



Realtime Electronic Payments

REPAY Announces Public Offering of Common Stock

May 26, 2020

ATLANTA--(BUSINESS WIRE)--May 26, 2020-- Repay Holdings Corporation (NASDAQ: RPAY) ("REPAY" or the "Company") announced today that it has commenced an underwritten public offering of 8,000,000 shares of REPAY's Class A common stock, subject to market and other conditions. In conjunction with the offering, the Company intends to grant to the underwriters a 30-day option to purchase up to 1,200,000 additional shares of REPAY's Class A common stock.

REPAY intends to use (i) the net proceeds from the issuance and sale of 4,000,000 shares of Class A common stock for general corporate purposes, which may include future acquisitions, satisfaction of earnout obligations from prior acquisitions and working capital and (ii) the net proceeds from the issuance and sale of 4,000,000 shares of Class A common stock (or 5,200,000 shares of Class A common stock if the underwriters exercise their option to purchase additional shares of REPAY's Class A common stock in full) to acquire an equivalent number of outstanding units representing limited liability company interests of Hawk Parent Holdings LLC owned by CC Payment Holdings, L.L.C., an entity controlled by Corsair Capital LLC and its affiliates, for cash.

Morgan Stanley & Co. LLC, Credit Suisse Securities (USA) LLC and Barclays Capital Inc. are acting as joint book-running managers for the offering and as representatives of the underwriters for the offering. SunTrust Robinson Humphrey, Inc. and William Blair & Company, L.L.C. are acting as book-runners for the offering.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make an offer, solicitation or sale in such jurisdiction. The offering will be made pursuant to a registration statement on Form S-1 (the "Registration Statement"), which has been filed with the Securities and Exchange Commission (the "SEC") but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the Registration Statement becomes effective.

The offering will be made only by means of a prospectus. A preliminary prospectus related to the offering has been filed with the SEC and is available on the SEC's website at <http://www.sec.gov>. In addition, copies of the preliminary prospectus relating to the shares of Class A common stock offered in the offering may be obtained by contacting any of the following underwriters: Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014, Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, Eleven Madison Avenue, 3rd floor, New York, NY 10010, by email at usa.prospectus@credit-suisse.com or by telephone at (800) 221-1037, Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by e-mail at barclaysprospectus@broadridge.com or by telephone at (888) 603-5847, SunTrust Robinson Humphrey, Inc., 3333 Peachtree Road NE, 9th Floor, Atlanta, GA 30326, Attention: Prospectus Department, by e-mail at sthr.prospectus@suntrust.com, or William Blair & Company, L.L.C., Attention: Prospectus Department, 150 North Riverside Plaza, Chicago, IL 60606, by e-mail at prospectus@williamblair.com or by telephone at (800) 621-0687.

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 merchants, 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 timing and terms of the offering and the proposed use of proceeds 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. Such forward-looking statements are based upon the current beliefs and expectations of our 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, including, without limitation, the factors described in REPAY's reports filed with the SEC. Actual results and the timing of events may differ materially from the results anticipated in these forward-looking statements.

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 we disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this communication.

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