



Realtime Electronic Payments

REPAY Rejects Unsolicited Proposal from Forager Capital

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Proposal Significantly Undervalues the Company and Is Not in the Best Interest of Stockholders

ATLANTA--(BUSINESS WIRE)--May 4, 2026-- Repay Holdings Corporation (NASDAQ: RPAY) ("REPAY" or the "Company"), a leading provider of integrated payment processing solutions, today announced that its Board of Directors (the "Board") unanimously rejected the 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.

The Board, consistent with its fiduciary duties and in consultation with its financial and legal advisors, conducted a comprehensive review of Forager Capital's unsolicited, non-binding proposal. The Board unanimously determined that the proposal significantly undervalues the Company and is therefore not in stockholders' best interests.

The Board always values stockholder input, including from Forager Capital, as it evaluates opportunities that are in the best interests of the Company and its stockholders. The Company remains committed to executing its strategic plan and maximizing long-term stockholder value.

Stockholders do not need 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, any outcomes relating to Forager Capital's unsolicited, non-binding proposal, execution of the Company's strategic plan 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; the impact, cost and effect of actions by activist stockholders; the risk that our stockholder rights plan may delay, discourage or prevent a change of control or acquisition of the Company, even if such action may be considered beneficial by some stockholders; 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, evolving U.S. trade policies, 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.

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