



Realtime Electronic Payments

REPAY Announces Upsize and Pricing of Public Offering of Common Stock

September 10, 2020

ATLANTA--(BUSINESS WIRE)--Sep. 10, 2020-- Repay Holdings Corporation (NASDAQ: RPAY) ("REPAY" or the "Company") today announced the upsize and pricing of a previously announced registered underwritten public offering. The size of the offering has been increased from the previously announced 10,000,000 shares of its Class A common stock to 13,000,000 shares at a fixed price to the public of \$24.00. Morgan Stanley & Co. LLC is acting as the sole underwriter. The Company has granted the underwriter a 30-day option to purchase up to 1,364,816 additional shares of Class A common stock at the public offering price, less underwriting discounts and commissions.

All of the proceeds (before expenses) from the offering will be used to acquire a number of units equivalent to the number of Class A common stock sold in the offering, such units representing limited liability company interests of Hawk Parent Holdings LLC, the Company's direct subsidiary, from CC Payment Holdings, L.L.C., an entity controlled by Corsair Capital LLC and its affiliates, for cash. The completion of this transaction will increase the Company's public float of Class A common stock by 13,000,000 shares (or 14,364,816 shares if the underwriter exercises its option to purchase additional shares of Class A common stock in full). If the underwriter exercises its option to purchase additional shares in full, Corsair Capital LLC and its affiliated funds will no longer hold an equity stake in the Company.

The offering is being made pursuant to an effective shelf registration statement (including a prospectus) on Form S-3 (File No. 333-248483) previously filed with the Securities and Exchange Commission ("SEC"). Before investing, interested parties should read the prospectus and other documents filed by the Company with the SEC for information about the Company and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, a copy of the prospectus may be obtained from the underwriter at: Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of, or any solicitation of an offer to buy, these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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 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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Investor Relations Contact for REPAY:
repayIR@icrinc.com

Media Relations Contact for REPAY:
Kristen Hoyman
(404) 637-1665
khoyman@repay.com

Source: Repay Holdings Corporation