REPAY Confirms Receipt of Unsolicited, Non-Binding Proposal from Forager Capital Management

April 17, 2026 8:45 PM EDT

No Stockholder Action is Required at this Time

ATLANTA--(BUSINESS WIRE)--Apr. 17, 2026-- Repay Holdings Corporation (NASDAQ: RPAY) ("REPAY" or the "Company"), a leading provider of integrated payment processing solutions, today confirmed receipt of an unsolicited, non-binding proposal from Forager Capital Management, LLC ("Forager Capital"), a stockholder of the Company, to acquire the outstanding shares of the Company for $4.80 per share in cash.

REPAY's Board of Directors (the "Board"), consistent with its fiduciary duties, will review the proposal in consultation with the Company's financial and legal advisors. Stockholders are not required to take any action at this time.

J.P. Morgan Securities LLC is serving as financial advisor, and Troutman Pepper Locke LLP and Sullivan & Cromwell LLP are serving as legal counsel to REPAY.

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.

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 the Board's response and any outcomes relating to Forager Capital's unsolicited, non-binding proposal and any other statements identified by words such as "can," "may," "will," "expect," "anticipate," "estimate," "believe," "projection" or words of similar meaning. 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 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, 2025, 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: the risk that any proposed transaction may not be completed in a timely manner or at all; the inability to integrate and/or realize the benefits of the KUBRA acquisition, including expected synergies; the occurrence of any fact, event, change, development or circumstance that could give rise to the termination of the KUBRA definitive acquisition agreement; the failure to satisfy any of the conditions to the consummation of the KUBRA transaction, including the receipt of certain governmental or regulatory approvals; the risk that the financing necessary to consummate the KUBRA transaction may not be obtained, may be delayed, or may be available only on less favorable terms than anticipated; that the announcement of any proposed acquisition could disrupt REPAY's or KUBRA's relationships with customers, employees or other business partners; changes in the bill payment and payment processing markets in which REPAY and KUBRA operate, including with respect to the applicable competitive landscape, technology evolution or regulatory changes; changes in the vertical markets that REPAY or KUBRA target, including the regulatory environment applicable to those customers; risks relating to REPAY's and KUBRA's relationships within the payment ecosystem; and risks relating to data security.

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.

View source version on businesswire.com: https://www.businesswire.com/news/home/20260417336994/en/

Investor Relations Contact
ir@repay.com

Media Contact
Phil Denning and Devin Broda, ICR
Phil.Denning@icrinc.com / Devin.Broda@icrinc.com

Source: Repay Holdings Corporation