to acquisitions or divestitures made in the comparable prior fiscal period or any subsequent fiscal period through the applicable current fiscal period. See slide 1 under "Non-GAAP Financial Measures"
2) Normalized organic GP growth is a non-GAAP financial measure that represents organic gross profit growth (which, for this period comparison, reflects the Blue Cow Software divestiture), exclusive of the estimated gross profit calculation from political media in Q3 2022. See slide 1 under "Non-GAAP Financial Measures"

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Consumer Payments Results – Q3 2023 ($MM)

Key Business Highlights

- Strength across personal loans, credit unions, and mortgage servicing
- Large enterprise clients are adopting more payment channels and modalities
- Take rates continued to benefit from our non-card volume-based businesses
- Executing on integration refreshes to further penetrate software partnerships, which leads to confidence in our sales pipeline

1) Organic growth is a non-GAAP financial measure that excludes the revenue and gross profit attributable to Blue Cow Software in Q3 2022, respectively. See slide 1 under "Non-GAAP Financial Measures" and slide 29 for reconciliation

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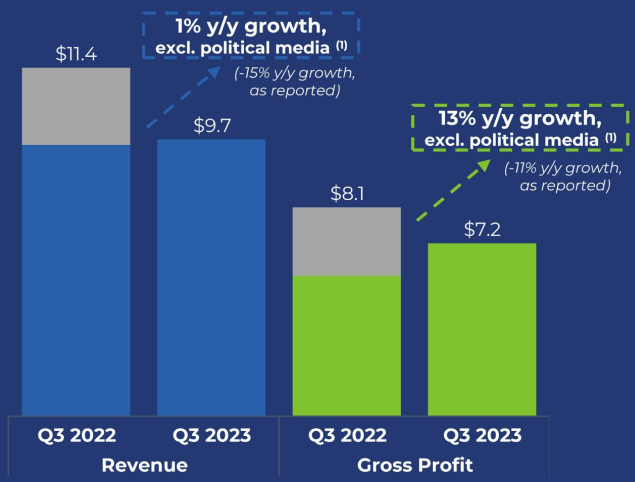
Business Payments Results – Q3 2023 ($MM)

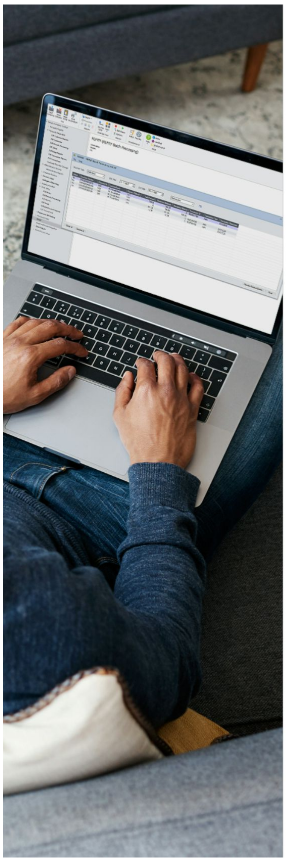
	Take Rate		Gross Profit Margin
0.77%	0.91%	70.4%	74.1%



Key Business Highlights

- Strong sales pipeline within healthcare, property management, auto, and municipality verticals via direct sales and new / refreshed integrations
- Accelerated our AP Supplier Network to over 233,000 suppliers
- Gross Profit growth impacted by lapping political media
  - Sustained momentum of teens y/y growth, excluding political media
- GP margins benefited from processing costs optimization and automation initiatives

1) Business Payments revenue and gross profits excl. political media is a non-GAAP financial measure. This represents Business Payments revenue and gross profit minus the estimated contributions related to political media in Q3 2022, respectively. See slide 29 for reconciliation



Strong Liquidity Position as of September 30, 2023

Liquidity	
Cash on Hand	$118 MM
Revolver Capacity	$185 MM
Total Liquidity	**$303 MM**

Leverage	
Total Debt	$440 MM
Cash on Hand	$118 MM
Net Debt	$322 MM
Net Leverage[1]	**2.5x**

Focused on Maintaining Significant Liquidity

- Preserve liquidity and profitability through:
  - Hiring focused on revenue generating / supporting roles
  - Limited discretionary expenses
  - Negotiations with vendors
- Business continues to show high cash flow conversion
- Continued investments in organic growth

Committed to Prudently Managing Leverage

- Total Outstanding Debt comprised of 0% coupon on $440 million Convertible Note with maturity in 2026 (if not converted)
- $185 million revolver facility provides flexibility for further acquisitions
  - Secured net leverage covenant is max of 2.5x (definitionally excludes convertible notes balance)
  - Paid down $20 million balance on February 28, 2023

1) Calculated using LTM September 2023 adjusted EBITDA, excluding estimated contribution from Blue Cow

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Updated FY 2023 Outlook

REPAY updates its previously provided guidance for full year 2023, as shown below

CARD PAYMENT VOLUME	REVENUE	GROSS PROFIT	ADJUSTED EBITDA
$26.0 – $27.2Bn	**$286 – $292MM**	**$218 – $228MM**	**$122 – $130MM**
	(Prior $280-$288mm)	*6% - 11% Organic GP Growth*	*~44% margins*
		9% - 14% Normalized Organic GP Growth	*(Prior ~45% margins)*

Note: REPAY does not provide quantitative reconciliation of forward-looking, non-GAAP financial measures such as forecasted Organic GP Growth, Normalized Organic GP Growth, and Adjusted EBITDA to the most directly comparable GAAP financial measure because it is difficult to reliably predict or estimate the relevant components without unreasonable effort due to future uncertainties that may potentially have significant impact on such calculations, and providing them may imply a degree of precision that would be confusing or potentially misleading

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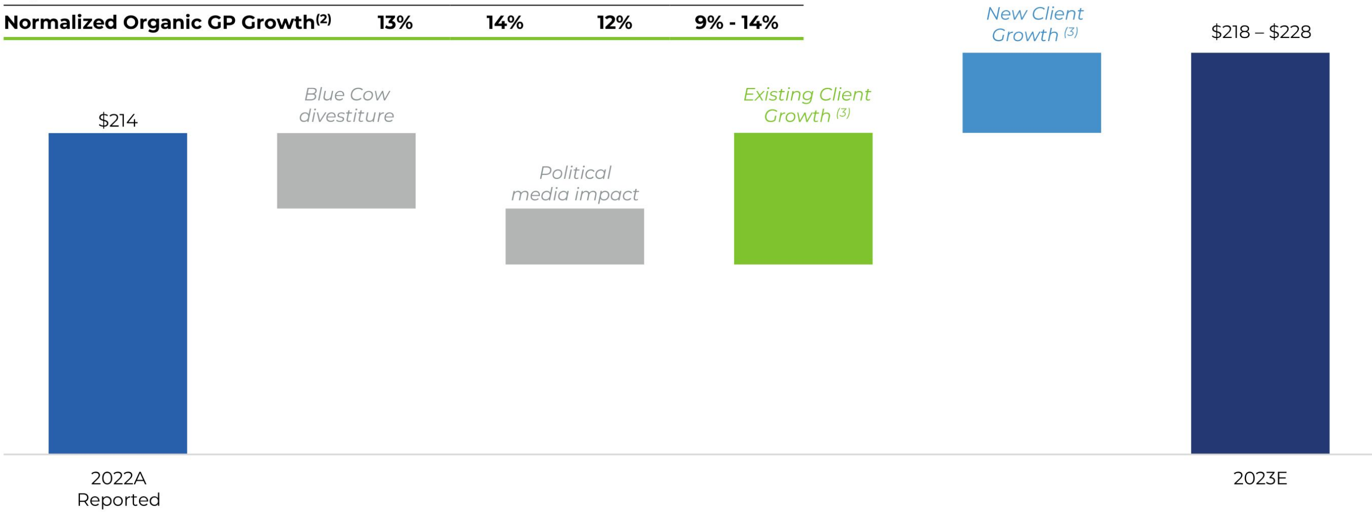
FY 2023 Gross Profit Outlook Bridge ($MM)

	Q1 Reported	Q2 Reported	Q3 Reported	FY 2023 Outlook
Gross Profit Growth	11%	8%	3%	2% - 6%
Organic GP Growth[1]	13%	12%	9%	6% - 11%
Normalized Organic GP Growth[2]	**13%**	**14%**	**12%**	**9% - 14%**



1) Organic gross profit (or GP) growth is a non-GAAP financial measure that represents the percentage change in gross profit for a fiscal period over the comparable prior fiscal period, exclusive of any incremental gross profit attributable to acquisitions or divestitures made in the comparable prior fiscal period or any subsequent fiscal period through the applicable current fiscal period. See slide 1 under "Non-GAAP Financial Measures"
2) Normalized organic GP growth is a non-GAAP financial measure that represents organic gross profit growth (which, for this period comparison, reflects the Blue Cow Software divestiture), exclusive of the estimated gross profit calculation from political media in 2022. See slide 1 under "Non-GAAP Financial Measures"
3) Management estimates as of 9/30/2023

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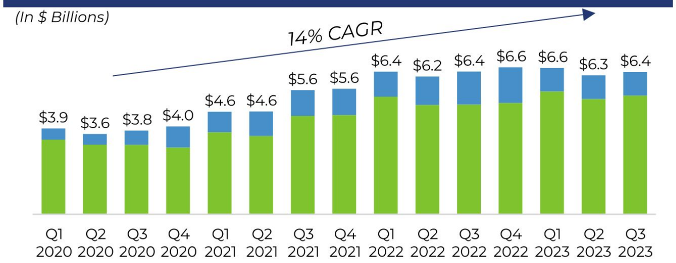
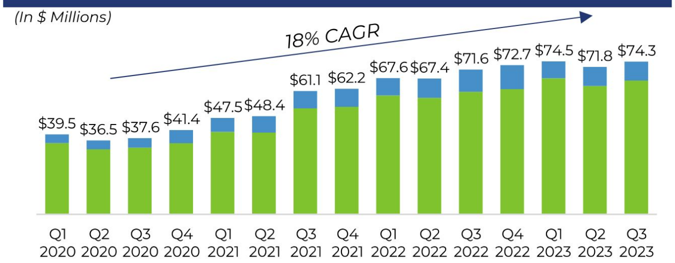
History of Sustained Growth Across All Key Metrics…

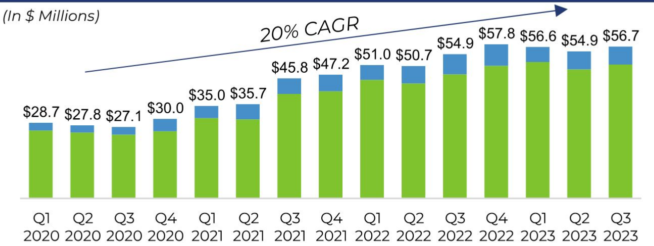
Card Payment Volume



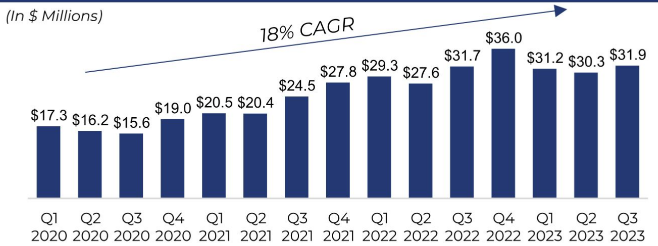
Revenue (1)



Gross Profit (1)



Adjusted EBITDA(2)



Consumer Payments Business Payments Consolidated

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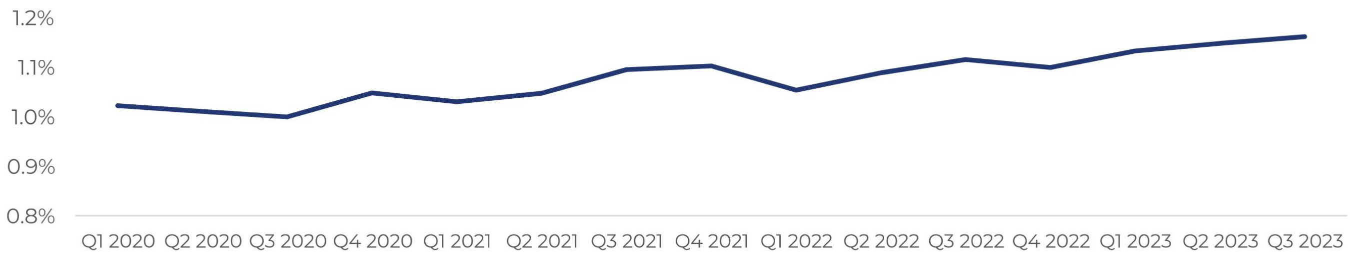
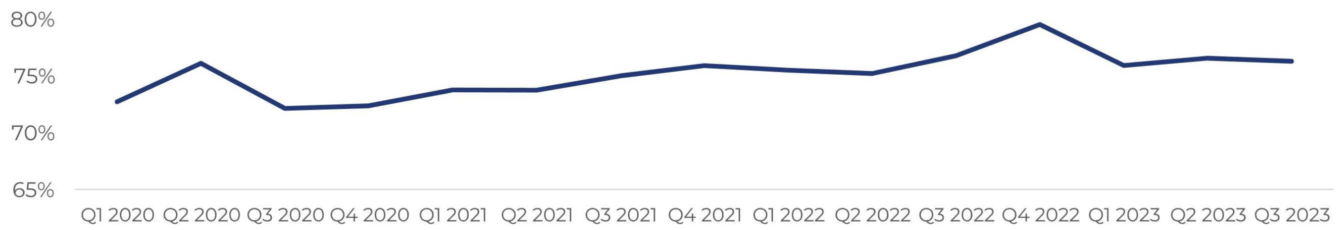
1) Consolidated totals include the elimination of intersegment revenues
2) Certain periods experienced large declines due to a historical accounting presentation change

...With Expanding Take Rates and Gross Profit Margins

Take Rate



Gross Profit Margin



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2
Strategy &
Business Updates
Success
Thank you for your payment!

With Our Q3 2023 Performance We See Multiple Levers to Continue to Drive Growth

12%

Q3 2023 Normalized Organic GP Growth

Majority of Consumer Payments growth from further penetration of existing client base

Majority of Business Payments growth from acquiring new clients

REPAY's leading platform & attractive market opportunity position it to build on its record of robust growth & profitability

EXECUTE ON EXISTING BUSINESS	BROADENING ADDRESSABLE MARKET AND SOLUTIONS
Expand Usage and Increase Adoption	Future Market Expansion Opportunities
Acquire New Clients in Existing Verticals	Strategic M&A
Operational Efficiencies	

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Executing on Growth Plan

EXPANDING EXISTING BUSINESS

257 SOFTWARE PARTNER RELATIONSHIPS[1], INCLUDING:

CONSUMER PAYMENTS

GOLDPOINT, C&R Software, inovatec, SOLERA, Megasys, Q2, EllieMae, BLACK KNIGHT, Finicity

BUSINESS PAYMENTS

blackbaud, CDK Global, SPEND MEND, Dynamics 365 BUSINESS CENTRAL, PREMIER, OMNIA PARTNERS, AccountMate, quadient, PDI TECHNOLOGIES, Sage, billtrust, veem

ADDED NEW CLIENTS VIA DIRECT SALESFORCE ACROSS ALL VERTICALS

Ended Q3 2023 with 266 credit union clients

ERP & accounting software integrations provide vertical agnostic opportunities

VISA ACCEPTANCE FASTRACK PROGRAM

VISA

BROADEN ADDRESSABLE MARKET AND SOLUTIONS

Expanded TAM to ~$5.2 trillion[2] through strategic M&A

Continued to grow existing relationships and add new names to our **Buy Now Pay Later pipeline**

Completed concurrent common stock and convertible notes offerings in Q1 2021, as well as amended our revolving credit facility – providing the Company with **ample liquidity of $303 million[1]** to pursue deals

Engaged ~45 software developers thus far through relationship with Protego in Ireland to **enhance and accelerate new product and research & development capabilities**

1) As of 9/30/2023
2) Third-party research and management estimates as of 9/30/2023

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Ample Runway in Consumer Payments

Evolving consumer preferences and technology are requiring clients to embrace payment digitization

$1.8Tn	6	161	~20,600
TOTAL ADDRESSABLE MARKET(1)	VERTICAL END MARKETS	ISV INTEGRATION PARTNERS	CLIENTS

- REPAY's integrated payment processing platform automates and modernizes our clients' operations, resulting in increased cash flow, lower costs, and improved customer experience
- Loan repayments expertise is core to our efficiency: from tokenization to our clearing & settlement engine
- Instant Funding accelerates the time at which borrowers receive loans while increasing digital repayments
- Multipronged go-to-market approach leverages both direct and indirect sales
- Continuing to invest into deeper ISV integrations, product innovation, and vertical specific technologies

1) Third-party research and management estimates as of 9/30/2023

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Consumer Payments Offering Omnichannel Capabilities across Modalities

Clients in REPAY's verticals look to partner with innovative vendors that can provide evolving payment functionality and acceptance solutions

PAYMENT MODALITIES

- Credit and Debit Card Processing
- eCash
- ACH Processing
- New & Emerging Payments
- Instant Funding

PAYMENT CHANNELS

- Virtual Terminal
- Web Portal / Online Bill Pay
- Text Pay
- IVR / Phone Pay
- Hosted Payment Page
- Mobile Application
- POS Equipment

REPRESENTATIVE CLIENTS

Mercedes-Benz Financial Services | loanDepot | Fairstone | scratchpay

REPAY's Growing Business Payments Segment

Combined AR and AP automation solution provides a compelling value proposition to clients

$3.4Tn	15+	96	~5,000	~233K
TOTAL ADDRESSABLE MARKET(1)	VERTICAL END MARKETS	B2B INTEGRATED SOFTWARE PARTNERS	CLIENTS	SUPPLIER NETWORK

B2B Merchant Acquiring

- $1.2Tn total addressable market
- Integrations with leading ERP platforms, serving a highly diversified client base across a wide range of industry verticals
- Expanded into B2B vertical via APS acquisition
- Cross sell initiative happening within Sage and Acumatica ERPs to add AP solutions

B2B AP Automation

- $2.2Tn total addressable market
- Fully integrated AP automation platform with electronic payment capabilities including virtual cards and ACH
- Expanded into AP automation vertical via cPayPlus, CPS, and Kontrol acquisitions
- Entered the B2B healthcare space through Ventanex acquisition

1) Third-party research and management estimates as of 9/30/2023

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Powerful Business Payments Offering

ACCOUNTS RECEIVABLE AUTOMATION

- Deep ERP Integrations
- Multiple Payment Methods
- Tracking and Reconciliation
- Highly Secure

ACCOUNTS PAYABLE AUTOMATION

- Automated Reporting and Reconciliation
- Multiple Payment Options Including Virtual Card and Cross Border
- Vendor Management
- Client Rebates

REPRESENTATIVE CLIENTS

Castle Group · Shepherd Center · Akron Public Schools · valspar · Allegheny Health Network · match · Hennessy Automobile Companies · LifeBridge Health · Driven Brands · Meineke · Maaco

One-stop-shop B2B payments solutions provider

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3 Appendix

Q3 2023 Financial Update

$MM	THREE MONTHS ENDED SEPTEMBER 30		CHANGE	
	2023	2022	AMOUNT	%
Card Payment Volume	**$6,401.3**	**$6,416.8**	**($15.5)**	**(0%)**
Revenue	**$74.3**	**$71.6**	**$2.8**	**4%**
Costs of Services	17.6	16.6	1.0	6%
Gross Profit	**$56.7**	**$54.9**	**$1.8**	**3%**
SG&A(1)	38.5	24.3	14.3	59%
EBITDA	**$18.1**	**$30.7**	**($12.5)**	**(41%)**
Depreciation and Amortization	26.5	24.7	1.9	8%
Interest Expense (Income), net	0.1	1.1	(1.0)	(91%)
Income Tax Expense (Benefit)	(2.0)	(0.5)	(1.5)	NM
Net Income (Loss)	**($6.5)**	**$5.4**	**($11.9)**	**NM**
Adjusted EBITDA(2)	**$31.9**	**$31.7**	**$0.2**	**1%**
Adjusted Net Income(3)	**$19.9**	**$22.8**	**($2.9)**	**(13%)**

Note: Not meaningful (NM) for comparison
1) SG&A includes expense associated with the change in fair value of tax receivable liability, change in fair value of contingent consideration, loss on extinguishment of debt, and other income / expenses
2) See "Adjusted EBITDA Reconciliation" on slide 24 for reconciliation of Adjusted EBITDA to its most comparable GAAP measure
3) See "Adjusted Net Income Reconciliation" on slide 25 for reconciliation of Adjusted Net Income to its most comparable GAAP measure

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Adjusted EBITDA Reconciliation

$MM	Q3 2023	Q3 2022
Net Income (Loss)	**($6.5)**	**$5.4**
Interest Expense (Income), net	0.1	1.1
Depreciation and Amortization[1]	26.5	24.7
Income Tax Expense (Benefit)	(2.0)	(0.5)
EBITDA	**$18.1**	**$30.7**
Non-cash change in fair value of contingent consideration[2]	–	(0.3)
Non-cash change in fair value of assets and liabilities[3]	3.2	(11.4)
Share-based compensation expense[4]	5.7	5.3
Transaction expenses[5]	0.8	4.1
Restructuring and other strategic initiative costs[6]	3.1	1.5
Other non-recurring charges[7]	0.9	1.9
Adjusted EBITDA	**$31.9**	**$31.7**

1) For the three and nine months ended September 30, 2023 and 2022, reflects amortization of client relationships, non-compete agreement, software, and channel relationship intangibles acquired through the business combination with Thunder Bridge, and client relationships, non-compete agreement, and software intangibles acquired through REPAY's acquisitions of TriSource Solutions, APS Payments, Ventanex, cPayPlus, CPS Payments, BillingTree, Kontrol Payables and Payix. This adjustment excludes the amortization of other intangible assets which were acquired in the regular course of business, such as capitalized internally developed software and purchased software.
2) Reflects the changes in management's estimates of future cash consideration to be paid in connection with prior acquisitions from the amount estimated as of the most recent balance sheet date.
3) Reflects the changes in management's estimates of the fair value of the liability relating to the Tax Receivable Agreement.
4) Represents compensation expense associated with equity compensation plans, totaling $5.7 million and $5.3 million for the three months ended September 30, 2023 and September 30, 2022, respectively.
5) Primarily consists of (i) during the three and nine months ended September 30, 2023, professional service fees and other costs incurred in connection with the disposition of Blue Cow Software, and (ii) during the three and nine months ended September 30, 2022, professional service fees and other costs incurred in connection with the acquisitions of BillingTree, Kontrol Payables and Payix.
6) Reflects costs associated with reorganization of operations, consulting fees related to processing services and other operational improvements, including restructuring and integration activities related to acquired businesses, that were not in the ordinary course during the three and nine months ended September 30, 2023 and 2022.
7) For the three and nine months ended September 30, 2023, reflects payments made to third-parties in connection with an expansion of our personnel, franchise taxes and other non-income based taxes and one-time payments to certain partners. For the three and nine months ended September 30, 2022, reflects one-time payments to certain clients and partners, payments made to third-parties in connection with a significant expansion of our personnel, franchise taxes and other non-income based taxes, other payments related to COVID-19 and non-cash rent expense. Beginning in the period ended September 30, 2023, no longer reflects non-cash rent expense.

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Adjusted Net Income Reconciliation

($MM)	Q3 2023	Q3 2022
Net Income (Loss)	**($6.5)**	**$5.4**
Amortization of acquisition-related intangibles[1]	19.8	20.8
Non-cash change in fair value of contingent consideration[2]	–	(0.3)
Non-cash change in fair value of assets and liabilities[3]	3.2	(11.4)
Share-based compensation expense[4]	5.7	5.3
Transaction expenses[5]	0.8	4.1
Restructuring and other strategic initiative costs[6]	3.1	1.5
Other non-recurring charges[7]	0.9	1.9
Non-cash interest expense[8]	0.7	0.7
Pro forma taxes at effective rate[9]	(7.8)	(5.2)
Adjusted Net Income	**$19.9**	**$22.8**

1) For the three and nine months ended September 30, 2023 and 2022, reflects amortization of client relationships, non-compete agreement, software, and channel relationship intangibles acquired through the business combination with Thunder Bridge, and client relationships, non-compete agreement, and software intangibles acquired through REPAY's acquisitions of TriSource Solutions, APS Payments, Ventanex, cPayPlus, CPS Payments, BillingTree, Kontrol Payables and Payix. This adjustment excludes the amortization of other intangible assets which were acquired in the regular course of business, such as capitalized internally developed software and purchased software.
2) Reflects the changes in management's estimates of future cash consideration to be paid in connection with prior acquisitions from the amount estimated as of the most recent balance sheet date.
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7) For the three and nine months ended September 30, 2023, reflects payments made to third-parties in connection with an expansion of our personnel, franchise taxes and other non-income based taxes and one-time payments to certain partners. For the three and nine months ended September 30, 2022, reflects one-time payments to certain clients and partners, payments made to third-parties in connection with a significant expansion of our personnel, franchise taxes and other non-income based taxes, other payments related to COVID-19 and non-cash rent expense. Beginning in the period ended September 30, 2023, no longer reflects non-cash rent expense.
8) Represents amortization of non-cash deferred debt issuance costs.
9) Represents pro forma income tax adjustment effect associated with items adjusted above.

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Adjusted Free Cash Flow Reconciliation

$MM	Q3 2023	Q3 2022
Net Cash provided by Operating Activities	**$28.0**	**$25.3**
Capital expenditures		
Cash paid for property and equipment	(0.9)	(0.8)
Cash paid for intangible assets	(13.1)	(8.7)
Total capital expenditures	(14.0)	(9.5)
Free Cash Flow	**$13.9**	**$15.9**
Adjustments		
Transaction expenses(1)	0.8	4.1
Restructuring and other strategic initiative costs(2)	3.1	1.5
Other non-recurring charges(3)	0.9	1.9
Adjusted Free Cash Flow	**$18.7**	**$23.4**

1) Primarily consists of (i) during the three and nine months ended September 30, 2023, professional service fees and other costs incurred in connection with the disposition of Blue Cow Software, and (ii) during the three and nine months ended September 30, 2022, professional service fees and other costs incurred in connection with the acquisitions of BillingTree, Kontrol Payables and Payix.

2) Reflects costs associated with reorganization of operations, consulting fees related to processing services and other operational improvements, including restructuring and integration activities related to acquired businesses, that were not in the ordinary course during the three and nine months ended September 30, 2023 and 2022.

3) For the three and nine months ended September 30, 2023, reflects payments made to third-parties in connection with an expansion of our personnel, franchise taxes and other non-income based taxes and one-time payments to certain partners. For the three and nine months ended September 30, 2022, reflects one-time payments to certain clients and partners, payments made to third-parties in connection with a significant expansion of our personnel, franchise taxes and other non-income based taxes, other payments related to COVID-19 and non-cash rent expense. Beginning in the period ended September 30, 2023, no longer reflects non-cash rent expense.

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Depreciation and Amortization Detail

$MM	Q3 2023	Q3 2022
Acquisition-related intangibles	$19.8	$20.8
Software	6.4	3.2
Amortization	**$26.2**	**$24.1**
Depreciation	0.3	0.6
Total Depreciation and Amortization	**$26.5**	**$24.7**

Note: Adjusted Net Income is adjusted to exclude amortization of all acquisition-related intangibles as such amounts are inconsistent in amount and frequency and are significantly impacted by the timing and/or size of acquisitions (see corresponding adjustments in the reconciliation of net income to Adjusted Net Income presented above). Management believes that the adjustment of acquisition-related intangible amortization supplements GAAP financial measures because it allows for greater comparability of operating performance. Although REPAY excludes amortization from acquisition-related intangibles from its non-GAAP expenses, management believes that it is important for investors to understand that such intangibles were recorded as part of purchase accounting and contribute to revenue generation. Amortization of intangibles that relate to past acquisitions will recur in future periods until such intangibles have been fully amortized. Any future acquisitions may result in the amortization of additional intangibles.

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Card Payment Volume Growth Reconciliation

$MM	2023 Q3
Card Payment Volume Growth	(0%)
Growth from Acquisitions / (Divestitures)	(2%)
Organic Card Payment Volume Growth[(1)]	**2%**
Growth from political media	(5%)
Normalized Organic Card Payment Volume Growth[(2)]	**7%**

1) Organic growth is a non-GAAP financial measure and See slide 1 under "Non-GAAP Financial Measures." Organic CPV growth excludes CPV attributable to Blue Cow Software in Q3 2022
2) Normalized organic growth is a non-GAAP financial measure and See slide 1 under "Non-GAAP Financial Measures." Normalized organic CPV growth excludes estimated contributions related to political media in Q3 2022

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Revenue and Gross Profit Growth Reconciliations

$MM	Q3 2023 Consumer Payments	Q3 2023 Business Payments	Q3 2023 Total Company
Revenue Growth	9%	(15%)	4%
Growth from Acquisitions / (Divestitures)	(5%)	n/a	(4%)
Organic Revenue Growth[1]	**14%**	**(15%)**	**8%**
Growth from Political Media	n/a	(16%)	(3%)
Organic Revenue Growth, excl. political media [2]	**14%**	**1%**	**11%**

$MM	Q3 2023 Consumer Payments	Q3 2023 Business Payments	Q3 2023 Total Company
Gross Profit Growth	8%	(11%)	3%
Growth from Acquisitions / (Divestitures)	6%	n/a	(6%)
Organic Gross Profit Growth[1]	**14%**	**(11%)**	**9%**
Growth from Political Media	n/a	(24%)	(3%)
Organic GP Growth, excl. political media [2]	**14%**	**13%**	**12%**

1) Organic growth is a non-GAAP financial measure that excludes the revenue and gross profit attributable to Blue Cow Software in Q3 2022, respectively. See slide 1 under "Non-GAAP Financial Measures"
2) Organic growth excl. political media is a non-GAAP financial measure that excludes the political media contribution in Q3 2022. See slide 1 under "Non-GAAP Financial Measures"

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Quarterly Gross Profit Growth Reconciliation

	2022				Full Year	2023		
$MM	Q1	Q2	Q3	Q4	2022	Q1	Q2	Q3
Gross Profit Growth	46%	42%	20%	22%	31%	11%	8%	3%
Growth from Acquisitions/(Divestitures)	41%	32%	5%	5%	19%	(2%)	(4%)	(6%)
Organic Gross Profit Growth (1)					**12%**	**13%**	**12%**	**9%**
Growth from political media					3%	(<1%)	(2%)	(3%)
Organic GP Growth excl. political media (2)					**9%**	**13%**	**14%**	**12%**

1) Organic gross profit growth is a non-GAAP financial measure that excludes gross profit attributable to Blue Cow Software in Q3 2022. See slide 1 under "Non-GAAP Financial Measures"
2) Organic GP growth excl. political media is a non-GAAP financial measure that excludes the political media contribution. See slide 1 under "Non-GAAP Financial Measures"

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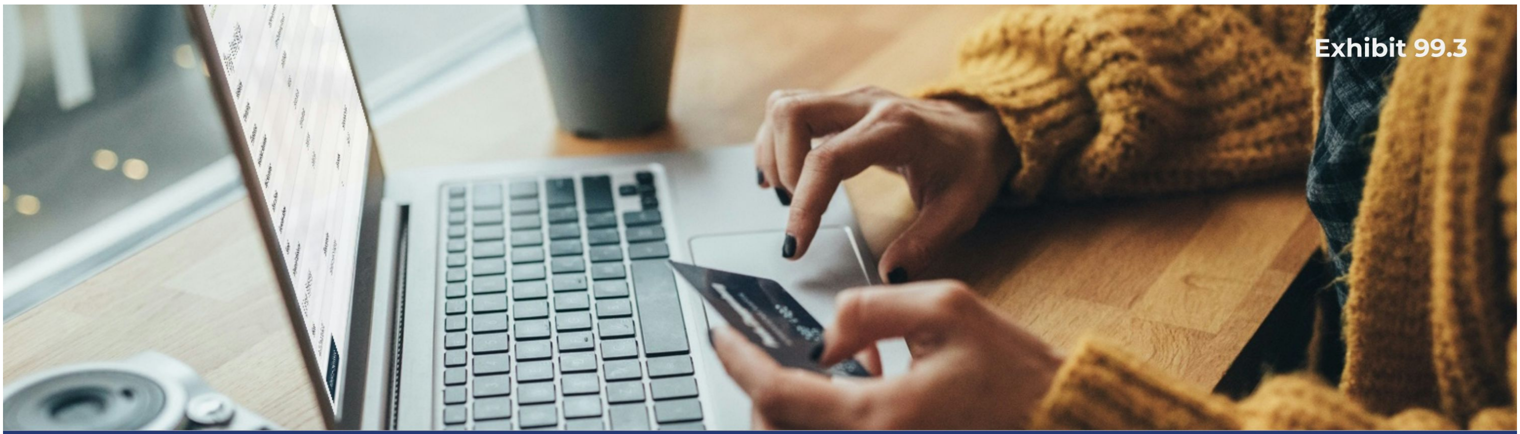
Historical Segment Details

	2021				2022				2023			Full Year	
$MM	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	2021	2022
Consumer Payments	$3,694.1	$3,523.4	$4,426.7	$4,465.7	$5,290.5	$4,918.6	$4,937.8	$5,009.5	$5,524.8	$5,183.8	$5,338.3	$16,109.9	$20,156.5
Business Payments	919.9	1,100.1	1,156.4	1,177.4	1,123.4	1,277.7	1,479.0	1,602.3	1,056.6	1,069.9	1,063.1	4,353.9	5,482.4
Card Payment Volume	**$4,614.0**	**$4,623.5**	**$5,583.1**	**$5,643.1**	**$6,414.0**	**$6,196.3**	**$6,416.8**	**$6,611.8**	**$6,581.4**	**$6,253.7**	**$6,401.3**	**$20,463.8**	**$25,638.9**
Consumer Payments	$42.4	$42.0	$54.5	$55.2	$61.1	$59.8	$63.0	$64.3	$69.9	$65.9	$68.7	$194.0	$248.2
Business Payments	7.1	8.5	8.9	9.3	8.9	9.9	11.4	12.3	8.7	9.8	9.7	33.8	42.6
Intercompany eliminations	*(2.0)*	*(2.0)*	*(2.2)*	*(2.3)*	*(2.4)*	*(2.3)*	*(2.9)*	*(4.0)*	*(4.1)*	*(4.0)*	*(4.1)*	*(8.6)*	*(11.6)*
Revenue	**$47.5**	**$48.4**	**$61.1**	**$62.2**	**$67.6**	**$67.4**	**$71.6**	**$72.7**	**$74.5**	**$71.8**	**$74.3**	**$219.3**	**$279.2**
Consumer Payments	$32.2	$31.7	$41.9	$42.9	$47.5	$46.1	$49.7	$53.1	$54.6	$51.7	$53.6	$148.6	$196.4
Business Payments	4.9	6.1	6.2	6.6	5.9	7.0	8.1	8.6	6.0	7.2	7.2	23.8	29.6
Intercompany eliminations	*(2.0)*	*(2.0)*	*(2.2)*	*(2.3)*	*(2.4)*	*(2.3)*	*(2.9)*	*(4.0)*	*(4.1)*	*(4.0)*	*(4.1)*	*(8.6)*	*(11.6)*
Gross Profit	**$35.0**	**$35.7**	**$45.8**	**$47.2**	**$51.0**	**$50.7**	**$54.9**	**$57.8**	**$56.6**	**$54.9**	**$56.7**	**$163.8**	**$214.4**
Consumer Payments	1.15%	1.19%	1.23%	1.24%	1.15%	1.22%	1.28%	1.28%	1.27%	1.27%	1.29%	1.20%	1.23%
Business Payments	0.78%	0.77%	0.77%	0.79%	0.79%	0.78%	0.77%	0.77%	0.82%	0.92%	0.91%	0.78%	0.78%
Take Rate	**1.03%**	**1.05%**	**1.09%**	**1.10%**	**1.05%**	**1.09%**	**1.12%**	**1.10%**	**1.13%**	**1.15%**	**1.16%**	**1.07%**	**1.09%**
Consumer Payments	75.9%	75.4%	76.9%	77.7%	77.8%	77.0%	79.0%	82.6%	78.1%	78.4%	78.0%	76.6%	79.1%
Business Payments	68.0%	71.8%	69.9%	71.0%	66.5%	70.0%	70.4%	70.1%	69.5%	73.3%	74.1%	70.3%	69.4%
Gross Profit Margin	**73.7%**	**73.7%**	**75.0%**	**75.9%**	**75.5%**	**75.2%**	**76.8%**	**79.5%**	**75.9%**	**76.5%**	**76.3%**	**74.7%**	**76.8%**

Note: Historical periods reflect the reclassification of volumes, revenue, and gross profit between Consumer Payments and Business Payments segments

REPAY
Realtime Electronic Payments



REPAY®

Realtime Electronic Payments

Investor Presentation

November 2023

Disclaimer

On July 11, 2019 (the "Closing Date"), Thunder Bridge Acquisition Ltd. ("Thunder Bridge") and Hawk Parent Holdings LLC ("Hawk Parent") completed a business combination (the "Business Combination") under which Thunder Bridge acquired Hawk Parent, upon which Thunder Bridge changed its name to Repay Holdings Corporation ("REPAY" or the "Company").

The Company's filings with the Securities and Exchange Commission ("SEC"), which you may obtain for free at the SEC's website at http://www.sec.gov, discuss some of the important risk factors that may affect REPAY's business, results of operations and financial condition.

Forward-Looking Statements This presentation (the "Presentation") contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about future financial and operating results, REPAY's plans, objectives, expectations and intentions with respect to future operations, products and services; and other statements identified by words such as "will likely result," "are expected to," "will continue," "is anticipated," "estimated," "believe," "intend," "plan," "projection," "outlook" or words of similar meaning. These forward-looking statements include, but are not limited to, expected demand on REPAY's product offering, including further implementation of electronic payment options and statements regarding REPAY's market and growth opportunities, and our business strategy and the plans and objectives of management for future operations. Such forward-looking statements are based upon the current beliefs and expectations of REPAY's management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond our control. In addition to factors previously disclosed in REPAY's reports filed with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2022 and subsequent Form 10-Qs, the following factors, among others, could cause actual results and the timing of events to differ materially from the anticipated results or other expectations expressed in the forward-looking statements: exposure to economic conditions and political risk affecting the consumer loan market, the receivables management industry and consumer and commercial spending, including bank failures or other adverse events affecting financial institutions, inflationary pressures, general economic slowdown or recession; changes in the payment processing market in which REPAY competes, including with respect to its competitive landscape, technology evolution or regulatory changes; changes in the vertical markets that REPAY targets, including the regulatory environment applicable to REPAY's clients; the ability to retain, develop and hire key personnel; risks relating to REPAY's relationships within the payment ecosystem; risk that REPAY may not be able to execute its growth strategies, including identifying and executing acquisitions; risks relating to data security; changes in accounting policies applicable to REPAY; and the risk that REPAY may not be able to maintain effective internal controls. Actual results, performance or achievements may differ materially, and potentially adversely, from any projections and forward-looking statements and the assumptions on which those forward-looking statements are based. There can be no assurance that the data contained herein is reflective of future performance to any degree. You are cautioned not to place undue reliance on forward-looking statements as a predictor of future performance. All information set forth herein speaks only as of the date hereof in the case of information about us or the date of such information in the case of information from persons other than us, and we disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this communication. Forecasts and estimates regarding our industry and end markets are based on sources we believe to be reliable, however there can be no assurance these forecasts and estimates will prove accurate in whole or in part. Projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

Industry and Market Data The information contained herein also includes information provided by third parties, such as market research firms. Neither of REPAY nor its affiliates and any third parties that provide information to REPAY, such as market research firms, guarantee the accuracy, completeness, timeliness or availability of any information. Neither REPAY nor its affiliates and any third parties that provide information to REPAY, such as market research firms, are responsible for any errors or omissions (negligent or otherwise), regardless of the cause, or the results obtained from the use of such content. Neither REPAY nor its affiliates give any express or implied warranties, including, but not limited to, any warranties of merchantability or fitness for a particular purpose or use, and they expressly disclaim any responsibility or liability for direct, indirect, incidental, exemplary, compensatory, punitive, special or consequential damages, costs, expenses, legal fees or losses (including lost income or profits and opportunity costs) in connection with the use of the information herein.

Non-GAAP Financial Measures This Presentation includes certain non-GAAP financial measures that REPAY's management uses to evaluate its operating business, measure its performance and make strategic decisions. Adjusted EBITDA is a non-GAAP financial measure that represents net income prior to interest expense, tax expense, depreciation and amortization, as adjusted to add back certain charges deemed not to be part of normal operating expenses, non-cash and/or non-recurring charges, such as loss on extinguishment of debt, loss on termination of interest rate hedge, non-cash change in fair value of contingent consideration, non-cash change in fair value of assets and liabilities, non-cash change in fair value of warrant liabilities; share-based compensation charges, transaction expenses, restructuring and other strategic initiative costs and other non-recurring charges. Free Cash Flow and Adjusted Free Cash Flow are non-GAAP financial measures that represent net cash flow provided by operating activities less total capital expenditures, and Adjusted Free Cash is further adjusted to add back certain charges deemed not to be part of normal operating expenses and/or non-recurring charges, such as transaction expenses, restructuring and other strategic initiative costs and other non-recurring charges. REPAY believes that Adjusted EBITDA, Free Cash Flow and Adjusted Free Cash Flow provide useful information to investors and others in understanding and evaluating its operating results in the same manner as management. However, Adjusted EBITDA, Free Cash Flow and Adjusted Free Cash Flow are not financial measures calculated in accordance with GAAP and should not be considered as a substitute for net income, operating profit, or any other operating performance measure calculated in accordance with GAAP. Using these non-GAAP financial measures to analyze REPAY's business has material limitations because the calculations are based on the subjective determination of management regarding the nature and classification of events and circumstances that investors may find significant. In addition, although other companies in REPAY's industry may report measures titled Adjusted EBITDA, Free Cash Flow, Adjusted Free Cash Flow or similar measures, such non-GAAP financial measures may be calculated differently from how REPAY calculates its non-GAAP financial measures, which reduces their overall usefulness as comparative measures. Because of these limitations, you should consider Adjusted EBITDA, Free Cash Flow and Adjusted Free Cash Flow alongside other financial performance measures, including net income and REPAY's other financial results presented in accordance with GAAP.

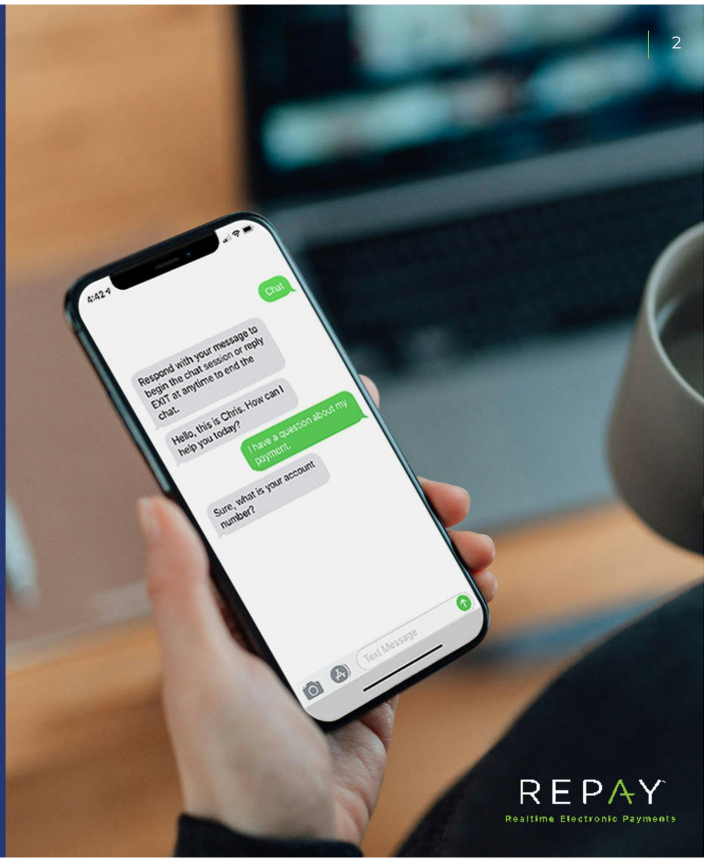
REPAY
Realtime Electronic Payments

Agenda

1 Introduction to REPAY

2 REPAY Investment Highlights

3 REPAY Financial Overview

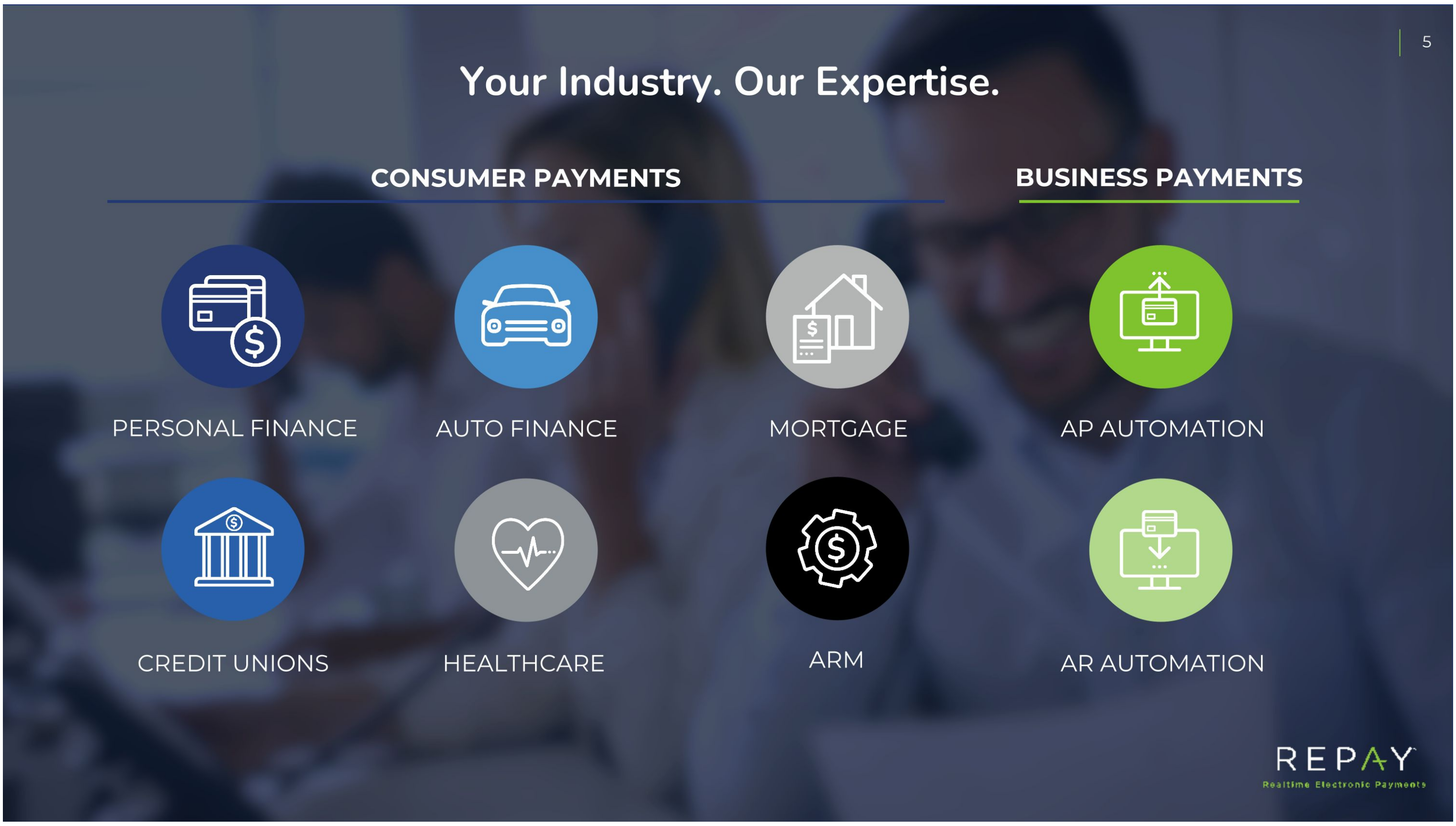


1 Introduction to REPAY

REPAY
Realtime Electronic Payments

REPAY provides integrated payment processing solutions to verticals that have specific transaction processing needs

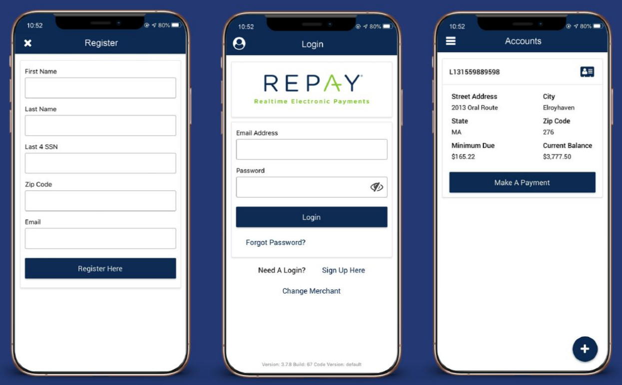
REPAY's proprietary, integrated payment technology platform reduces the complexity of electronic payments for clients, while enhancing the overall experience for consumers and businesses



5
Your Industry. Our Expertise.
CONSUMER PAYMENTS
BUSINESS PAYMENTS
PERSONAL FINANCE
AUTO FINANCE
MORTGAGE
AP AUTOMATION
CREDIT UNIONS
HEALTHCARE
ARM
AR AUTOMATION
REPAY
Realtime Electronic Payments

Who We Are

A leading, highly-integrated omnichannel payment technology platform modernizing Consumer and Business Payments



$25.6Bn 2022 ANNUAL CARD PAYMENT VOLUME	**37%** HISTORICAL GROSS PROFIT CAGR(1)
257 SOFTWARE INTEGRATIONS(2)	**61%** CASH FLOW CONVERSION(3)

1) CAGR is from 2020A–2022A
2) As of 9/30/2023
3) Cash Flow Conversion calculated as 2022A Adjusted Free Cash Flow / 2022A Adjusted EBITDA. These are non-GAAP measures. See slide 1 for definitions and slides 30 and 31 for additional details

Driving Shareholder Value

ORGANIC GROWTH	+	M&A CATALYSTS	=	LONG-TERM GROWTH
Secular trends away from cash and check toward digital payments		Deepen presence in existing verticals (e.g. Automotive, B2B, Credit Unions, Revenue Cycle Management, Healthcare)		**~$5.2Tn TAM[(1)]** Creates long runway for growth
Transaction growth in key verticals		Expand into new verticals/geographies		Deep presence in key verticals creates significant defensibility
Further penetrate existing clients		Transformational acquisitions extending broader solution suite		Highly attractive financial model

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1) Third-party research and management estimates as of 9/30/2023

Our Strong Execution and Momentum

	July 2019[1]		Third Quarter 2023[2]
TOTAL ADDRESSABLE MARKET	~$535Bn	›	~$5.2Tn[3]
CLIENT COUNT	~4,000	›	~25,600
# OF ISV INTEGRATIONS	53	›	257

Delivering Superior Results (FY 2022)

+25%
CARD PAYMENT VOLUME

+31%
GROSS PROFIT

+34%
ADJ. EBITDA

(Represents YoY Growth)

1) As of 7/11/2019 (the closing date of the Business Combination)
2) As of 9/30/2023
3) Third-party research and management estimates

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Investment Rationale

Driving Value for Shareholders

	REPAY Realtime Electronic Payments
Fast growing, large and underpenetrated market opportunity	✓
Deep presence in key verticals drives competitive moat	✓
Highly strategic and diverse client base	✓
Multiple avenues for long term, durable growth	✓
Experienced Board and Management team	✓
Highly attractive and profitable financial model	✓
Accelerating cash flow generation	✓
Strong balance sheet	✓

REPAY Realtime Electronic Payments

REPAY
Realtime Electronic Payments

2 | REPAY Investment Highlights

Business Strengths and Strategies

A leading, omnichannel payment technology provider

1. Fast growing and underpenetrated market opportunity
2. Vertically integrated payment technology platform driving frictionless payments experience
3. Key software integrations enabling unique distribution model
4. Highly strategic and diverse client base
5. Multiple avenues for long-term growth
6. Experienced board with deep payments expertise

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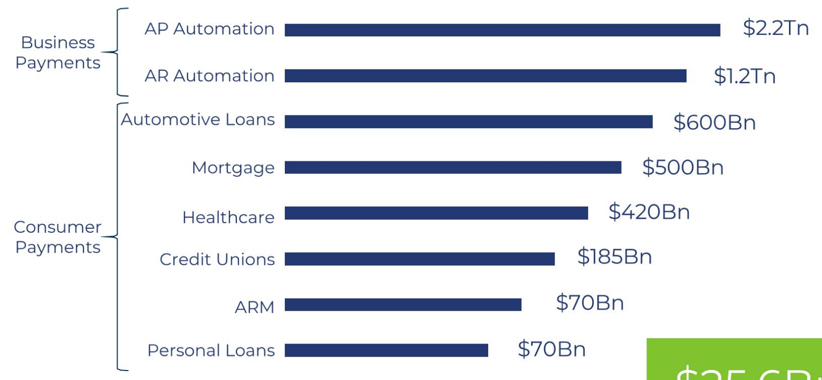
Realtime Electronic Payments

1 We are Capitalizing on Large, Underserved Market Opportunities

REPAY's existing verticals represent ~**$5.2Tn**[1] of projected annual total payment volume

END MARKET OPPORTUNITIES



$25.6Bn

REPAY's 2022 Annual Card Payment Volume

1) Third-party research and management estimates as of 9/30/2023

Growth Opportunities

- Future New Verticals
- Canada
- Buy Now. Pay Later.

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1 Key end markets have been underserved by payment technology and service providers

LOAN REPAYMENT, B2B, AND HEALTHCARE MARKETS

Lagged behind other industry verticals in moving to electronic payments

Credit cards are not permitted in loan repayment which has resulted in overall low card penetration

B2B payments have traditionally been made via check or ACH (including AP and AR)

Shift towards high deductible health plans resulting in growing proportion of consumer payments

CLIENTS SERVING REPAY'S MARKETS ARE FACING INCREASING DEMAND FROM CUSTOMERS

They want electronic and omnichannel payment solutions

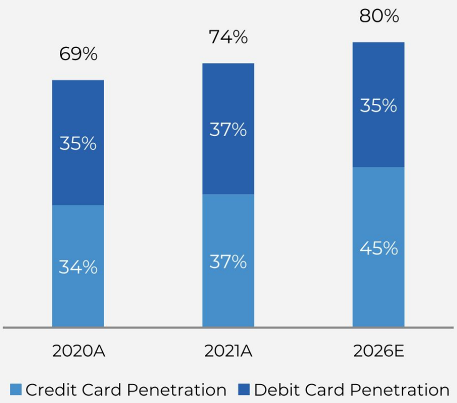
CONSUMER PAYMENTS

BUSINESS PAYMENTS

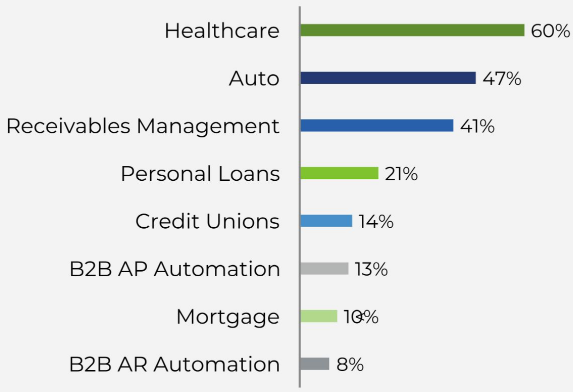
REPAY
Realtime Electronic Payments

Card and Debit Payments Underpenetrated in Our Verticals

Card Payment Penetration Across Industries[1]



Across REPAY's Verticals[2]



1) The Nilson Report. Represents debit and credit as a percentage of all U.S. consumer payment systems, including various forms of paper, card, and electronic payment methods
2) Third-party research and management estimates. Personal Loans and Mortgage verticals represent debit card only.

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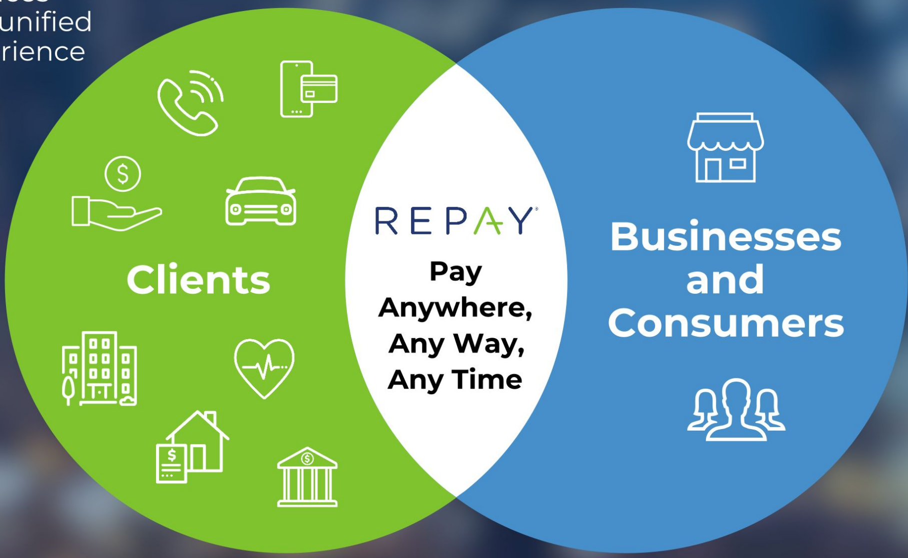
REPAY Has Built a Leading Next-Gen Software Platform

Proprietary, integrated payment technology platform reduces complexity for a unified commerce experience



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REPAY Has Built a Leading Next-Gen Software Platform

Value Proposition to REPAY's Clients

- Accelerated payment cycle (ability to lend more / faster) through card processing
- Faster access to funds to help businesses with working capital
- 24 / 7 payment acceptance through "always open" omnichannel offering
- Direct software integrations into loan, dealer, and business management systems reduces operational complexity for client
- Improved regulatory compliance through fewer ACH returns

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Value Proposition to REPAY's Clients' End Customers

- Self-service capabilities through ability to pay anywhere, any way and any time, 24 / 7
- Option to make real-time payments through use of card transactions
- Immediate feedback that payment has been processed
- Omnichannel payment methods (e.g., Web, Mobile, IVR, Text)
- Fewer ancillary charges (e.g., NSF fees) for borrowers through automatic recurring online debit card payments

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Consumer Payments Offering Omnichannel Capabilities across Modalities

Clients in REPAY's verticals look to partner with innovative vendors that can provide evolving payment functionality and acceptance solutions

PAYMENT MODALITIES

- Credit and Debit Card Processing
- eCash
- ACH Processing
- New & Emerging Payments
- Instant Funding

PAYMENT CHANNELS

- Virtual Terminal
- Web Portal / Online Bill Pay
- Text Pay
- IVR / Phone Pay
- Hosted Payment Page
- Mobile Application
- POS Equipment

REPRESENTATIVE CLIENTS

Mercedes-Benz Financial Services

loanDepot

Fairstone

scratchpay

Powerful Business Payments Offering

ACCOUNTS RECEIVABLE AUTOMATION

- Deep ERP Integrations
- Multiple Payment Methods
- Tracking and Reconciliation
- Highly Secure

Suppliers

Cash Inflow

TotalPay Solution

Cash Outflow

Buyers

ACCOUNTS PAYABLE AUTOMATION

- Automated Reporting and Reconciliation
- Multiple Payment Options Including Virtual Card and Cross Border
- Vendor Management
- Client Rebates

REPRESENTATIVE CLIENTS

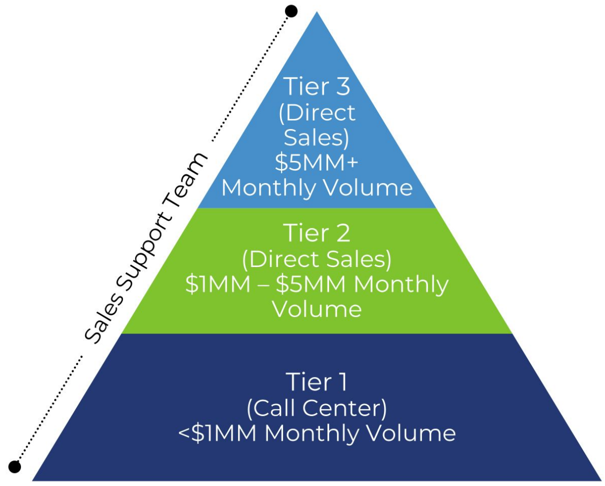
Castle Group · Shepherd Center · Akron Public Schools · valspar · Allegheny Health Network · match · Hennessy Automobile Companies · LifeBridge Health · Driven Brands · meineke · Maaco

One-stop-shop B2B payments solutions provider

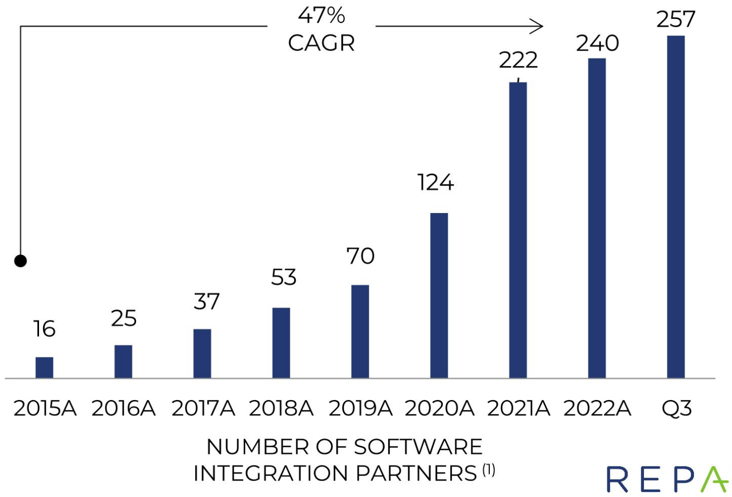
Key Software Integrations Accelerate Distribution

REPAY leverages a vertically tiered sales strategy supplemented by software integrations to drive new client acquisitions

Sales Strategy / Distribution Model



Software Integrations



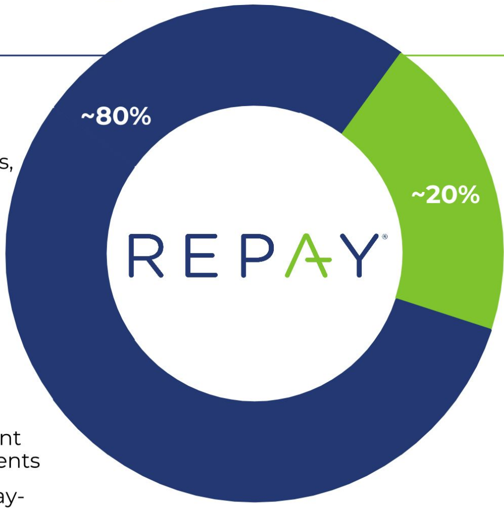
1) Management estimate as of 9/30/2023

REPAY Realtime Electronic Payments

4 | Attractive and Diverse Client Base Across Key Verticals

REPAY's platform provides significant value to **>25,600 clients** [(1)] offering solutions across a variety of industry verticals

Percentage of Card Payment Volume [(2)]



CONSUMER PAYMENTS

- Blue chip ISV partnerships with ~161[(1)] integrations and ~20,600[(1)] clients, including ~266[(1)] credit unions
- Market leader in several niche verticals, including the following:
  - Personal Finance
  - Auto Finance
  - Credit Unions
  - ARM
  - Healthcare
  - Mortgage
  - Diversified Retail & Other
- RCS: Best-in-class clearing & settlement solutions for ~30[(1)] ISOs and owned clients
- Expansions into adjacent Buy-Now-Pay-Later vertical as well as Canada

BUSINESS PAYMENTS

- One-stop shop B2B payments solutions provider, offering AP automation and AR merchant acquiring solutions to ~5,000[(1)] clients
- Integrations with ~96[(1)] leading ERP platforms, serving a highly diversified client base across a wide range of industry verticals
  - AP: Media, Healthcare, Home Services & Property Management, Auto, Municipality, and Other
  - AR: Manufacturing, Distribution, and Hospitality

1) Management estimate as of 9/30/2023
2) LTM as of 9/30/2023

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Demonstrated Ability to Acquire and Successfully Integrate Businesses

Represents a significant opportunity to enhance organic growth in existing verticals and accelerate entry into new markets and services

THEME	ACQUISITIONS	RATIONALE
New Vertical Expansion	Sigma 2016; paidsuite 2017; APS* 2019; ventanex* 2020; cPayPlus* 2020; CPS* 2020; BillingTree* 2021; kontrol* 2021; payix* 2021	• Expansion into the Healthcare, Automotive, Receivables Management, B2B Acquiring, B2B Healthcare, Mortgage Servicing, B2B AP Automation, BNPL verticals
Deepen Presence in Existing Verticals	paymaxx 2017; BillingTree* 2021; payix* 2021	• Accelerates expansion into Automotive, Credit Union and Receivables Management verticals
Extend Solution Set via New Capabilities	TriSource* 2019; ventanex* 2020	• Back-end transaction processing capabilities, which enhance M&A strategy • Value-add complex exception processing capabilities

**Completed since becoming a public company*

Demonstrated ability to source, acquire, and integrate various targets across different verticals

Dedicated team to manage robust M&A pipeline

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5
Multiple Levers to Continue to Drive Growth
23
REPAY's leading platform & attractive market opportunity position it to build on its record of robust growth & profitability
EXECUTE ON EXISTING BUSINESS
EXPAND USAGE AND INCREASE ADOPTION (1)
ACQUIRE NEW CLIENTS IN EXISTING VERTICALS (2)
OPERATIONAL EFFICIENCIES
BROADEN ADDRESSABLE MARKET AND SOLUTIONS
FUTURE MARKET EXPANSION OPPORTUNITIES
STRATEGIC M&A
(1) Majority of growth within Consumer Payments is derived from further penetration of existing client base.
(2) Majority of growth within Business Payments is derived from acquiring new clients.
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Experienced Board with Deep Payments Expertise

9-member board of directors comprised of industry veterans and influential leaders in the financial services and payment industries

John Morris
CEO & Co-Founder

Shaler Alias
President & Co-Founder

Paul Garcia
Former Chairman and CEO, Global Payments

Maryann Goebel
Former CIO, Fiserv

Bob Hartheimer
Senior Advisor, Klaros Group

William Jacobs
Former Board Member, Global Payments Board Member, Green Dot Former SVP, Mastercard

Peter Kight
Chairman, Founder of CheckFree Former Vice Chairman, Fiserv

Emnet Rios
CFO, Digital Asset

Richard Thornburgh
Senior Advisor, Corsair

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Realtime Electronic Payments

3 | REPAY Financial Overview

Financial Highlights

REPAY's Unique Model Translates Into A Highly Attractive Financial Profile

$25.6B	257	61%	30%	37%	45%
2022 ANNUAL CARD PAYMENT VOLUME	SOFTWARE INTEGRATIONS(1)	CASH FLOW CONVERSION(2)	HISTORICAL CARD PAYMENT VOLUME CAGR(3)	HISTORICAL GROSS PROFIT CAGR(3)	HISTORICAL ADJUSTED EBITDA CAGR(3)

- ✓ Low volume attrition and low risk portfolio
- ✓ Differentiated technology platform & ecosystem
- ✓ Deeply integrated with client base
- ✓ Recurring transaction / volume-based revenue

1) As of 9/30/2023
2) Cash Flow Conversion calculated as 2022A Adjusted Free Cash Flow / 2022A Adjusted EBITDA. These are non-GAAP measures. See slide 1 under "Non-GAAP Financial Measures" and see slides 30 and 31 for reconciliations
3) CAGR is from 2020A-2022A

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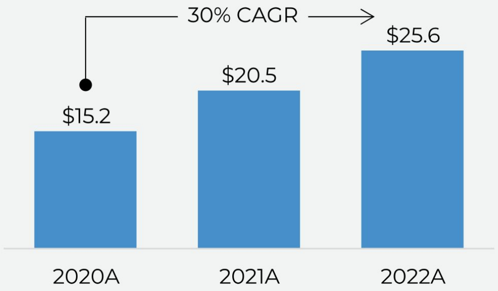
Significant Volume and Revenue Growth…

TOTAL CARD PAYMENT VOLUME ($BN)

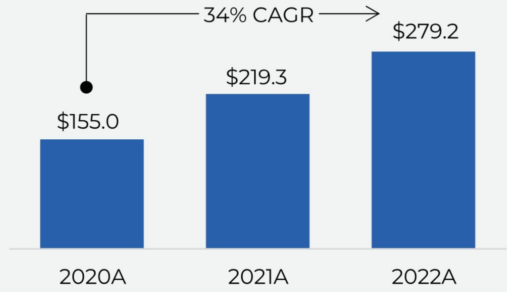
REPAY has generated strong, consistent volume growth, resulting in **~$25.6Bn** in annual card processing volume in 2022



	2020A	2021A	2022A
YoY Growth	42%	35%	25%

REVENUE ($MM)

REPAY's revenue growth has been strong, resulting in **34%** CAGR from 2020 to 2022



	2020A	2021A	2022A
YoY Growth	48%	41%	27%

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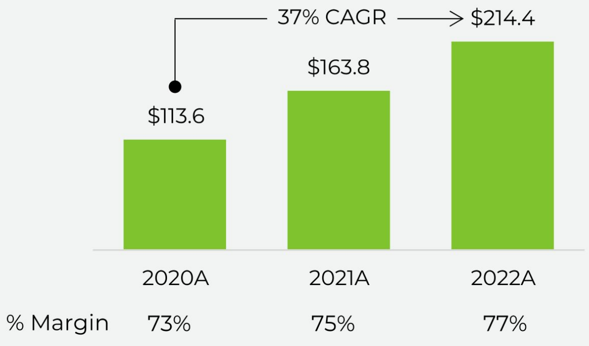
...Translating into Accelerating Profitability...

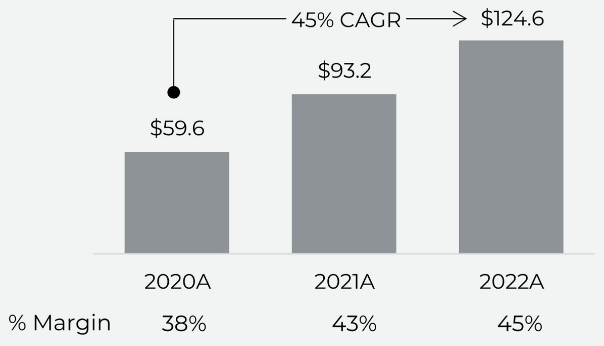
GROSS PROFIT ($MM)[1]

Gross margins are improving due to a decrease in processing costs



ADJUSTED EBITDA ($MM)[2]

Highly scalable platform with attractive margins



1) Gross profit represents revenue less costs of services
2) These are non-GAAP measures. See slide 1 under "Non-GAAP Financial Measures" and see slide 30 for reconciliation

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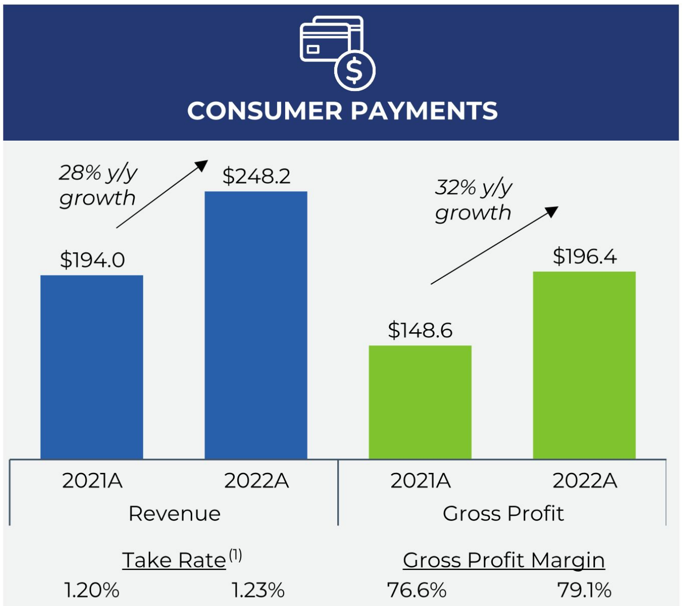
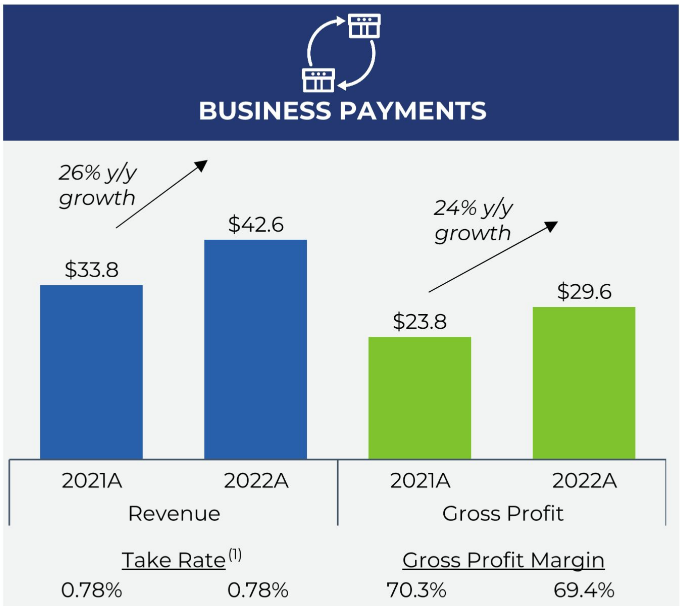
...Across Our Segments





1) Take rate represents revenue / card payment volume

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Adjusted EBITDA Reconciliation

($MM)	2020A[12]	2021A	2022A
Net Loss	**($117.4)**	**($56.0)**	**$8.7**
Interest Expense	14.4	3.7	4.4
Depreciation and Amortization[1]	60.8	89.7	107.8
Income Tax Benefit	(12.4)	(30.7)	6.2
EBITDA	**($54.5)**	**$6.6**	**$127.0**
Loss on extinguishment of debt[2]	–	5.9	–
Loss on termination of interest rate hedge[3]	–	9.1	–
Non-cash change in fair value of warrant liabilities[4]	70.8	–	–
Non-cash change in fair value of contingent consideration[5]	(2.5)	5.8	(3.3)
Non-cash impairment loss[6]		2.2	8.1
Non-cash change in fair value of assets and liabilities[7]	12.4	14.1	(66.9)
Share-based compensation expense[8]	19.4	22.3	20.5
Transaction expenses[9]	10.9	19.3	19.0
Restructuring and other strategic initiative costs[10]	1.1	4.6	7.9
Other non-recurring charges[11]	1.8	3.3	12.3
Adjusted EBITDA	**$59.6**	**$93.2**	**$124.6**

1) For the twelve months ended December 31, 2022 and 2021, reflects amortization of client relationships, non-compete agreement, software, and channel relationship intangibles acquired through the business combination with Thunder Bridge, and client relationships, non-compete agreement, and software intangibles acquired through REPAY's acquisitions of TriSource Solutions, APS Payments, Ventanex, cPayPlus, CPS Payments, BillingTree, Kontrol Payables and Payix. This adjustment excludes the amortization of other intangible assets which were acquired in the regular course of business, such as capitalized internally developed software and purchased software. For the twelve months ended December 31, 2020 reflects amortization of customer relationships, non-compete agreement, software, and channel relationship intangibles acquired through the Business Combination, and customer relationships, non-compete agreement, and software intangibles acquired through Repay Holdings, LLC's acquisitions of TriSource Solutions, APS Payments, Ventanex, cPayPlus and CPS. This adjustment excludes the amortization of other intangible assets which were acquired in the regular course of business, such as capitalized internally developed software and purchased software.
2) Reflects write-off of debt issuance costs relating to Hawk Parent's term loans.
3) Reflects realized loss of REPAY's interest rate hedging arrangement which terminated in conjunction with the repayment of Hawk Parent's term loans.
4) Reflects the mark-to-market fair value adjustments of the warrant liabilities.
5) Reflects the changes in management's estimates of future cash consideration to be paid in connection with prior acquisitions from the amount estimated as of the most recent balance sheet date.
6) For the year ended December 31, 2022, reflects impairment loss related to trade names write-off of BillingTree and Kontrol. For the year ended December 31, 2021, reflects impairment loss related to trade names write-off of TriSource, APS, Ventanex, cPayPlus and CPS.
7) Reflects the changes in management's estimates of the fair value of the liability relating to the Tax Receivable Agreement.
8) Represents compensation expense associated with equity compensation plans.
9) Primarily consists of (i) during the year ended December 31, 2022, professional service fees and other costs incurred in connection with the acquisitions of BillingTree, Kontrol Payables and Payix, (ii) during the year ended December 31, 2021, professional service fees and other costs incurred in connection with the acquisition of Ventanex, cPayPlus, CPS, BillingTree, Kontrol Payables and Payix, as well as professional service expenses related to the January 2021 equity and convertible notes offerings, and (iii) during twelve months ended December 31, 2020, professional service fees and other costs incurred in connection with the acquisition of CPS Payments, and additional transaction expenses incurred in connection with the Business Combination and the acquisitions of TriSource Solutions, APS Payments, Ventanex and cPayPlus, as well as professional service expenses related to the June 2020 and September 2020 equity offerings.
10) Reflects costs associated with reorganization of operations, consulting fees related to processing services and other operational improvements, including restructuring and integration activities related to acquired businesses, that were not in the ordinary course during the years ended December 31, 2022, 2021, and 2020. Additionally, for the year ended December 31, 2022, reflects one-time severance payments.
11) For the year ended December 31, 2022, reflects one-time settlement payments to certain clients and partners, payments made to third-parties in connection with expansion of our personnel, non-recurring acquisition bonus payments, franchise taxes and other non-income based taxes, other payments related to COVID-19, non-cash rent expense, loss on disposal of fixed assets, and reflects loss on termination of lease. For the year ended December 31, 2021, reflects one-time payments to certain clients and partners, and other payments related to COVID-19. Additionally, to be consistent with the current year presentation, for the year ended December 31, 2021, reflects payments made to third-parties in connection with expansion of our personnel and franchise taxes and other non-income based taxes. For the year ended December 31, 2020, reflects expenses incurred related to one-time accounting system and compensation plan implementation related to becoming a public company, payments made to third-parties in connection with expansion of our personnel, franchise taxes and other non-income based taxes, one-time settlement payments to certain clients, and other payments related to COVID-19.
12) Does not include adjustments of $32.6 million for the twelve months ended December 31, 2020, which were presented as pro forma adjustments in previously filed reports, for incremental depreciation and amortization recorded due to fair-value adjustments for Hawk Parent under ASC 805 as a result of Business Combination.

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Adjusted Free Cash Flow Reconciliation

($MM)	2021A	2022A
Net Cash provided by Operating Activities	**$53.3**	**$74.2**
Capital expenditures		
Cash paid for property and equipment	(2.9)	(3.2)
Cash paid for intangible assets	(20.6)	(33.6)
Total capital expenditures[1]	(23.5)	(36.8)
Free Cash Flow	**$29.8**	**$37.4**
Adjustments		
Transaction expenses[2]	19.3	19.0
Restructuring and other strategic initiative costs[3]	4.6	7.9
Other non-recurring charges[4]	3.3	12.3
Adjusted free cash flow	**$56.9**	**$76.6**
Adjusted EBITDA	**$93.2**	**$124.6**
Adjusted free cash flow conversion[5]	**61%**	**61%**

1) Excludes acquisition costs that are capitalized as channel relationships.
2) Primarily consists of (i) during the year ended December 31, 2022, professional service fees and other costs incurred in connection with the acquisitions of BillingTree, Kontrol Payables and Payix, and (ii) during the year ended December 31, 2021, professional service fees and other costs incurred in connection with the acquisition of Ventanex, cPayPlus, CPS, BillingTree, Kontrol Payables and Payix, as well as professional service expenses related to the January 2021 equity and convertible notes offerings.
3) Reflects costs associated with reorganization of operations, consulting fees related to processing services and other operational improvements, including restructuring and integration activities related to acquired businesses, that were not in the ordinary course during the years ended December 31, 2022, and 2021. Additionally, for the year ended December 31, 2022, reflects one-time severance payments.
4) For the year ended December 31, 2022, reflects one-time settlement payments to certain clients and partners, payments made to third-parties in connection with expansion of our personnel, non-recurring acquisition bonus payments, franchise taxes and other non-income based taxes, other payments related to COVID-19, non-cash rent expense, loss on disposal of fixed assets, and reflects loss on termination of lease. For the year ended December 31, 2021, reflects one-time payments to certain clients and partners, and other payments related to COVID-19. Additionally, to be consistent with the current year presentation, for the year ended December 31, 2021, reflects payments made to third-parties in connection with expansion of our personnel and franchise taxes and other non-income based taxes.
5) Represents Adjusted free cash flow / Adjusted EBITDA.

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Thank you