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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 10-Q**

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2025**

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number 001-38136**

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**Accel Entertainment, Inc.**

(Exact Name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**98-1350261**  
(I.R.S. Employer  
Identification No.)

140 Tower Drive  
**Burr Ridge, Illinois 60527**  
(Address of principal executive offices) (Zip Code)

**(630) 972-2235**  
(Registrant's telephone number, including area code)  
Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbols</u>	<u>Name of each exchange on which registered</u>
Class A-1 Common Stock, par value \$.0001 per share	ACEL	The New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of August 1, 2025, there were 84,293,802 shares outstanding of the registrant's Class A-1 Common Stock, par value \$.0001 per share.

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**ACCEL ENTERTAINMENT, INC.**  
**QUARTERLY REPORT ON FORM 10-Q**  
**FOR THE QUARTER ENDED JUNE 30, 2025**

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# PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS.

### ACCEL ENTERTAINMENT, INC.

#### CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (Unaudited)

(In thousands, except per share amounts)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net revenues:				
Net gaming	\$ 313,919	\$ 293,240	\$ 615,870	\$ 581,377
Amusement	5,517	5,539	11,425	11,668
Manufacturing	1,763	5,208	5,621	7,417
ATM fees and other	14,710	5,426	26,905	10,768
Total net revenues	335,909	309,413	659,821	611,230
Operating expenses:				
Cost of revenue (exclusive of depreciation and amortization expense shown below)	229,758	213,317	451,230	422,484
Cost of manufacturing goods sold (exclusive of depreciation and amortization expense shown below)	886	3,162	2,962	4,321
General and administrative	54,878	46,541	107,882	94,175
Depreciation and amortization of property and equipment	13,095	10,794	25,396	21,228
Amortization of intangible assets and route and customer acquisition costs	6,322	5,589	12,612	11,027
Other expenses, net	4,096	7,327	6,913	9,753
Total operating expenses	309,035	286,730	606,995	562,988
Operating income	26,874	22,683	52,826	48,242
Interest expense, net	8,771	8,906	17,456	17,566
Loss from unconsolidated affiliates	17	—	33	—
Loss (gain) on change in fair value of contingent earnout shares	5,734	(4,742)	3,379	(26)
Income before income tax expense	12,352	18,519	31,958	30,702
Income tax expense	5,090	3,933	10,083	8,700
Net income	\$ 7,262	\$ 14,586	\$ 21,875	\$ 22,002
Less: Net income attributed to redeemable noncontrolling interests	(53)	—	(79)	—
Net income attributable to Accel Entertainment, Inc.	\$ 7,315	\$ 14,586	\$ 21,954	\$ 22,002
Earnings per common share:				
Basic	\$ 0.09	\$ 0.17	\$ 0.26	\$ 0.26
Diluted	0.08	0.17	0.25	0.26
Weighted average number of common shares outstanding:				
Basic	85,710	83,911	85,856	84,105
Diluted	86,943	85,054	87,082	85,178
Comprehensive income				
Net income	\$ 7,262	\$ 14,586	\$ 21,875	\$ 22,002
Unrealized (loss) gain on interest rate caplets (net of income tax (benefit) expense of \$(312), \$(403), \$(738), and \$2 respectively)	(830)	(1,077)	(1,963)	4
Comprehensive income	\$ 6,432	\$ 13,509	\$ 19,912	\$ 22,006
Less: Comprehensive income attributable to redeemable noncontrolling interests	(53)	—	(79)	—
Comprehensive income attributable to Accel Entertainment, Inc.	\$ 6,485	\$ 13,509	\$ 19,991	\$ 22,006

The accompanying notes are an integral part of these condensed consolidated financial statements

**ACCEL ENTERTAINMENT, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

(In thousands, except par value and share amounts)

	June 30, 2025	December 31 2024
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 264,630	\$ 281,305
Accounts receivable, net	11,764	10,550
Prepaid expenses	8,716	8,950
Inventories	9,690	8,122
Interest rate caplets	3,644	6,342
Other current assets	11,731	10,883
<b>Total current assets</b>	<b>310,175</b>	<b>326,152</b>
Property and equipment, net	328,304	307,997
Noncurrent assets:		
Route and customer acquisition costs, net	28,594	23,258
Location contracts acquired, net	192,710	202,618
Goodwill	116,252	116,252
Other intangible assets, net	62,207	53,940
Other assets	18,014	18,181
<b>Total noncurrent assets</b>	<b>417,777</b>	<b>414,249</b>
<b>Total assets</b>	<b>\$ 1,056,256</b>	<b>\$ 1,048,398</b>
<b>Liabilities, Temporary equity, and Stockholders' equity</b>		
Current liabilities:		
Current maturities of debt	\$ 34,033	\$ 34,443
Current portion of route and customer acquisition costs payable	2,584	2,197
Accrued location gaming expense	8,952	4,734
Accrued state gaming expense	18,028	19,802
Accounts payable and other accrued expenses	37,397	41,944
Accrued compensation and related expenses	13,114	12,117
Current portion of consideration payable	3,173	3,116
<b>Total current liabilities</b>	<b>117,281</b>	<b>118,353</b>
Long-term liabilities:		
Debt, net of current maturities	561,450	560,936
Route and customer acquisition costs payable, less current portion	9,985	7,160
Consideration payable, less current portion	14,800	14,596
Contingent earnout share liability	36,482	33,103
Other long-term liabilities	7,461	7,571
Deferred income tax liability, net	44,059	47,372
<b>Total long-term liabilities</b>	<b>674,237</b>	<b>670,738</b>
Temporary equity - Redeemable noncontrolling interest	4,199	4,278
Stockholders' equity:		
Preferred Stock, par value of \$0.0001; 1,000,000 shares authorized; 0 shares issued and outstanding at June 30, 2025 and December 31, 2024	—	—
Class A-1 Common Stock, par value \$0.0001; 250,000,000 shares authorized; 96,289,273 shares issued and 84,471,410 shares outstanding at June 30, 2025; 95,865,026 shares issued and 85,670,255 shares outstanding at December 31, 2024	8	8
Additional paid-in capital	224,229	221,625
Treasury stock, at cost	(122,570)	(105,485)
Accumulated other comprehensive income	2,182	4,145
Accumulated earnings	156,690	134,736
<b>Total stockholders' equity</b>	<b>260,539</b>	<b>255,029</b>
<b>Total liabilities, temporary equity, and stockholders' equity</b>	<b>\$ 1,056,256</b>	<b>\$ 1,048,398</b>

*The accompanying notes are an integral part of these condensed consolidated financial statements*

**ACCEL ENTERTAINMENT, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**(Unaudited)**

(In thousands, except shares)

	Temporary equity - Redeemable noncontrolling interest	Class A-1 Common Stock		Additional Paid-In Capital	Treasury Stock		Accumulated Other Comprehensive Income	Accumulated Earnings	Total Stockholders' Equity
		Shares	Amount		Shares	Amount			
<b>Balance, January 1, 2025</b>	\$ 4,278	85,670,255	\$ 8	\$ 221,625	(10,194,771)	\$ (105,485)	\$ 4,145	\$ 134,736	\$ 255,029
Repurchase of common stock	—	(988,678)	—	—	(988,678)	(10,304)	—	—	(10,304)
Stock-based compensation	—	—	—	2,091	—	—	—	—	2,091
Exercise of stock-based awards, net of shares withheld	—	245,663	—	(1,254)	—	—	—	—	(1,254)
Unrealized loss on interest rate caplets, net of taxes	—	—	—	—	—	—	(1,133)	—	(1,133)
Net income	—	—	—	—	—	—	—	14,639	14,639
Net income attributable to noncontrolling interest	(26)	—	—	—	—	—	—	—	—
<b>Balance, March 31, 2025</b>	4,252	84,927,240	8	222,462	(11,183,449)	(115,789)	3,012	149,375	259,068
Repurchase of common stock	—	(634,414)	—	—	(634,414)	(6,781)	—	—	(6,781)
Stock-based compensation	—	—	—	2,789	—	—	—	—	2,789
Exercise of stock-based awards, net of shares withheld	—	178,584	—	(1,022)	—	—	—	—	(1,022)
Unrealized loss on interest rate caplets, net of taxes	—	—	—	—	—	—	(830)	—	(830)
Net income	—	—	—	—	—	—	—	7,315	7,315
Net income attributable to noncontrolling interest	(53)	—	—	—	—	—	—	—	—
<b>Balance, June 30, 2025</b>	\$ 4,199	84,471,410	\$ 8	\$ 224,229	(11,817,863)	\$ (122,570)	\$ 2,182	\$ 156,690	\$ 260,539

(In thousands, except shares)

	Temporary equity - Redeemable noncontrolling interest	Class A-1 Common Stock		Additional Paid-In Capital	Treasury Stock		Accumulated Other Comprehensive Income	Accumulated Earnings	Total Stockholders' Equity
		Shares	Amount		Shares	Amount			
<b>Balance, January 1, 2024</b>	\$ —	84,123,385	\$ 8	\$ 203,046	(10,893,575)	\$ (112,070)	\$ 7,936	\$ 99,484	\$ 198,404
Repurchase of common stock	—	(594,817)	—	—	(594,817)	(6,182)	—	—	(6,182)
Stock-based compensation	—	—	—	2,350	—	—	—	—	2,350
Exercise of stock-based awards, net of shares withheld	—	249,700	—	(940)	—	—	—	—	(940)
Unrealized gain on interest rate caplets, net of taxes	—	—	—	—	—	—	1,081	—	1,081
Net income	—	—	—	—	—	—	—	7,416	7,416
<b>Balance, March 31, 2024</b>	—	83,778,268	8	204,456	(11,488,392)	(118,252)	9,017	106,900	202,129
Repurchase of common stock	—	(905,932)	—	—	(905,932)	(9,293)	—	—	(9,293)
Stock-based compensation	—	—	—	3,235	—	—	—	—	3,235
Exercise of stock-based awards, net of shares withheld	—	85,817	—	(492)	—	—	—	—	(492)
Unrealized loss on interest rate caplets, net of taxes	—	—	—	—	—	—	(1,077)	—	(1,077)
Net income	—	—	—	—	—	—	—	14,586	14,586
<b>Balance, June 30, 2024</b>	\$ —	82,958,153	\$ 8	\$ 207,199	(12,394,324)	\$ (127,545)	\$ 7,940	\$ 121,486	\$ 209,088

*The accompanying notes are an integral part of these condensed consolidated financial statements*

**ACCEL ENTERTAINMENT, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

(In thousands)	Six Months Ended June 30,	
	2025	2024
<b>Cash flows from operating activities:</b>		
Net income	\$ 21,875	\$ 22,002
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	25,396	21,228
Amortization of intangible assets and route and customer acquisition costs	12,612	11,027
Amortization of debt issuance costs	864	904
Loss (gain) on change in fair value of contingent earnout shares	3,379	(26)
Stock-based compensation	4,880	5,585
Loss on disposal of property and equipment	258	218
Net loss on write-off of route and customer acquisition costs and route and customer acquisition costs payable	910	841
Remeasurement of contingent consideration	808	4,552
Payments on consideration payable	(481)	(1,258)
Accretion of interest on route and customer acquisition costs payable, contingent consideration, and contingent stock consideration	1,100	647
Deferred income taxes	(2,575)	(289)
Changes in operating assets and liabilities:		
Prepaid expenses, deposits and other current assets	18	(3,659)
Accounts receivable, net	(1,214)	(1,682)
Inventories	(1,548)	148
Route and customer acquisition costs	(7,475)	(6,414)
Route and customer acquisition costs payable	2,935	2,865
Accounts payable and accrued expenses	3,786	1,337
Accrued compensation and related expenses	997	(1,453)
Other assets	(1,968)	1,041
<b>Net cash provided by operating activities</b>	<b>64,557</b>	<b>57,614</b>
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(52,797)	(38,147)
Proceeds from the sale of property and equipment	1,177	330
Proceeds from the settlement of convertible notes	1,500	—
Deposits against a portion of the purchase price on a pending business acquisition	—	(9,043)
Acquisition of indefinite-lived operating license	(9,450)	—
Investment in unconsolidated affiliate	—	(5,000)
Business and asset acquisitions, net of cash acquired	(393)	(17,464)
<b>Net cash used in investing activities</b>	<b>(59,963)</b>	<b>(69,324)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from debt	64,000	47,500
Payments on debt	(64,225)	(24,750)
Payments for repurchase of common stock	(16,915)	(15,321)
Payments on interest rate caplets	(492)	(487)
Proceeds from exercise of stock-based awards	—	68
Payments on finance leases	(120)	(17)
Payments on consideration payable	(889)	(291)
Tax withholding on stock-based payments	(2,628)	(1,680)
<b>Net cash (used in) provided by financing activities</b>	<b>(21,269)</b>	<b>5,022</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(16,675)</b>	<b>(6,688)</b>
<b>Cash and cash equivalents:</b>		
Beginning of period	281,305	261,611
End of period	\$ 264,630	\$ 254,923

**ACCEL ENTERTAINMENT, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - (Continued)**  
**(Unaudited)**

(In thousands)	Six Months Ended June 30,	
	2025	2024
Supplemental disclosures of cash flow information:		
Cash payments for:		
Interest, net	\$ 16,010	\$ 15,918
Income taxes	\$ 15,523	\$ 11,214
Supplemental schedules of noncash investing and financing activities:		
Purchases of property and equipment in accounts payable and accrued liabilities	\$ 7,706	\$ 10,382
Deferred premium on interest rate caplets	\$ 583	\$ 1,571
Acquisition of businesses and assets:		
Total identifiable net assets acquired	\$ 393	\$ 19,566
Less consideration payable	—	(2,102)
Cash purchase price	<u>\$ 393</u>	<u>\$ 17,464</u>

*The accompanying notes are an integral part of these condensed consolidated financial statements*

**ACCEL ENTERTAINMENT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**Note 1. Description of Business**

Accel Entertainment, Inc. (and together with its subsidiaries, the “Company” or “Accel”) is a leading distributed gaming operator in the United States (“U.S.”), as well as a developer of brick-and-mortar casinos that serve local gaming markets and horse racing venues. The Company has operations in Illinois, Montana, Nevada, Nebraska, Georgia, Iowa, Louisiana and Pennsylvania. The Company is subject to the various regulations in the states in which it operates, as well as various other federal, state and local laws and regulations.

The Company’s business primarily consists of the installation, maintenance, operation and servicing of gaming terminals and related equipment, redemption devices that disburse winnings and contain automated teller machine (“ATM”) functionality, and amusement devices in authorized non-casino locations such as bars, restaurants, convenience stores, truck stops, and fraternal and veteran establishments as well as casinos and horse racing venues. The Company also operates stand-alone ATMs in gaming and non-gaming locations and designs and manufactures gaming terminals and related equipment.

**Note 2. Summary of Significant Accounting Policies**

**Basis of presentation and preparation:** The condensed consolidated financial statements and accompanying notes were prepared in conformity with U.S. generally accepted accounting principles (“GAAP”) and the rules and regulations of the Securities and Exchange Commission (“SEC”). The condensed consolidated financial statements include the accounts of the Company and of its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. In the opinion of management, the condensed consolidated financial statements include all recurring adjustments and normal accruals necessary for a fair presentation of the Company’s financial position, results of operations and cash flows for the dates and periods presented. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the related notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024 (the “Form 10-K”). In preparing our condensed consolidated financial statements, we applied the same significant accounting policies as described in Note 2 to the consolidated financial statements in the Form 10-K. Any significant changes to those accounting policies are discussed below. Interim results are not necessarily indicative of results for a full year.

**Use of estimates:** The preparation of the condensed consolidated financial statements requires management to make estimates and assumptions that affect i) the reported amounts of assets and liabilities, ii) disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and iii) the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates used by the Company include, among other things, the useful lives for depreciable and amortizable assets, income tax provisions, the evaluation of the future realization of deferred tax assets, projected cash flows in assessing the initial valuation of intangible assets in conjunction with business and asset acquisitions, the selection of useful lives for depreciable and amortizable assets in conjunction with business and asset acquisitions, the valuation of level 3 investments, the valuation of contingent earnout shares, the valuation of interest rate caplets, contingencies, and the expected term of share-based compensation awards and stock price volatility when computing stock-based compensation expense. Actual results may differ from those estimates.



**Accel Entertainment, Inc. and Subsidiaries**

Notes to Condensed Consolidated Financial Statements — (Continued)

**Equity method investments:** In the normal course of business, the Company makes investments in companies that will allow it to expand the Company's core business and enter new markets. In certain instances, such investments with less than 100% ownership may be considered a variable interest entity ("VIE"). The Company's management assesses whether it has the power to direct activities that most significantly impact the economic performance of the entity and has an obligation to absorb losses or the right to receive benefits from the entity. The activities that the Company believes most significantly impact the economic performance of its VIEs include the unilateral ability to approve the annual budget, to terminate key management and to approve entering into agreements with providers, among others. If the Company determines it has an investment in a VIE, the next step is to determine whether the Company is the primary beneficiary of the VIE, which would require the Company to consolidate the investment. In assessing whether it has a controlling financial interest, the Company's management assesses, among other factors, the Company's risk of loss, its investment percentage and its ability to control the operations of the investment. If the Company determines it is not the primary beneficiary, it will account for the investment under the equity method of accounting.

The Company accounts for its investments in unconsolidated affiliates, which do not meet the controlling financial interest consolidation criteria of the authoritative accounting guidance for VIEs, under the equity method of accounting. Under the equity method of accounting, the Company records its share of net income or loss from equity method investments within (income) loss from unconsolidated affiliates in the condensed consolidated statements of operations and comprehensive income based on the most recently available financials after a lag of one quarter. The Company also adjusts the carrying value of its investments in unconsolidated affiliates based on its share of net income or loss from equity method investments.

On June 17, 2024, the Company invested \$5.0 million in HBC Gaming LLC ("HBC"), in exchange for a 5% equity interest. HBC is a local entertainment company based in Hampton, New Hampshire that specializes in providing a variety of gaming services to its customers. The Company's 5% investment qualifies for equity method accounting. The Company recorded its initial investment of \$5.0 million within other assets on the condensed consolidated balance sheets. The Company also has obligations to fund additional equity investments in the event certain construction and development milestones are met in an amount up to 10% ownership of HBC, on an undiluted basis, at an additional cost of up to \$6.5 million.

The Company recorded a loss from unconsolidated affiliates of less than \$0.1 million for the three and six months ended June 30, 2025.

**Revenue recognition:** The Company primarily generates revenues from the following types of services: gaming terminals, amusements, and ATMs. The Company also generates manufacturing revenue from the sale of gaming terminals and associated software, as well as revenue from its casino & racing operations. Revenue is disaggregated by type of revenue and is presented on the face of the condensed consolidated statements of operations and comprehensive income.

**Accel Entertainment, Inc. and Subsidiaries**

## Notes to Condensed Consolidated Financial Statements — (Continued)

Total net revenues for the three and six months ended June 30, 2025 and 2024 is disaggregated in the following table by the primary states in which the Company operates.

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
<b>Net revenues by state:</b>				
Illinois	\$ 245,434	\$ 227,093	\$ 478,913	\$ 451,956
Montana	40,107	42,583	81,243	80,724
Nevada	27,078	29,322	54,695	58,531
Louisiana	9,630	—	18,655	—
Nebraska	7,881	6,249	15,111	12,083
Georgia	4,814	3,137	9,139	5,761
Other	965	1,029	2,065	2,175
Total net revenues	<u>\$ 335,909</u>	<u>\$ 309,413</u>	<u>\$ 659,821</u>	<u>\$ 611,230</u>

**Recent accounting pronouncements:** In May 2025, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2025-03, *Business Combinations (Topic 805) and Consolidation (Topic 810): Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity*, which provides enhanced comparability of financial statements across entities engaging in acquisition transactions effected primarily by exchanging equity interests when the legal acquiree meets the definition of a business. The ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within those annual reporting periods. Entities must adopt the changes prospectively to any acquisition transaction that occurs after the initial application date. The Company is currently evaluating the potential effect that this ASU will have on its financial statement disclosures.

In May 2025, the FASB issued ASU 2025-04, *Compensation—Stock Compensation (Topic 718) and Revenue from Contracts with Customers (Topic 606): Clarifications to Share-Based Consideration Payable to a Customer*, which provides enhanced definitions and treatment of share-based consideration payable to a customer (including share-based consideration payable to other parties that purchase the grantor’s goods or services from the grantor’s customers) with a service condition. The ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within those annual reporting periods. Entities must adopt the changes either 1) modified retrospectively to financial statements issued for reporting periods after the effective date of this update or 2) retrospectively to any or all prior periods presented in the financial statements. The Company is currently evaluating the potential effect that this ASU will have on its financial statement disclosures.

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which requires public entities to disclose information about certain costs and expenses. The amendments in this ASU improve financial reporting by requiring additional disclosure of information and specific expense categories in the notes to the financial statements at interim and annual periods. The ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027. Entities must adopt the changes either 1) prospectively to financial statements issued for reporting periods after the effective date of this update or 2) retrospectively to any or all prior periods presented in the financial statements. The Company is currently evaluating the potential effect that this ASU will have on its financial statement disclosures.

In November 2024, the FASB issued ASU 2024-04, *Debt - Debt with Conversion and Other Options (Subtopic 470-20): Induced Conversion of Convertible Debt Instruments*, which requires public entities that settle convertible debt instruments for which the conversion privileges were changed to induce conversion and enhances current guidance on induced conversions applies only to conversions that include the issuance of all equity securities issuable pursuant to the conversion privileges provided in the terms of the debt at issuance. The ASU is effective for fiscal years beginning after December 15, 2025, and interim periods within

**Accel Entertainment, Inc. and Subsidiaries**

## Notes to Condensed Consolidated Financial Statements — (Continued)

annual reporting periods. Entities must adopt the changes either (1) prospectively to financial statements issued for reporting periods after the effective date of this update or (2) retrospectively to any or all prior periods presented in the financial statements. The Company is currently evaluating the potential effect that this ASU will have on its financial statement disclosures.

On December 14, 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The ASU requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid disaggregated by jurisdiction. The new requirements will be effective for annual periods beginning after December 15, 2024, and will be applied on a prospective basis with the option to apply the standard retrospectively. The Company is currently evaluating the potential effect that this ASU will have on its financial statement disclosures.

Other recently issued accounting standards or pronouncements have been excluded because they are either not relevant to the Company, or are not expected to have, or did not have, a material effect on its condensed consolidated financial statements.

**Note 3. Inventories**

Inventories consist of the following as of June 30, 2025 and December 31, 2024 (in thousands):

	June 30, 2025	December 31, 2024
Raw materials and manufacturing supplies	\$ 7,282	\$ 6,113
Finished products	2,408	2,009
Total inventories	<u>\$ 9,690</u>	<u>\$ 8,122</u>

As of June 30, 2025 and December 31, 2024, no write down of inventory was determined necessary.

**Note 4. Investment in Convertible Notes**

On May 31, 2023, the Company and Gold Rush Amusements, Inc. ("Gold Rush"), another terminal operator in Illinois, entered into a settlement agreement which resolved any and all lawsuits and all outstanding obligations under the Company's investment in Gold Rush's convertible notes. The Company received the remaining \$1.5 million due under the settlement agreement in April 2025.

**Accel Entertainment, Inc. and Subsidiaries**

Notes to Condensed Consolidated Financial Statements — (Continued)

**Note 5. Property and Equipment**

Property and equipment consist of the following as of June 30, 2025, and December 31, 2024 (in thousands):

	June 30, 2025	December 31, 2024
Gaming terminals, software and equipment	\$ 439,226	\$ 415,003
Amusement, ATM and other equipment	29,148	29,174
Office equipment and furniture	6,875	4,281
Computer equipment and software	25,888	23,136
Leasehold improvements	10,719	10,151
Vehicles	22,728	22,974
Buildings and improvements	44,679	30,105
Land	7,718	7,718
Construction in progress	2,449	4,453
Total property and equipment	589,430	546,995
Less accumulated depreciation and amortization	(261,126)	(238,998)
Total property and equipment, net	\$ 328,304	\$ 307,997

Depreciation and amortization of property and equipment was \$13.1 million and \$25.4 million for the three and six months ended June 30, 2025, respectively. In comparison, depreciation and amortization of property and equipment was \$10.8 million and \$21.2 million for the three and six months ended June 30, 2024, respectively.

**Note 6. Route and Customer Acquisition Costs**

The Company enters into contracts with third parties and its gaming locations to install and operate gaming terminals. Payments are due when gaming operations commence and then on a periodic basis for a specified period of time thereafter. Gross payments due, based on the number of live locations, were approximately \$15.1 million and \$11.2 million as of June 30, 2025 and December 31, 2024, respectively. Payments are due over varying terms of the individual agreements and are discounted at the Company's incremental borrowing rate associated with its long-term debt at the time the contract is acquired. The net present value of payments due was \$12.6 million and \$9.4 million as of June 30, 2025 and December 31, 2024, respectively, of which approximately \$2.6 million and \$2.2 million was included in current liabilities in the accompanying condensed consolidated balance sheets as of June 30, 2025 and December 31, 2024, respectively. The route and customer acquisition cost asset was comprised of upfront payments made on the contracts of \$28.1 million and \$22.3 million as of June 30, 2025 and December 31, 2024, respectively. The Company has upfront payments of commissions paid to the third parties for the acquisition of the customer contracts that are subject to a clawback provision if the customer cancels the contract prior to completion. The payments subject to a clawback were \$3.6 million and \$1.2 million as of June 30, 2025 and December 31, 2024, respectively.

Route and customer acquisition costs consisted of the following as of June 30, 2025 and December 31, 2024 (in thousands):

	June 30, 2025	December 31, 2024
Cost	\$ 45,114	\$ 39,204
Accumulated amortization	(16,520)	(15,946)
Route and customer acquisition costs, net	\$ 28,594	\$ 23,258

Amortization expense of route and customer acquisition costs was \$0.7 million and \$1.3 million for the three and six months ended June 30, 2025, respectively. In comparison, amortization expense of route and customer costs was \$0.6 million and \$1.1 million for the three and six months ended June 30, 2024, respectively.

**Accel Entertainment, Inc. and Subsidiaries**

Notes to Condensed Consolidated Financial Statements — (Continued)

**Note 7. Location Contracts Acquired**

Location contract assets acquired in business acquisitions are recorded at fair value based on an income approach. Location contracts acquired consisted of the following as of June 30, 2025 and December 31, 2024 (in thousands):

	June 30, 2025	December 31, 2024
Cost	\$ 331,195	\$ 330,903
Accumulated amortization	(138,485)	(128,285)
Location contracts acquired, net	\$ 192,710	\$ 202,618

Amortization expense of location contracts acquired was \$5.0 million and \$10.1 million for the three and six months ended June 30, 2025, respectively. In comparison, amortization expense for location contracts acquired was \$4.4 million and \$8.7 million for the three and six months ended June 30, 2024, respectively.

**Note 8. Goodwill and Other Intangible Assets**

The Company had goodwill of \$116.3 million as of both June 30, 2025 and December 31, 2024, respectively, of which \$37.2 million was deductible for tax purposes as of June 30, 2025.

Goodwill is tested for impairment annually or when triggering events occur. There were no indicators of impairment of goodwill as of June 30, 2025.

**Other intangible assets**

Other intangible assets, net consist of definite-lived trade names, customer relationships, software applications and indefinite-lived operating licenses. Other intangible assets are amortized over their estimated 7 to 20-year useful lives.

Other intangible assets consist of the following as of June 30, 2025 and December 31, 2024 (in thousands):

		June 30, 2025			December 31, 2024		
	Amortization Period	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer Relationships	7 years	\$ 6,800	\$ (3,718)	\$ 3,082	\$ 6,800	\$ (3,325)	\$ 3,475
Software Applications	8 years	7,800	(3,006)	4,794	7,800	(2,519)	5,281
Trade Names	20 years	11,700	(1,568)	10,132	11,700	(1,265)	10,435
Operating Licenses	Indefinite	44,199	N/A	44,199	34,749	N/A	34,749
		\$ 70,499	\$ (8,292)	\$ 62,207	\$ 61,049	\$ (7,109)	\$ 53,940

Amortization expense of other intangible assets was \$0.6 million and \$1.2 million for both the three and six months ended June 30, 2025, and 2024, respectively.

In May 2025, a one-time payment of \$9.5 million was required to open the casino at Fairmount Park - Casino & Racing (“Fairmount”). This payment, which represents a one-time gaming license fee to register the gaming positions in the casino, was recorded as an indefinite-lived operating license.

Indefinite-lived intangibles are tested for impairment annually or when triggering events occur. There were no indicators of impairment of indefinite-lived intangibles as of June 30, 2025.

**Accel Entertainment, Inc. and Subsidiaries**

Notes to Condensed Consolidated Financial Statements — (Continued)

**Note 9. Debt**

The Company's debt as of June 30, 2025 and December 31, 2024, consisted of the following (in thousands):

	June 30, 2025	December 31, 2024
Senior Secured Credit Facility:		
Revolving credit facility	\$ 23,000	\$ 6,500
Term Loan	284,375	293,125
Delayed Draw Term Loan	289,775	297,750
Total borrowings	597,150	597,375
Add: Remaining premium on interest rate caplets financed as debt	583	1,076
Total debt	597,733	598,451
Less: Debt issuance costs	(2,250)	(3,072)
Total debt, net of debt issuance costs	595,483	595,379
Less: Current maturities	(34,033)	(34,443)
Total debt, net of current maturities	\$ 561,450	\$ 560,936

As of June 30, 2025, the weighted-average interest rate on the Company's borrowings was approximately 6.5%.

*Interest rate caplets*

The Company manages its exposure to some of its interest rate risk through the use of interest rate caplets, which are derivative financial instruments. On January 12, 2022, the Company hedged the variability of the cash flows attributable to changes in the 1-month Secured Overnight Financing Rate ("SOFR") interest rates on the first \$300 million of the term loan under the Company's existing credit agreement, as amended, by entering into a 4-year series of 48 deferred premium caplets ("caplets"), which are set to expire in January 2026.

The Company recognized an unrealized loss, net of taxes, on the change in fair value of the caplets of \$0.8 million and \$2.0 million for the three and six months ended June 30, 2025, respectively. In comparison, the Company recognized an unrealized loss, net of taxes, of \$1.1 million and an unrealized gain of less than \$0.1 million for the three and six months ended June 30, 2024, respectively. For more information on how the Company determines the fair value of the caplets, see Note 12. The Company also recognized interest income on the caplets of \$1.8 million and \$3.6 million for the three and six months ended June 30, 2025, respectively. In comparison, the Company recognized interest income on the caplets of \$2.5 million and \$5.1 million for the three and six months ended June 30, 2024, respectively. These amounts are reflected in interest expense, net in the condensed consolidated statements of operations and other comprehensive income.

**Accel Entertainment, Inc. and Subsidiaries**

Notes to Condensed Consolidated Financial Statements — (Continued)

**Note 10. Business Acquisitions**

2024 Business Acquisitions

*Randy's*

On December 23, 2024, the Company completed its acquisition of certain assets of Randy's Vending ("Randy's"), an Illinois-based operator, for a total consideration transferred of \$0.3 million, which included i) \$0.1 million in cash at closing and ii) contingent purchase consideration with an estimated fair value of \$0.2 million. The acquisition was accounted for as an asset acquisition in accordance with Topic 805. The purchase price was allocated to the following assets: i) amusement equipment totaling less than \$0.1 million and ii) location contracts totaling \$0.2 million. The results of operations for Randy's are included in the condensed consolidated financial statements of the Company from the date of acquisition and were not material.

*Fairmount*

On December 2, 2024, the Company completed its acquisition of Fairmount in Collinsville, Illinois, for total stock consideration of approximately \$40.5 million. Consideration transferred was approximately 3.5 million shares of the Company's Class A-1 common stock and the value was based on a prior twenty-day trailing weighted average close price. The acquisition was accounted for as a business combination in accordance with Topic 805. The purchase price has been preliminarily allocated to the tangible assets and identifiable intangible assets acquired and liabilities assumed based upon their estimated fair values. The areas of the purchase price allocation that are not yet finalized are primarily related to the final adjustments to working capital. The excess of the purchase price over the tangible and intangible assets acquired and liabilities assumed of \$12.0 million has been recorded as goodwill. The Fairmount acquisition resulted in recorded goodwill as a result of a higher consideration paid driven by the maturity of Fairmount's operations, industry and workforce. While management has integrated certain operations of Fairmount into its existing business structure, Fairmount is its own operating segment, casino and racing.

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## Notes to Condensed Consolidated Financial Statements — (Continued)

The following table summarizes the fair value of consideration transferred and the fair values of the assets acquired and liabilities assumed at the date of acquisition (in thousands):

Fair value of treasury stock issued	\$	40,472
Cash and cash equivalents	\$	858
Accounts receivable, net		1,477
Inventory		60
Prepaid expenses		575
Property and equipment, net		11,788
Location contracts acquired, net		17,600
Other intangible assets, net		8,600
Other assets		356
Accounts payable and other accrued expenses		(3,267)
Other long-term liabilities		(340)
Deferred income tax liability, net		(9,206)
Net assets acquired		28,501
Goodwill	\$	11,971

The results of operations for Fairmount are included in the condensed consolidated financial statements of the Company from the date of acquisition. Fairmount's results of operations included revenue of \$15.4 million and a net loss of \$3.3 million for the six months ended June 30, 2025. The unaudited pro forma revenue and net income of Fairmount, as if this acquisition had occurred as of the beginning of the fiscal year prior to the fiscal year of acquisition, is not material to the condensed consolidated results of the Company for the six months ended June 30, 2025.

*Bayou*

On November 21, 2024, the Company completed its acquisition of Bayou Gaming, Inc. ("Bayou"), a Louisiana-based operator and owner of multiple licensed video poker establishments, for a total purchase price of \$0.5 million, which the Company paid in cash at closing. The acquisition was accounted for as an asset acquisition in accordance with Topic 805. The purchase price was allocated to the following assets: i) gaming and amusement equipment totaling \$0.1 million and ii) location contracts totaling \$0.4 million. The results of operations for Bayou are included in the condensed consolidated financial statements of the Company from the date of acquisition and were not material.

*Pelican*

On November 21, 2024, the Company completed its acquisition of Pelican State Gaming, Inc. ("Pelican"), a Louisiana-based operator and owner of multiple licensed video poker establishments, for a total consideration of \$1.8 million, which included i) \$1.5 million paid in cash at closing and ii) contingent purchase consideration with an estimated fair value of \$0.3 million. The acquisition was accounted for as an asset acquisition in accordance with Topic 805. The purchase price was allocated to the following assets: i) gaming and amusement assets totaling \$0.3 million and ii) location contracts totaling \$1.5 million. The results of operations for Pelican are included in the condensed consolidated financial statements of the Company from the date of acquisition and were not material.



**Accel Entertainment, Inc. and Subsidiaries**

Notes to Condensed Consolidated Financial Statements — (Continued)

*Xtreme*

On November 1, 2024, the Company completed its acquisition of certain assets of Xtreme ATM of Louisiana LLC, (“Xtreme”) for a total purchase price of \$1.5 million, which the Company paid in cash at closing. The acquisition was accounted for as an asset acquisition in accordance with Topic 805. The purchase price was allocated to the following assets: i) location contract assets totaling \$1.4 million and ii) redemption equipment totaling less than \$0.1 million. The results of operations for Xtreme are included in the condensed consolidated financial statements of the Company from the date of acquisition and were not material.

*Toucan Gaming*

On November 1, 2024, the Company completed its acquisition of 85% of the ownership interests in both Toucan Gaming, LLC and LSM Gaming, LLC (collectively, “Toucan Gaming”) for a total cash consideration of \$41.6 million, of which \$38.3 million was paid in cash (including \$4.6 million that was paid in the prior year as an advance on the purchase price) and the remaining \$3.3 million was recorded as consideration payable. The acquisition was accounted for as a business combination in accordance with Topic 805. The purchase price has been preliminarily allocated to the tangible assets and identifiable intangible assets acquired and liabilities assumed based upon their estimated fair values. The areas of the purchase price allocation that are not yet finalized are primarily related to the final adjustments to working capital. The excess of the purchase price over the tangible and intangible assets acquired and liabilities assumed of \$2.1 million has been recorded as goodwill. The Toucan Gaming acquisition resulted in recorded goodwill as a result of a higher consideration paid driven by the maturity and quality of Toucan Gaming’s operations, industry and workforce. Management integrated Toucan Gaming into its existing business structure, which is comprised of a single reporting unit.

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## Notes to Condensed Consolidated Financial Statements — (Continued)

The following table summarizes the fair value of consideration transferred and the fair values of the assets acquired and liabilities assumed at the date of acquisition (in thousands):

Cash paid	\$	38,253
Consideration payable		3,348
Total consideration	\$	41,601
Cash and cash equivalents	\$	1,816
Accounts receivable, net		618
Inventories		38
Other current assets		29
Property and equipment, net		11,625
Location contracts acquired, net		9,200
Other intangible assets, net		22,300
Deferred income tax asset		767
Other assets		1,194
Accounts payable and other accrued expenses		(3,122)
Current maturities of debt		(60)
Debt, net of current maturities		(520)
Other long-term liabilities		(175)
Temporary equity - redeemable noncontrolling interest		(4,239)
Net assets acquired		39,471
Goodwill	\$	2,130

The results of operations for Toucan Gaming are included in the condensed consolidated financial statements of the Company from the date of acquisition. Toucan Gaming's results of operations included revenue of \$18.7 million and a net loss of \$0.7 million for the six months ended June 30, 2025. The unaudited pro forma revenue and net income of Toucan Gaming, as if this acquisition had occurred as of the beginning of the fiscal year prior to the fiscal year of acquisition, is not material to the condensed consolidated results of the Company for the six months ended June 30, 2025.

*24th Street Station*

On September 19, 2024, the Company completed its acquisition of 24th Street Station for a total purchase price of \$0.8 million, which the Company paid in cash at closing. The acquisition was accounted for as a business combination in accordance with Topic 805. The purchase price was allocated to the following assets: i) indefinite-lived intangible assets totaling \$0.7 million and ii) goodwill totaling \$0.1 million. The results of operations for the 24th Street Station are included in the condensed consolidated financial statements of the Company from the date of acquisition and were not material.

*Lucky 7s*

On September 19, 2024, the Company completed its acquisition of Lucky 7s for a total purchase price of \$0.8 million, which the Company paid in cash at closing. The acquisition was accounted for as a business combination in accordance with Topic 805. The purchase price was allocated to the following assets: i) indefinite-lived intangible assets totaling \$0.7 million and ii) goodwill totaling \$0.1 million. The results of operations for Lucky 7s are included in the condensed consolidated financial statements of the Company from the date of acquisition and were not material.

**Accel Entertainment, Inc. and Subsidiaries**

## Notes to Condensed Consolidated Financial Statements — (Continued)

*Jorgenson's Lounge*

On June 26, 2024, the Company acquired Jorgenson's Lounge for a total purchase price of \$1.1 million, which the Company paid in cash at closing. The acquisition was accounted for as a business combination in accordance with Topic 805. The purchase price was allocated to the following assets: i) indefinite-lived intangible assets totaling \$0.8 million and ii) goodwill totaling \$0.3 million. The results of operations for Jorgenson's Lounge are included in the condensed consolidated financial statements of the Company from the date of acquisition and were not material.

*Illinois Gaming Entertainment*

On May 1, 2024, the Company acquired certain assets of Illinois Gaming Entertainment LLC ("IGE"), an Illinois-based terminal operator. The Company acquired 16 operational locations, as well as gaming equipment. The acquisition was accounted for as an asset acquisition in accordance with Topic 805. The aggregate purchase consideration transferred totaled \$13.5 million, which included i) \$11.4 million in cash at closing and ii) contingent purchase consideration with an estimated fair value of \$2.1 million. The contingent purchase consideration represents three installments of \$0.6 million which are due on the first, second and third anniversary of the acquisition with \$0.7 million due on the fourth anniversary of the acquisition. All payments are subject to the acquired locations still being in operation on the respective anniversary dates. The first installment payment of \$0.6 million was made in May 2025. The present value of the consideration payable was \$2.1 million as of December 31, 2024 and is recorded in consideration payable on the condensed consolidated balance sheets. The aggregate purchase consideration of \$13.5 million was allocated to the following assets: i) location contracts totaling \$11.6 million, ii) gaming equipment totaling \$1.6 million and iii) redemption equipment totaling \$0.3 million. The results of operations for IGE are included in the condensed consolidated financial statements of the Company from the date of acquisition and were not material.

*Great Lakes Vending*

On February 22, 2024, the Company acquired certain assets of Great Lakes Vending Corporation ("GLV"), an Illinois-based terminal operator. The Company acquired one operational location, as well as gaming and redemption terminal equipment. The acquisition was accounted for as an asset acquisition in accordance with Topic 805. The total purchase price was approximately \$1.3 million, which the Company paid in cash at closing. The total purchase price of \$1.3 million was allocated to the following assets: i) location contracts totaling \$1.2 million and ii) gaming and redemption equipment totaling \$0.1 million. The results of operations for GLV are included in the condensed consolidated financial statements of the Company from the date of acquisition and were not material.

*Doc & Eddy's*

On January 10, 2024, the Company acquired Doc & Eddy's West ("D&E"), a hospitality operation in Montana. The acquisition was accounted for as an asset acquisition in accordance with Topic 805. The total purchase price was approximately \$2.3 million, which the Company paid in cash at closing, and was allocated to the following assets: i) buildings totaling \$1.0 million, ii) indefinite long-lived assets totaling \$0.9 million and iii) land totaling \$0.4 million. The results of operations for D&E are included in the condensed consolidated financial statements of the Company from the date of acquisition and were not material.

Consideration Payable

The Company has a contingent consideration payable related to certain locations, as defined in each respective acquisition agreement, which are placed into operation during a specified period after the acquisition date. The fair value of contingent consideration is included in consideration payable on the condensed consolidated balance sheets as of June 30, 2025 and December 31, 2024. The contingent consideration accrued is measured at fair value on a recurring basis. The Company presents on its condensed consolidated statement of cash flows, payments for consideration payable within 90-days in investing activities,

**Accel Entertainment, Inc. and Subsidiaries**

## Notes to Condensed Consolidated Financial Statements — (Continued)

payments after 90-days and up to the acquisition date fair value in financing activities, and payments in excess of the acquisition date fair value in operating activities.

Current and long-term portions of consideration payable consist of the following as of June 30, 2025 and December 31, 2024 (in thousands):

	June 30, 2025		December 31, 2024	
	Current	Long-Term	Current	Long-Term
Fair Share Gaming*	1,031	6,296	969	5,493
Skyhigh*	548	4,172	563	4,264
IVSM*	97	90	94	187
IGE	565	1,098	586	1,605
Island*	100	—	100	—
Randy's	170	—	165	—
Toucan Gaming	490	2,983	474	2,892
Pelican	172	161	165	155
Total	<u>\$ 3,173</u>	<u>\$ 14,800</u>	<u>\$ 3,116</u>	<u>\$ 14,596</u>

\* Acquisitions that occurred prior to 2024.

**Note 11. Contingent Earnout Share Liability**

Pursuant to the terms of the Company's Amended and Restated Certificate of Incorporation, the Company authorized and has available for issuance 10,000,000 shares of Class A-2 common stock. The holders of the Class A-2 common stock do not have voting rights and are not entitled to receive or participate in any dividends or distributions when and if declared from time to time. The Company concluded that the Class A-2 common stock should be reflected as a contingent earnout share liability due to the fact that such shares are not entitled to dividends, voting rights, or a stake in the Company in the case of liquidation. The contingent earnout share liability is recorded at fair value. For more information on how the fair value is determined, see Note 12.

In 2019, 5,000,000 shares of Class A-2 common stock were issued, subject to the conditions set forth in a restricted stock agreement (the "Restricted Stock Agreement"), which sets forth the terms upon which the Class A-2 common stock will be exchanged for an equal number of validly issued, fully paid and non-assessable Class A-1 common stock. The exchange of Class A-2 common stock for Class A-1 common stock will be subject to the terms and conditions set forth in the Restricted Stock Agreement, with such exchanges occurring in three separate tranches upon the satisfaction of the specified triggers, based on the closing sale price of Class A-1 common stock exceeding certain prices over certain trading periods.

In 2020, the market condition for the settlement of Tranche I was satisfied. As a result, 1,666,636 shares of the 1,666,666 shares of Tranche I Class A-2 common stock were converted into Class A-1 common stock.

The market conditions for the remaining two Tranches are as follows:

- Tranche II, equal to 1,666,667 shares of Class A-2 common stock, will be exchanged for Class A-1 common stock if the closing sale price of Class A-1 common stock on the New York Stock Exchange ("NYSE") equals or exceeds \$14.00 for at least twenty trading days in any consecutive thirty trading day period; and
- Tranche III, equal to 1,666,667 shares of Class A-2 common stock, will be exchanged for Class A-1 common stock if the closing sale price of Class A-1 common stock on the NYSE equals or exceeds \$16.00 for at least twenty trading days in any consecutive thirty trading day period.

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Notes to Condensed Consolidated Financial Statements — (Continued)

**Note 12. Fair Value Measurements**

ASC Topic 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value and the corresponding disclosure requirements around fair value measurements. This topic applies to all financial instruments that are being measured and reported on a fair value basis.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, various methods, including market, income and cost approaches, are used. Based on these approaches, certain assumptions are utilized that the market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable inputs. Valuation techniques are utilized that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observability of the inputs used in the valuation techniques, it is required to provide information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1: Valuations for assets and liabilities traded in active exchange markets, such as the NYSE. Level 1 also includes U.S. Treasury and federal agency securities and federal agency mortgage-backed securities, which are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2: Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third-party pricing services for identical or similar assets or liabilities.

Level 3: Valuations for assets and liabilities that are derived from other valuation methodologies, including option pricing models, discounted cash flow models and similar techniques, and not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities.

*Assets measured at fair value*

The following tables summarize the Company's assets that are measured at fair value on a recurring basis (in thousands):

		Fair Value Measurement at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	June 30, 2025			
Assets:				
Interest rate caplets	3,644	—	3,644	—

		Fair Value Measurement at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	December 31, 2024			
Assets:				
Interest rate caplets	6,821	—	6,821	—

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## Notes to Condensed Consolidated Financial Statements — (Continued)

*Interest rate caplets*

The Company determines the fair value of the interest rate caplets using quotes that are based on models whose inputs are observable SOFR forward interest rate curves. The valuation of the interest rate caplets is considered to be a Level 2 fair value measurement as the significant inputs are observable. Unrealized changes in the fair value of the interest rate caplets are classified within other comprehensive income on the accompanying condensed consolidated statements of operations and comprehensive income. Realized gains on the interest rate caplets are recorded to interest expense, net on the accompanying condensed consolidated statements of operations and comprehensive income and included within cash payments for interest, net on the condensed consolidated statements of cash flow.

*Liabilities measured at fair value*

The following tables summarizes the Company's liabilities that are measured at fair value on a recurring basis (in thousands):

		Fair Value Measurement at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	June 30, 2025			
Liabilities:				
Contingent consideration	\$ 14,171	\$ —	\$ —	\$ 14,171
Contingent earnout shares	36,482	—	36,482	—
Total	<u>\$ 50,653</u>	<u>\$ —</u>	<u>\$ 36,482</u>	<u>\$ 14,171</u>

		Fair Value Measurement at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	December 31, 2024			
Liabilities:				
Contingent consideration	\$ 13,928	\$ —	\$ —	\$ 13,928
Contingent earnout shares	33,103	—	33,103	—
Total	<u>\$ 47,031</u>	<u>\$ —</u>	<u>\$ 33,103</u>	<u>\$ 13,928</u>

*Contingent Consideration*

The Company uses a discounted cash flow analysis to determine the value of contingent consideration upon acquisition and updates this estimate on a recurring basis. The significant assumptions used in the Company's cash flow analysis includes the probability adjusted projected revenues after state taxes, a discount rate as applicable to each acquisition, and the estimated number of locations that “go live” with the Company during the contingent consideration period. The valuation of the Company's contingent consideration is considered to be a Level 3 fair value measurement as the significant inputs are unobservable and require significant judgment or estimation. Changes in the fair value of contingent consideration liabilities are classified within other expenses, net on the accompanying condensed consolidated statements of operations and comprehensive income.

*Contingent earnout shares*

The Company determined the fair value of the contingent earnout shares based on the market price of the Company's Class A-1 common stock. The liability, by tranche, is then stated at present value based on i) an interest rate derived from the Company's borrowing rate and the applicable risk-free rate and ii) an estimate on when it expects the contingent earnout shares to convert to Class A-1 common stock. The valuation of the Company's contingent consideration is considered to be a Level 2 fair

**Accel Entertainment, Inc. and Subsidiaries**

Notes to Condensed Consolidated Financial Statements — (Continued)

value measurement. Changes in the fair value of contingent earnout shares are included within loss on change in fair value of contingent earnout shares on the accompanying condensed consolidated statements of operations and comprehensive income.

There were no transfers in or out of Level 3 for the periods presented.

**Note 13. Stockholders' Equity**

Pursuant to the terms of the Company's Amended and Restated Certificate of Incorporation, the Company authorized and has available for issuance the following shares:

*Class A-1 Common Stock*

The holders of the Class A-1 common stock are entitled to one vote for each share. The holders of Class A-1 common stock are entitled to receive dividends or other distributions when and if declared from time to time and share equally on a per share basis in such dividends and distributions, subject to such rights of the holders of preferred stock.

*Treasury Stock*

On November 22, 2021, the Company's Board of Directors ("Board") approved a share repurchase program of up to \$200 million shares of Class A-1 common stock. On February 27, 2025, the Board approved an amendment to the share repurchase program to replenish the dollar amount that may be purchased under the program back to up to \$200 million shares of Class A-1 common stock (as amended, the "share repurchase program"). The timing and actual number of shares repurchased will depend on a variety of factors, including price, general business and market conditions, and alternative investment opportunities. Under the share repurchase program, repurchases can be made from time to time using a variety of methods, including open market purchases or privately negotiated transactions, in compliance with the rules of the SEC and other applicable legal requirements. The share repurchase program does not obligate the Company to acquire any particular amount of shares, and the share repurchase program may be suspended or discontinued at any time at the Company's discretion. As of June 30, 2025, the Company had acquired a total of 15,478,989 shares under the share repurchase program at a total purchase price of \$160.5 million, of which 1,623,092 shares at a total purchase price of \$16.9 million were acquired during the six months ended June 30, 2025.

**Note 14. Segment Reporting**

The Company assesses its reportable segments on an annual basis or as changes in its business occur. As part of its assessment, the Company has determined its chief operating decision maker ("CODM") to be its Chief Executive Officer, Andrew Rubenstein, who is ultimately responsible for the operating performance of the Company and the allocation of resources. The CODM assesses financial performance and allocates resources based on Adjusted EBITDA. Adjusted EBITDA is used by the CODM to understand the Company's underlying drivers of profitability, trends in its business, and to facilitate company-to-company and period-to-period comparisons. Segment asset information is provided to the CODM to support the CODM's assessment of performance but is not used to allocate resources.

**Accel Entertainment, Inc. and Subsidiaries**

Notes to Condensed Consolidated Financial Statements — (Continued)

The Company defines Adjusted EBITDA as net income plus:

- Amortization of intangible assets and route and customer acquisition costs
- Stock-based compensation expense
- Loss from unconsolidated affiliates
- Loss (gain) on change in fair value of contingent earnout shares
- Other expenses, net
- Depreciation and amortization of property and equipment
- Interest expense, net
- Emerging markets, which reflects the results, on an Adjusted EBITDA basis, for non-core jurisdictions where the Company's operations are developing
- Income tax expense

The Company's distributed gaming reportable segment consists of the installation, maintenance, and operation of gaming terminals, redemption devices that disburse winnings and contain ATM functionality and other amusement devices in authorized non-casino locations such as restaurants, bars, convenience stores, liquor stores, truck stops and grocery stores. The Company's operations and services are consistent in the Company's markets.

The Company has determined that with the acquisition of Fairmount as of June 30, 2025, it has two operating segments: distributed gaming and casino and racing. In April 2025, the Fairmount casino opened and the racing season began. However, due to the fact Fairmount has had limited operations, the casino and racing operating segment does not reach the criteria of being a reportable segment primarily from a quantitative standpoint as of June 30, 2025. The Company will continue to evaluate the casino and racing operating segment from a quantitative standpoint and anticipates it will disclose a second reportable segment in second half of 2025.

Significant segment expenses, including disaggregated significant expenses that are presented within general and administrative expenses, are presented in the Company's condensed consolidated statement of operations and comprehensive income and are included in the table below.

The following table presents financial information with respect to the Company's single reportable segment, distributed gaming, for the three and six months ended June 30, 2025 and 2024. Additionally, the Company has included an "all other" operating segment which is its casino and racing operations that is neither individually reportable nor able to be aggregated or combined with another operating segment.



**Accel Entertainment, Inc. and Subsidiaries**

## Notes to Condensed Consolidated Financial Statements — (Continued)

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Distributed gaming				
<b>Total net revenues <sup>(1)</sup></b>	\$ 326,378	\$ 309,413	\$ 644,440	\$ 611,230
Adjustments: <sup>(2)</sup>				
Cost of revenue	226,206	213,317	445,886	422,484
Compensation related costs - operations <sup>(3)</sup>	21,133	18,699	42,089	37,384
Compensation related costs - general and administrative <sup>(3)</sup>	12,931	13,160	25,378	25,287
All other segment items <sup>(4)</sup>	12,399	14,572	28,031	30,163
<b>Adjusted EBITDA for distributed gaming</b>	<u>\$ 53,709</u>	<u>\$ 49,665</u>	<u>\$ 103,056</u>	<u>\$ 95,912</u>
<b>Adjusted EBITDA for “all other” operating segment <sup>(5)</sup></b>	\$ (529)	\$ —	\$ (362)	\$ —
Less Adjustments for:				
Depreciation and amortization of property and equipment	\$ 13,095	\$ 10,794	\$ 25,396	\$ 21,228
Amortization of intangible assets and route and customer acquisition costs	6,322	5,589	12,612	11,027
Interest expense, net	8,771	8,906	17,456	17,566
Emerging markets	4	38	67	78
Loss from unconsolidated affiliates	17	—	33	—
Stock-based compensation	2,789	3,235	4,880	5,585
Loss (gain) on change in fair value of contingent earnout shares	5,734	(4,742)	3,379	(26)
Other expenses, net	4,096	7,327	6,913	9,753
<b>Income before income tax expense</b>	<u>\$ 12,352</u>	<u>\$ 18,519</u>	<u>\$ 31,958</u>	<u>\$ 30,702</u>
Income tax expense	5,090	3,933	10,083	8,700
<b>Net income</b>	<u>\$ 7,262</u>	<u>\$ 14,586</u>	<u>\$ 21,875</u>	<u>\$ 22,002</u>

(1) Total net revenues is further disaggregated by revenue stream as included on the condensed consolidated statements of operations and comprehensive income.

(2) The significant expense categories and amounts align with the segment-level information that is regularly provided to the CODM.

(3) Compensation related costs represent payroll and other related costs that are included in general and administrative on the condensed consolidated statements of operations and comprehensive income.

(4) All other segment items include other operating and general and administrative expenses (such as general and administrative expenses related to parts, advertising, information technology, etc.) which are included in general and administrative on the condensed consolidated statements of operations and comprehensive income and cost of manufacturing good sold, as well as, adjustments for stock-based compensation expense and emerging markets.

(5) All corporate expenses were allocated to the distributed gaming reportable segment as of June 30, 2025. The “all other” operating segment had total net revenues of \$9.5 million and \$15.4 million; cost of revenues of \$3.6 million and \$5.3 million; compensation related costs - operations of \$4.6 million and \$7.1 million and all other segment items of \$1.9 million and \$3.3 million for the three and six months ended June 30, 2025, respectively.

As of June 30, 2025, the assets associated with the distributed gaming segment are \$1.0 billion and the assets for the “all other” operating segment were \$73.4 million.

See the condensed consolidated financial statements for other financial information (such as cash used for capital expenditures, etc.) regarding the Company’s reportable segment.

**Accel Entertainment, Inc. and Subsidiaries**

## Notes to Condensed Consolidated Financial Statements — (Continued)

**Note 15. Stock-based Compensation**

The Company grants various types of stock-based compensation awards. The Company measures its stock-based compensation expense based on the grant date fair value of the award and recognizes the expense over the requisite service period for the respective award.

Under the Accel Entertainment, Inc. Long Term Incentive Plan, the Company issued 159,105 restricted stock units (“RSUs”) to certain eligible employees during the first quarter of 2025, which will vest over a period of 3 years. The Company also issued 242,230 performance-based restricted stock units (“PSUs”) to certain eligible employees during the first quarter of 2025, which will vest after 3 years. The numbers of shares earned upon vesting of the PSUs, if any, is based on the attainment of performance goals over the performance period, subject to continued service, except for employees who are retirement eligible and in certain other limited circumstances. The estimated grant date fair value of these RSUs and PSUs totaled \$4.0 million.

The Company issued 752,530 RSUs to the members of the Board and certain eligible employees during the second quarter of 2025, which will vest over a period of less than 1 year to 4 years, as applicable. The estimated grant date fair value of these RSUs totaled \$8.2 million.

Stock-based compensation expense, which pertains to the Company’s RSUs and PSUs, was \$2.8 million and \$4.9 million for the three and six months ended June 30, 2025, respectively. In comparison, stock-based compensation expense was \$3.2 million and \$5.6 million for the three and six months ended June 30, 2024, respectively. Stock-based compensation expense is included within general and administrative expenses in the condensed consolidated statements of operations and other comprehensive income.

**Note 16. Income Taxes**

The Company recognized income tax expense of \$5.1 million and \$10.1 million for the three and six months ended June 30, 2025, respectively. In comparison, the Company recognized income tax expense of \$3.9 million and \$8.7 million for the three and six months ended June 30, 2024, respectively.

The Company calculates its provision for income taxes during interim reporting periods by applying an estimate of the annual effective tax rate to its year-to-date pretax book income or loss. The effective tax rate (income taxes as a percentage of income before income taxes) was 41.2% and 31.6% for the three and six months ended June 30, 2025, respectively, compared to 21.2% and 28.3% for the three and six months ended June 30, 2024, respectively. The Company’s effective income tax rate can vary from period to period depending on, among other factors, the amount of permanent tax adjustments and discrete items. The change in the fair value of the contingent earnout shares is considered a discrete item for income tax purposes and was the primary driver for the fluctuations in the tax rate year over year.

The One Big Beautiful Bill Act (the “Act”) was signed into law on July 4, 2025. The Act contains significant tax law changes impacting business tax payers with various effective dates, with certain provisions effective in 2025 and others to be implemented through 2027. Among the tax law changes that are expected to impact the Company are those that relate to the timing of certain tax deductions including depreciation expense, research & development expenditures and interest expense. The Company is currently evaluating the impact of the Act on its condensed consolidated financial statements.

**Note 17. Commitments and Contingencies**

Lawsuits and claims are filed against the Company from time to time in the ordinary course of business, including related to employee matters, employment of professionals and non-compete clauses and agreements. Other than settled matters explained as follows, these actions are in various stages, and no judgments or decisions have been rendered. Management, after reviewing matters with legal counsel, believes that the outcome of such matters will not have a material adverse effect on the Company’s financial position or results of operations.

**Accel Entertainment, Inc. and Subsidiaries**

Notes to Condensed Consolidated Financial Statements — (Continued)

The Company has been involved in a series of related litigated matters stemming from claims that it wrongly contracted with 10 different licensed establishments (the “Defendant Establishments”) in 2012 in violation of the contractual rights held by J&J Ventures Gaming, LLC (“J&J”), as further described below.

On August 21, 2012, one of the Company’s operating subsidiaries entered into certain agreements with Jason Rowell (“Rowell”), a member of Action Gaming LLC (“Action Gaming”), which was an unlicensed terminal operator that had exclusive rights to place and operate gaming terminals within a number of establishments, including the Defendant Establishments. Under agreements with Rowell, the Company agreed to pay him for each licensed establishment which decided to enter into an exclusive location agreement with Accel. In late August and early September 2012, each of the Defendant Establishments signed a separate location agreement with the Company, purporting to grant the Company the exclusive right to operate gaming terminals in those establishments. Separately, on August 24, 2012, Action Gaming sold and assigned its rights to all its location agreements to J&J, including its exclusive rights with the Defendant Establishments (the “J&J Assigned Agreements”). At the time of the assignment of such rights to J&J, the Defendant Establishments were not yet licensed by the IGB. As a result of subsequent litigation, the Supreme Court of Illinois determined that the IGB has exclusive jurisdiction to decide the validity and enforceability of gaming terminal use agreements, including the J&J Assignment Agreements.

Between May 2017 and September 2017, both the Company and J&J filed petitions with the IGB seeking adjudication of the rights of the parties and the validity of the J&J Assignment Agreements. Those petitions were recently adjudicated by the IGB, largely in the Company’s favor, and J&J has filed two new lawsuits to challenge the IGB’s rulings. J&J lost at both the trial court and appellate court level and recently filed a petition with the Illinois Supreme Court seeking permission for a further appeal. The petition for leave to appeal was denied by the Illinois Supreme Court. The second case is awaiting a ruling at the trial court level. The Company does not have a present estimate regarding the potential damages, if any, that could potentially be awarded in this litigation and, accordingly, has established no reserves relating to such matters.

On March 9, 2022, the Company filed a lawsuit in the Circuit Court of Cook County, Illinois against Gold Rush relating to the Gold Rush convertible notes. The complaint sought damages for breach of contract and the implied covenant of good faith and fair dealing as well as unjust enrichment. On June 22, 2022, Gold Rush filed a lawsuit in the Circuit Court of Cook County, Illinois against the Company. The lawsuit alleged that the Company tortiously interfered with Gold Rush’s business activities and engaged in misconduct with respect to the Gold Rush convertible notes. On April 22, 2022, the Company filed a petition in the Circuit Court of Cook County, Illinois to judicially review the IGB’s decision to deny the requested transfer of Gold Rush common stock in respect of the Company’s conversion of the convertible notes. Discovery ensued on these lawsuits but both suits were dismissed with prejudice as a result of the previously mentioned settlement between the Company and Gold Rush on the convertible notes. The Company also withdrew its petition to judicially review the IGB’s decision. For more information, see Note 4.

On March 25, 2022, Midwest Electronics Gaming LLC (“Midwest”) filed an administrative review action against the Illinois Gaming Board, the Company and J&J in the Circuit Court of Cook County, Illinois seeking administrative review of decisions of the IGB ruling in favor of the Company and J&J and against Midwest regarding the validity of certain use agreements covering locations currently serviced by Midwest. No monetary damages are sought against the Company. The Company filed a motion to dismiss Midwest’s amended complaint, which was granted in part and denied in part. The Company moved for summary judgment, and the trial court heard argument in January 2025. The judge granted and denied, in part, the motion for summary judgement. The parties are proceeding with discovery.

In July 2022, an enforcement action was brought against the Company by an Illinois municipality related to an alleged violation of an ordinance requiring the collection of an additional tax, the enforceability of which is currently being contested by the Illinois Gaming Machine Operators Association. Rather than litigate the alleged violation, the Company pled no contest and has made the appropriate payments to the municipality during 2024 and 2025.

**Accel Entertainment, Inc. and Subsidiaries**

## Notes to Condensed Consolidated Financial Statements — (Continued)

In February 2023, an Illinois municipality issued an order against the Company for the alleged failure to pay a terminal operator tax (“TO Tax”) for the privilege of operating gaming terminals within the municipality. The TO Tax was adopted by the municipality on June 8, 2021, but there was no enforcement of this tax until the Company was issued a notice of hearing in February 2023. In April 2023, the Company, along with numerous other terminal operators, filed a complaint in the Circuit Court of Cook County, Illinois contesting the validity and enforceability of the TO Tax and won a temporary restraining order to stay the order. Currently, the matter remains pending as a result of a motion to consolidate and to finalize the assignment of the judge. On March 21, 2025, the judge ruled in favor of the Company and a coalition of terminal operators’ motion for judgment on the pleadings that the municipality ordinance was pre-empted by State law as well as the other 54 municipal push tax ordinances. The cases were all dismissed and the municipality is expected to appeal.

**Note 18. Earnings Per Share**

The components of basic and diluted earnings per share (“EPS”) were as follows for the three and six months ended June 30 (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net income attributable to Accel Entertainment, Inc.	\$ 7,315	\$ 14,586	\$ 21,954	\$ 22,002
Basic weighted average outstanding shares of common stock	85,710	83,911	85,856	84,105
Dilutive effect of stock-based awards for common stock	1,233	1,143	1,226	1,073
Diluted weighted average outstanding shares of common stock	86,943	85,054	87,082	85,178
Earnings per common share:				
Basic	\$ 0.09	\$ 0.17	\$ 0.26	\$ 0.26
Diluted	\$ 0.08	\$ 0.17	\$ 0.25	\$ 0.26

Anti-dilutive stock-based awards, contingent earnout shares and warrants excluded from the calculations of diluted EPS were 4,301,986 and 4,340,250 shares as of June 30, 2025 and 2024, respectively.

## ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our unaudited condensed consolidated financial statements and the related notes and other financial information included in this Quarterly Report on Form 10-Q. This discussion and analysis contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “believe,” “expect,” “plans,” “intend,” “may,” “strategy,” “prospects,” “estimate,” “will,” “should,” “could,” “project,” “target,” “anticipate,” and other similar words and involve risks and uncertainties. Our actual results could differ materially from the forward-looking statements. Factors that could cause or contribute to such differences include those discussed in the section titled “Risk Factors” included in our Annual Report on Form 10-K for the year ended December 31, 2024. Any forward-looking statements made by us speak only as of the date on which they are made. We are under no obligation to, and expressly disclaims any obligation to, update or alter its forward-looking statements, whether as a result of new information, subsequent events or otherwise, except as required by law. This discussion and analysis should also be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, set forth in our Annual Report on Form 10-K for the year ended December 31, 2024.

### Company Overview

We are a leading distributed gaming operator in the United States (“U.S.”), as well as a developer of brick-and-mortar casinos that serve local gaming markets and horse racing venues. We are a preferred partner for local business owners in the markets we serve. We offer turnkey, full-service gaming solutions to bars, restaurants, convenience stores, truck stops, and fraternal and veteran establishments across the country as well as casinos and horse racing venues. Our focus is providing unmatched customer support, guidance, and expertise so our location partners can grow their businesses with incremental revenue.

We install, maintain, operate and service gaming terminals and related equipment for our location partners as well as redemption devices that have automated teller machine (“ATM”) functionality and stand-alone ATMs. We offer amusement devices, including jukeboxes, dartboards, pool tables, and other entertainment related equipment. These operations provide a complementary source of lead generation for our gaming business by offering a “one-stop” source of additional equipment for our location partners. We also design and manufacture gaming terminals and related equipment. We are continuously evaluating additional opportunities that are complementary to our core business, such as our acquisition of Fairmount Park - Casino & Racing (“Fairmount”) in Collinsville, Illinois. In April 2025, the casino opened and the racing season began at Fairmount.

We currently operate in the following states:

State	Year Operations Started or Year of Acquisition	Branding	Operations
Illinois	2012	Accel Entertainment	<ul style="list-style-type: none"> <li>• Establishments with a liquor license (Up to 6 gaming terminals) <ul style="list-style-type: none"> <li>– Bars/restaurants/retail</li> <li>– Gaming cafes</li> <li>– Fraternal organizations</li> <li>– Veterans’ organizations</li> </ul> </li> <li>• Truck stops (Up to 6 gaming terminals)</li> <li>• Large truck stops (Up to 10 gaming terminals)</li> </ul>
Illinois	2024	Fairmount Park - Casino + Racing	<ul style="list-style-type: none"> <li>• Operates a thoroughbred horse race track with ~50 annual race days since April 2025</li> <li>• Operates a casino with 271 gaming positions</li> <li>• Revenue share agreement with FanDuel to operate a sportsbook</li> <li>• Offers attractive food and beverage offerings throughout the year</li> </ul>

State	Year Operations Started or Year of Acquisition	Branding	Operations
Montana	2022	Century Gaming	<ul style="list-style-type: none"> <li>• Business locations licensed to sell alcoholic beverages for on-premises consumption only, including locations restricted to offering a maximum of 20 gaming terminals</li> </ul>
Montana	2022	Grand Vision Gaming	<ul style="list-style-type: none"> <li>• Designs and manufactures gaming terminals and software that are sold to Montana, South Dakota, and West Virginia</li> <li>• Develops proprietary gaming terminals and related software as well as other ancillary equipment for our distributed gaming routes in Montana, Nevada, Nebraska and Georgia</li> </ul>
Montana	2023	Yellowstone Casino and other local retail/parlor locations	<ul style="list-style-type: none"> <li>• Retail gaming locations licensed to sell alcoholic beverages and offering a maximum of 20 gaming terminals</li> <li>• Certain locations have attractive food offerings</li> <li>• Currently, we have five parlor locations</li> </ul>
Nevada	2022	Century Gaming	<ul style="list-style-type: none"> <li>• Non-casino locations where gaming is incidental to the primary business being conducted at the location, including: <ul style="list-style-type: none"> <li>– Grocery/drug/convenience stores</li> <li>– Bars/restaurants/taverns</li> <li>– Liquor stores</li> </ul> </li> <li>• Games are generally limited to 15 or fewer gaming terminals with no other forms of gaming activity permitted</li> </ul>
Nebraska	2022	Accel Entertainment	<ul style="list-style-type: none"> <li>• Operate cash devices in retail locations throughout the state</li> <li>• Retail establishments include any business location that is open to the public for the sale of goods other than gaming terminals and that possesses a valid sales tax permit</li> </ul>
Georgia	2020	Bulldog Gaming	<ul style="list-style-type: none"> <li>• Operate gaming terminals which are skill-based coin-operated amusement machines with winnings paid in points that may be redeemed for noncash merchandise, prizes, toys, gift cards, or novelties</li> </ul>
Louisiana	2024	Toucan Gaming	<ul style="list-style-type: none"> <li>• Truck stop gaming parlors (up to 50 gaming terminals)</li> <li>• Establishments with a liquor license (up to 3 gaming terminals) <ul style="list-style-type: none"> <li>– Bars/restaurants/retail</li> <li>– Fraternal organizations</li> <li>– Veterans' organizations</li> </ul> </li> </ul>
Iowa	2021	Accel Entertainment	<ul style="list-style-type: none"> <li>• Operate amusement concessions, including games of chance and games of skill, which we define as gaming terminals</li> <li>• Bars, taverns, and restaurants with a certain class of liquor license are permitted to operate up to four electrical or mechanical games of chance</li> </ul>
Pennsylvania	2023	Accel Entertainment	<ul style="list-style-type: none"> <li>• Licensed to operate at qualified truck stops</li> <li>• Actively exploring opportunities</li> </ul>

### *Distributed Gaming Competitive Landscape*

We compete in the distributed gaming landscape on the basis of the responsiveness of our service to our locations and players, and the popularity, content, features, quality, functionality and reliability of our products. In the distributed gaming industry, we generally operate in markets where our terminal revenue splits are either statutorily determined or negotiated, as follows:

<i><b>Statutory Splits</b></i>	<i><b>Negotiated Splits</b></i>
Net terminal income splits are statutorily predetermined; minimum and maximum wagers are mandated by the applicable governing bodies	Net terminal income splits are negotiated
Pricing is not considered a factor as revenue splits with our locations are mandated by law	Pricing is a driver in contract negotiations as all revenue splits are negotiated
Location and customer experience are key differentiating factors for selecting us over our competitors	Our focus on player appeal, customer service and reputation are also key factors impacting competition
Our markets with statutory splits are: Illinois, Georgia, Pennsylvania	Our markets with negotiated splits are: Montana, Nevada, Nebraska, Iowa, Louisiana

### **Macroeconomic Factors**

Ongoing interest rate uncertainty, persistent inflation and increased and/or reciprocal tariffs may increase the risk of an economic recession and volatility in the capital or credit markets in the U.S. and other markets globally. Our location partners may be adversely impacted by changes in overall economic and financial conditions, and certain location partners may cease operations in the event of a recession or inability to access financing. Furthermore, our revenue is largely driven by players' disposable incomes and level of gaming activity, and economic conditions that adversely impact players' ability and desire to spend disposable income at our locations partners may adversely affect our results of operations and cash flows.

For the first half of 2025, we have not observed material impacts to our business or outlook from the macroeconomic factors noted above, outside of higher compensation-related costs. In the first half of 2024, we accelerated certain of our capital expenditures related to gaming terminals and related components to manage our supply chain.

We intend to continue to monitor macroeconomic conditions closely and may determine to take certain financial or operational actions in response to such conditions to the extent our business begins to be adversely impacted.

### **Components of Performance**

#### ***Net revenues***

*Net gaming.* Net gaming revenue represents net cash received from gaming activities, which is the difference between gaming wins and losses. Net gaming revenue includes the amounts earned by our location partners and is recognized at the time of gaming play.

*Amusement.* Amusement revenue represents amounts collected from amusement devices operated at various location partners and is recognized at the point the amusement device is used.

*Manufacturing.* Manufacturing revenue represents sales of gaming terminals and software as well as other ancillary equipment.

*ATM fees and other.* ATM fees and other consist of fees charged for the withdrawal of funds from our redemption devices and stand-alone ATMs and is recognized at the time of the ATM transaction. Beginning in the first quarter of 2025, revenues from our casino & racing operations are also included.

### ***Operating expenses***

*Cost of revenue.* Cost of revenue consists of i) taxes on net gaming revenue that is payable to the appropriate jurisdiction (effective July 1, 2024, the tax on net gaming revenue in the State of Illinois increased from 34% to 35%, which is split equally between us and our locations in Illinois), ii) licenses, permits and other fees required for the operation of our business, iii) location revenue share, which is governed by local governing bodies and location contracts, iv) ATM and amusement commissions payable to locations, v) ATM and amusement fees and vi) expenses from our casino & racing operations.

*Cost of manufacturing goods sold.* Cost of manufacturing goods sold consists of costs associated with the sale of gaming terminals and software as well as other ancillary equipment.

*General and administrative.* General and administrative expenses consist of operating expense and general and administrative expense. Operating expense includes compensation-related costs for service technicians, route technicians, route security, and preventative maintenance personnel. Operating expense also includes vehicle fuel and maintenance, and non-capitalizable parts expenses. Operating expenses are generally proportionate to the number of locations and gaming terminals. General and administrative expense includes compensation-related costs for account managers, business development managers, marketing, and other corporate personnel. In addition, general and administrative expense also includes marketing, information technology, insurance, rent and professional fees.

*Depreciation and amortization of property and equipment.* Depreciation is computed using the straight-line method over the estimated useful lives of the individual assets. Leasehold improvements are amortized over the shorter of the useful life or the lease.

*Amortization of intangible assets and route and customer acquisition costs.* Route and customer acquisition costs consist of fees paid at the inception of contracts entered into with third parties and our gaming locations, which allows us to install and operate gaming terminals. The route and customer acquisition costs and route and customer acquisition costs payable are recorded at the net present value of the future payments using a discount rate equal to our incremental borrowing rate associated with its long-term debt. Route and customer acquisition costs are amortized on a straight-line basis over 18 years, which is the expected estimated life of the contract, including expected renewals.

Location contracts acquired in a business combination are recorded at fair value and then amortized as an intangible asset on a straight-line basis over the expected useful life of 15 years.

Other intangible assets acquired in a business acquisition are recorded at fair value and then amortized as an intangible asset on a straight-line basis over their estimated 7 to 20-year useful lives.

### ***Interest expense, net***

Interest expense, net consists of interest on our current credit facilities, amortization of financing fees, accretion of interest on route and customer acquisition costs payable, and interest (income) expense on the interest rate caplets. Interest on the current credit facility is payable monthly on unpaid balances at the variable per annum Secured Overnight Financing Rate (“SOFR”) rate plus an applicable margin, as defined under the terms of the credit facility, ranging from 1.75% to 2.75% depending on the first lien net leverage ratio.

### ***Income tax expense***

Income tax expense consists mainly of taxes payable to federal, state and local authorities. Deferred income taxes are recognized for the tax consequences of temporary differences between the financial statement carrying amounts and the tax basis of the assets and liabilities.



## Results of Operations

The following table summarizes our results of operations on a consolidated basis for the three months ended June 30, 2025 and 2024:

(in thousands, except %'s)	Three Months Ended June 30,		Increase / (Decrease)	
	2025	2024	Change (\$)	Change (%)
<b>Net revenues:</b>				
Net gaming	\$ 313,919	\$ 293,240	\$ 20,679	7.1 %
Amusement	5,517	5,539	(22)	(0.4)%
Manufacturing	1,763	5,208	(3,445)	(66.1)%
ATM fees and other	14,710	5,426	9,284	171.1 %
Total net revenues	335,909	309,413	26,496	8.6 %
<b>Operating expenses:</b>				
Cost of revenue (exclusive of depreciation and amortization expense shown below)	229,758	213,317	16,441	7.7 %
Cost of manufacturing goods sold (exclusive of depreciation and amortization expense shown below)	886	3,162	(2,276)	(72.0)%
General and administrative	54,878	46,541	8,337	17.9 %
Depreciation and amortization of property and equipment	13,095	10,794	2,301	21.3 %
Amortization of intangible assets and route and customer acquisition costs	6,322	5,589	733	13.1 %
Other expenses, net	4,096	7,327	(3,231)	(44.1)%
<b>Total operating expenses</b>	309,035	286,730	22,305	7.8 %
<b>Operating income</b>	26,874	22,683	4,191	18.5 %
Interest expense, net	8,771	8,906	(135)	(1.5)%
Loss from unconsolidated affiliates	17	—	17	100.0 %
Loss (gain) on change in fair value of contingent earnout shares	5,734	(4,742)	10,476	220.9 %
<b>Income before income tax expense</b>	12,352	18,519	(6,167)	(33.3)%
Income tax expense	5,090	3,933	1,157	29.4 %
<b>Net income</b>	\$ 7,262	\$ 14,586	\$ (7,324)	(50.2)%

### Net revenues

Total net revenues for the three months ended June 30, 2025 were \$335.9 million, an increase of \$26.5 million, or 8.6%, compared to the prior-year period. This increase was primarily driven by higher net gaming revenue of \$20.7 million, which reflected an increase in gaming locations and terminals, and higher ATM fees and other revenue of \$14.7 million, an increase of \$9.3 million, or 171.1%, which included revenue from our casino & racing operations. Those amounts were partially offset by a decrease in manufacturing revenue of \$3.4 million, or 66.1%, primarily due to timing on software sales. Net revenues by state are presented below:

(in thousands)	Three Months Ended June 30,		Increase / (Decrease)	
	2025	2024	Change (\$)	Change (%)
<b>Net revenues by state:</b>				
Illinois	\$ 245,434	\$ 227,093	\$ 18,341	8.1 %
Montana	40,107	42,583	(2,476)	(5.8)%
Nevada	27,078	29,322	(2,244)	(7.7)%
Louisiana	9,630	—	9,630	N/A
Nebraska	7,881	6,249	1,632	26.1 %
Georgia	4,814	3,137	1,677	53.5 %
Other	965	1,029	(64)	(6.2)%
Total net revenues	<u>\$ 335,909</u>	<u>\$ 309,413</u>	<u>\$ 26,496</u>	<u>8.6 %</u>

### Cost of revenue

Cost of revenue for the three months ended June 30, 2025 was \$229.8 million, an increase of \$16.4 million, or 7.7%, compared to the prior-year period, driven by higher net gaming revenue and revenue from our casino & racing operations, as described above.

### Cost of manufacturing goods sold

Cost of manufacturing goods sold for the three months ended June 30, 2025 was \$0.9 million, a decrease of \$2.3 million, or 72.0%, compared to the prior-year period due to lower manufacturing revenue, as described above.

### General and administrative

General and administrative expenses for the three months ended June 30, 2025 were \$54.9 million, an increase of \$8.3 million, or 17.9%, compared to the prior-year period. The increase was attributable to higher compensation-related costs, as we continue to grow our operations.

### Depreciation and amortization of property and equipment

Depreciation and amortization of property and equipment for the three months ended June 30, 2025 was \$13.1 million, an increase of \$2.3 million, or 21.3%, compared to the prior-year period due to an increased number of gaming terminals.

### Amortization of intangible assets and route and customer acquisition costs

Amortization of intangible assets and route and customer acquisition costs for the three months ended June 30, 2025 were \$6.3 million, an increase of \$0.7 million, or 13.1%, compared to the prior-year period due to higher amortization expenses on location contracts acquired.

### Other expenses, net

Other expenses, net for the three months ended June 30, 2025 were \$4.1 million, a decrease of \$3.2 million, or 44.1%, compared to the prior-year period. The decrease was primarily attributable to lower fair value adjustments associated with the revaluation of contingent consideration liabilities.

*Interest expense, net*

Interest expense, net for the three months ended June 30, 2025 was \$8.8 million, which was essentially flat compared to the prior-year period. We experienced an increase in average outstanding debt, which was offset by lower interest rates and the benefit realized on our interest rate caplets. For the three months ended June 30, 2025, the weighted average interest rate, excluding the impact of our interest rate caplets, was approximately 6.5% compared to 7.7% in the prior-year period.

*Loss (gain) on change in fair value of contingent earnout shares*

The change in the fair value of contingent earnout shares for the three months ended June 30, 2025 was a loss of \$5.7 million, compared to a gain of \$4.7 million the prior-year period. The change was primarily due to the change in the market value of our Class A-1 common stock, which is the primary input to the valuation of the contingent earnout shares.

*Income tax expense*

Income tax expense for the three months ended June 30, 2025 was \$5.1 million, an increase of \$1.2 million, or 29.4%, compared to the prior-year period. The effective tax rate for the three months ended June 30, 2025 was 41.2% compared to 21.2% in the prior-year period. Our effective income tax rate can vary from period to period depending on, among other factors, the amount of permanent tax adjustments and discrete items. The change in the fair value of the contingent earnout shares is considered a discrete item for tax purposes and can be the primary driver for the fluctuations in the tax rate year over year.

The following table summarizes our results of operations on a consolidated basis for the six months ended June 30, 2025 and 2024:

(in thousands, except %'s)	Six Months Ended June 30,		Increase / (Decrease)	
	2025	2024	Change (\$)	Change (%)
<b>Net revenues:</b>				
Net gaming	\$ 615,870	\$ 581,377	\$ 34,493	5.9 %
Amusement	11,425	11,668	(243)	(2.1)%
Manufacturing	5,621	7,417	(1,796)	(24.2)%
ATM fees and other	26,905	10,768	16,137	149.9 %
Total net revenues	659,821	611,230	48,591	7.9 %
<b>Operating expenses:</b>				
Cost of revenue (exclusive of depreciation and amortization expense shown below)	451,230	422,484	28,746	6.8 %
Cost of manufacturing goods sold (exclusive of depreciation and amortization expense shown below)	2,962	4,321	(1,359)	(31.5)%
General and administrative	107,882	94,175	13,707	14.6 %
Depreciation and amortization of property and equipment	25,396	21,228	4,168	19.6 %
Amortization of intangible assets and route and customer acquisition costs	12,612	11,027	1,585	14.4 %
Other expenses, net	6,913	9,753	(2,840)	(29.1)%
<b>Total operating expenses</b>	<b>606,995</b>	<b>562,988</b>	<b>44,007</b>	<b>7.8 %</b>
<b>Operating income</b>	<b>52,826</b>	<b>48,242</b>	<b>4,584</b>	<b>9.5 %</b>
Interest expense, net	17,456	17,566	(110)	(0.6)%
Loss from unconsolidated affiliates	33	—	33	100.0 %
Loss (gain) on change in fair value of contingent earnout shares	3,379	(26)	3,405	13,096.2 %
<b>Income before income tax expense</b>	<b>31,958</b>	<b>30,702</b>	<b>1,256</b>	<b>4.1 %</b>
Income tax expense	10,083	8,700	1,383	15.9 %
<b>Net income</b>	<b>\$ 21,875</b>	<b>\$ 22,002</b>	<b>\$ (127)</b>	<b>(0.6)%</b>

### Net revenues

Total net revenues for the six months ended June 30, 2025 were \$659.8 million, an increase of \$48.6 million, or 7.9%, compared to the prior-year period. This increase was primarily driven by higher net gaming revenue of \$34.5 million, which reflected an increase in gaming locations and terminals and higher ATM fees and other revenue of \$26.9 million, an increase of \$16.1 million, or 149.9%, which included revenue from our casino & racing operations. Net revenues by state are presented below:

(in thousands)	Six Months Ended June 30,		Increase / (Decrease)	
	2025	2024	Change (\$)	Change (%)
<b>Net revenues by state:</b>				
Illinois	\$ 478,913	\$ 451,956	\$ 26,957	6.0 %
Montana	81,243	80,724	519	0.6 %
Nevada	54,695	58,531	(3,836)	(6.6)%
Louisiana	18,655	—	18,655	N/A
Nebraska	15,111	12,083	3,028	25.1 %
Georgia	9,139	5,761	3,378	58.6 %
Other	2,065	2,175	(110)	(5.1)%
Total net revenues	<u>\$ 659,821</u>	<u>\$ 611,230</u>	<u>\$ 48,591</u>	<u>7.9 %</u>

### Cost of revenue

Cost of revenue for the six months ended June 30, 2025 was \$451.2 million, an increase of \$28.7 million, or 6.8%, compared to the prior-year period, driven by higher net gaming revenue and revenue from our racing and casino operations, as described above.

### Cost of manufacturing goods sold

Cost of manufacturing goods sold for the six months ended June 30, 2025 was \$3.0 million, a decrease of \$1.4 million, or 31.5%, compared to the prior-year period primarily due to lower manufacturing revenue.

### General and administrative

General and administrative expenses for the six months ended June 30, 2025 were \$107.9 million, an increase of \$13.7 million, or 14.6%, compared to the prior-year period. The increase was attributable to compensation-related costs, as we continue to grow our operations, partially offset by lower parts and repair expense.

### Depreciation and amortization of property and equipment

Depreciation and amortization of property and equipment for the six months ended June 30, 2025 was \$25.4 million, an increase of \$4.2 million, or 19.6%, compared to the prior-year period due to an increased number of gaming terminals.

### Amortization of intangible assets and route and customer acquisition costs

Amortization of intangible assets and route and customer acquisition costs for the six months ended June 30, 2025 were \$12.6 million, an increase of \$1.6 million, or 14.4%, compared to the prior-year period.

### Other expenses, net

Other expenses, net for the six months ended June 30, 2025 were \$6.9 million, a decrease of \$2.8 million, or 29.1%, compared to the prior-year period. The decrease was primarily attributable to lower fair value adjustments associated with the revaluation of contingent consideration liabilities, partially offset by higher non-recurring expenses related to acquisitions.

### *Interest expense, net*

Interest expense, net for the six months ended June 30, 2025 was \$17.5 million, which was essentially flat compared to the prior-year period. We experienced an increase in average outstanding debt, which was offset by lower interest rates and the benefit realized on our interest rate caplets. For the six months ended June 30, 2025, the weighted average interest rate, excluding the impact of our interest rate caplets, was approximately 6.5% compared to a rate of approximately 7.7% for the prior-year period.

### *Loss (gain) on change in fair value of contingent earnout shares*

The change in the fair value of contingent earnout shares for the six months ended June 30, 2025 was a loss of \$3.4 million, compared to a less than \$0.1 million gain the prior-year period. The change was primarily due to the change in the market value of our Class A-1 common stock, which is the primary input to the valuation of the contingent earnout shares.

### *Income tax expense*

Income tax expense for the six months ended June 30, 2025 was \$10.1 million, an increase of \$1.4 million, or 15.9%, compared to the prior-year period. The effective tax rate for the six months ended June 30, 2025 was 31.6% compared to 28.3% in the prior-year period. Our effective income tax rate can vary from period to period depending on, among other factors, the amount of permanent tax adjustments and discrete items. The change in the fair value of the contingent earnout shares is considered a discrete item for tax purposes and can be the primary driver for the fluctuations in the tax rate year over year.

## **Key Business Metrics**

We use statistical data and comparative information commonly used in the gaming industry to monitor the performance of the business, none of which are prepared in accordance with U.S. GAAP, and therefore should not be viewed as indicators of operational performance. Our management uses these key business metrics for financial planning, strategic planning and employee compensation decisions. The key business metrics include:

- Number of locations;
- Number of gaming terminals; and
- Location hold-per-day

We also periodically review and revise our key business metrics to reflect changes in our business.

### *Number of locations*

The number of locations is based on a combination of third-party portal data and data from our internal systems. We utilize this metric to continually monitor growth from existing locations, organic openings, purchased locations, and competitor conversions. Competitor conversions occur when a location chooses to change terminal operators.

The following table sets forth information with respect to our primary locations:

	<b>As of June 30,</b>		<b>Increase / (Decrease)</b>	
	<b>2025</b>	<b>2024</b>	<b>Change</b>	<b>Change (%)</b>
Illinois	2,741	2,816	(75)	(2.7)%
Montana	616	620	(4)	(0.6)%
Nevada	355	359	(4)	(1.1)%
Louisiana	98	—	98	N/A
Nebraska	275	239	36	15.1 %
Georgia	342	260	82	31.5 %
<b>Total</b>	<b>4,427</b>	<b>4,294</b>	<b>133</b>	<b>3.1 %</b>

### Number of gaming terminals

The number of gaming terminals in operation is based on a combination of third-party portal data and data from our internal systems. We utilize this metric to continually monitor growth from existing locations, organic openings, purchased locations, and competitor conversions.

The following table sets forth information with respect to the number of gaming terminals in our primary locations:

	As of June 30,		Increase / (Decrease)	
	2025	2024	Change	Change (%)
Illinois	15,670	15,743	(73)	(0.5)%
Montana	6,508	6,435	73	1.1 %
Nevada	2,650	2,735	(85)	(3.1)%
Louisiana	626	—	626	N/A
Nebraska	975	844	131	15.5 %
Georgia	959	724	235	32.5 %
Total	27,388	26,481	907	3.4 %

### Location hold-per-day

Location hold-per-day is calculated by dividing net gaming revenue in the period by the average number of locations. Then divide the calculated amount by the number of operational days. We utilize this metric to compare market and location performance on a normalized basis. The percent change in location hold-per-day is the underlying metric we use to determine the change in same-store sales.

The following tables set forth information with respect to our location hold-per-day in our primary locations for the three and six months ended:

	Three Months Ended June 30,		Increase / (Decrease)	
	2025	2024	Change (\$)	Change (%)
Illinois	\$ 910	\$ 862	\$ 48	5.6 %
Montana	622	612	10	1.6 %
Nevada	784	843	(59)	(7.0)%
Louisiana	994	—	994	N/A
Nebraska	285	255	30	11.8 %
Georgia	149	111	38	34.2 %

	Six Months Ended June 30,		Increase / (Decrease)	
	2025	2024	Change (\$)	Change (%)
Illinois	\$ 896	\$ 861	\$ 35	4.1 %
Montana	616	601	15	2.5 %
Nevada	792	845	(53)	(6.3)%
Louisiana	978	—	978	N/A
Nebraska	271	243	28	11.5 %
Georgia	146	107	39	36.4 %

## Non-GAAP Financial Measures

Adjusted EBITDA and Adjusted net income are non-GAAP financial measures, but are key metrics management uses to monitor ongoing core operations. Adjusted EBITDA and Adjusted net income exclude the effects of certain non-cash items or represent certain nonrecurring items that are unrelated to core performance. Management believes these non-GAAP financial measures enhance the understanding of our underlying drivers of profitability, trends in our business, and facilitate company-to-company and period-to-period comparisons. Management also believes that these non-GAAP financial measures are used by investors, analysts and other interested parties as measures of financial performance and to evaluate our ability to fund capital expenditures, service debt obligations and meet working capital requirements.

**Adjusted net income** is defined as net income plus:

- Amortization of intangible assets and route and customer acquisition costs
- Stock-based compensation expense
- Loss from unconsolidated affiliates
- Loss (gain) on change in fair value of contingent earnout shares
- Other expenses, net which consists of i) non-cash expenses including the remeasurement of contingent consideration liabilities, ii) non-recurring lobbying and legal expenses related to distributed gaming expansion in current or prospective markets, and iii) other non-recurring expenses
- Tax effect of adjustments

**Adjusted EBITDA** is defined as net income plus:

- Amortization of intangible assets and route and customer acquisition costs
- Stock-based compensation expense
- Loss from unconsolidated affiliates
- Loss (gain) on change in fair value of contingent earnout shares
- Other expenses, net
- Tax effect of adjustments
- Depreciation and amortization of property and equipment
- Interest expense, net
- Emerging markets which reflects the results, on an Adjusted EBITDA basis, for non-core jurisdictions where our operations are developing
  - Markets are no longer considered emerging when we have installed or acquired at least 500 gaming terminals in the jurisdiction, or when 24 months have elapsed from the date we first install or acquire gaming terminals in the jurisdiction, whichever occurs first
  - Prior to June 2025, Pennsylvania was considered an emerging market
  - Prior to January 2024, Iowa was considered an emerging market
  - As of June 2025, we no longer have any emerging markets.
- Income tax expense



### Adjusted net income and Adjusted EBITDA

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net income	\$ 7,262	\$ 14,586	\$ 21,875	\$ 22,002
Adjustments:				
Amortization of intangible assets and route and customer acquisition costs	6,322	5,589	12,612	11,027
Stock-based compensation expense	2,789	3,235	4,880	5,585
Loss from unconsolidated affiliates	17	—	33	—
Loss (gain) on change in fair value of contingent earnout shares	5,734	(4,742)	3,379	(26)
Other expenses, net	4,096	7,327	6,913	9,753
Tax effect of adjustments	(3,729)	(4,612)	(6,983)	(7,453)
Adjusted net income	22,491	21,383	42,709	40,888
Depreciation and amortization of property and equipment	13,095	10,794	25,396	21,228
Interest expense, net	8,771	8,906	17,456	17,566
Emerging markets	4	38	67	78
Income tax expense	8,819	8,544	17,066	16,152
Adjusted EBITDA	\$ 53,180	\$ 49,665	\$ 102,694	\$ 95,912

Adjusted EBITDA for the three months ended June 30, 2025, was \$53.2 million, an increase of \$3.5 million, or 7.1%, compared to the prior-year period. Adjusted EBITDA for the six months ended June 30, 2025, was \$102.7 million, an increase of \$6.8 million, or 7.1%, compared to the prior-year period. The increase was attributable to an increase in the number of locations and gaming terminals.

### Liquidity and Capital Resources

We believe that our cash and cash equivalents, cash flows from operations and borrowing availability under the Credit Agreement (as defined below) will be sufficient to meet our capital requirements for the next twelve months and the foreseeable future thereafter. Our primary short-term cash needs are paying operating expenses and contingent earnout payments, purchases of property and equipment, servicing outstanding indebtedness, and funding our Board of Directors (“Board”) approved share repurchase program and near-term acquisitions. As of June 30, 2025, we had \$264.6 million in cash and cash equivalents.

#### Senior Secured Credit Facility

We have entered into a credit agreement (as amended the “Credit Agreement”) as borrower, with our wholly-owned domestic subsidiaries, as guarantors, the banks, financial institutions and other lending institutions from time to time party thereto, as lenders, the other parties from time to time party thereto and Capital One, National Association, as administrative agent (in such capacity, the “Agent”), collateral agent, issuing bank and swingline lender, providing for a:

- \$150.0 million revolving credit facility, including a letter of credit facility with a \$10.0 million sublimit and a swingline facility with a \$10.0 million sublimit,

- a \$350.0 million initial term loan facility, and
- a \$400.0 million delayed draw term loan facility (“DDTL”).

Our ability to borrow on the DDTL ended on October 22, 2024. The maturity date of the Credit Agreement is October 22, 2026. The Company is in the preliminary stages of refinancing its Senior Secured Credit Facility and anticipates it will do so before the debt becomes current.

As of June 30, 2025, there remained \$127 million of availability under the Credit Agreement and the weighted-average interest rate on our borrowings under the Credit Agreement was approximately 6.5%.

We were in compliance with all debt covenants under the Credit Agreement as of June 30, 2025 and expect to remain in compliance for the next 12 months.

#### *Interest rate caplets*

We manage our exposure to some of our interest rate risk through the use of interest rate caplets, which are derivative financial instruments. On January 12, 2022, we hedged the variability of the cash flows attributable to the changes in the 1-month SOFR interest rate on the first \$300 million of the term loan under the Credit Agreement by entering into a 4-year series of 48 deferred premium caplets (“caplets”), which are set to expire in January 2026.

We recognized an unrealized loss, net of taxes, on the change in fair value of the caplets of \$0.8 million and \$2.0 million for the three and six months ended June 30, 2025. In comparison, we recognized an unrealized loss, net of taxes, of \$1.1 million and an unrealized gain of less than \$0.1 million for the three and six months ended June 30, 2024. We also recognized interest income on the caplets of \$1.8 million and \$3.6 million for the three and six months ended June 30, 2025, respectively. In comparison, we recognized interest income on the caplets of \$2.5 million and \$5.1 million for the three and six months ended June 30, 2024, respectively. These amounts are reflected in interest expense, net in the condensed consolidated statements of operations and other comprehensive income.

#### **Cash Flows**

The following table summarizes net cash provided by or used in operating activities, investing activities and financing activities for the periods indicated and should be read in conjunction with our condensed consolidated financial statements and the notes thereto included in this filing:

(in thousands)	<b>Six Months Ended</b>		<b>Increase / (Decrease)</b>	
	<b>June 30,</b>			
	<b>2025</b>	<b>2024</b>	<b>Change (\$)</b>	<b>Change (%)</b>
Net cash provided by operating activities	\$ 64,557	\$ 57,614	\$ 6,943	12.1 %
Net cash used in investing activities	(59,963)	(69,324)	9,361	13.5 %
Net cash (used in) provided by financing activities	(21,269)	5,022	(26,291)	(523.5)%

#### *Net cash provided by operating activities*

For the six months ended June 30, 2025, net cash provided by operating activities was \$64.6 million, an increase in cash of \$6.9 million compared to the prior-year period due primarily to changes in working capital adjustments.

#### *Net cash used in investing activities*

For the six months ended June 30, 2025, net cash used in investing activities was \$60.0 million, a decrease in cash used of \$9.4 million compared to the prior-year period. The decrease in cash used was primarily attributable to less cash used for acquisitions and an investment in an unconsolidated affiliate in the prior year, partially offset by higher purchases of property and equipment and an acquisition of an indefinite-lived operating license at Fairmount. We anticipate our capital expenditures will be

approximately \$75-80 million in 2025, of which \$31-32 million relates to Fairmount, \$5-7 million relates to Louisiana and the remaining \$39-41 million for all other capital expenditures.

*Net cash (used in) provided by financing activities*

For the six months ended June 30, 2025, net cash used in financing activities was \$21.3 million, an increase in cash used of \$26.3 million compared to the prior-year period. The change reflects higher net repayments on our debt compared to a net borrowing in the prior-year period and higher repurchases of our common stock.

**Critical Accounting Policies and Estimates**

In preparing our condensed consolidated financial statements, we applied the same critical accounting policies as described in our Annual Report on Form 10-K for the year ended December 31, 2024, that affect judgments and estimates of amounts recorded for certain assets, liabilities, revenues, and expenses.

**Seasonality**

Our results of operations can fluctuate due to seasonal trends and other factors. For example, the gross revenue per gaming terminal per day is typically lower in the summer when players will typically spend less time indoors at our locations, and higher in cold weather between February and April, when players will typically spend more time indoors at our locations. Our horse racing operations only operate during the months where the weather is conducive to racing, which is typically from late spring through the early fall. Holidays, vacation seasons, and sporting events may also cause our results to fluctuate.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Market risk exposure is primarily the result of fluctuations in interest rates.

#### Interest rate risk

We are exposed to interest rate risk in the ordinary course of business. Borrowings under our senior secured credit facility were \$597.2 million as of June 30, 2025. If the underlying interest rates were to increase by 1.0%, or 100 basis points, the increase in interest expense on our floating rate debt would negatively impact future earnings and cash flows by approximately \$3.0 million annually, assuming the balance outstanding under the credit facility remained at \$597.2 million. In order to protect against higher interest rates in the future on our credit facility, we hedged the variability of the cash flows attributable to the changes in the 1-month SOFR interest rate on the first \$300 million of the term loan by entering into a 4-year series of 48 caplets on January 12, 2022. The caplets mature at the end of each month and are used to protect our exposure as the 1-month SOFR interest rate exceeded 2%.

Cash and cash equivalents are held in cash vaults, highly liquid checking and money market accounts, gaming terminals, redemption terminals, ATMs, and amusement equipment. As a result, these amounts are not materially affected by changes in interest rates.

### ITEM 4. CONTROLS AND PROCEDURES

#### Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of our Chief Executive Officer ("CEO", serving as our Principal Executive Officer) and our acting Chief Financial Officer ("CFO", serving as our Principal Financial Officer), conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act")) as of the end of the period covered by this report. As a result of this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of June 30, 2025.

#### Changes in Internal Control Over Financial Reporting

There were no changes during the quarter ended June 30, 2025, in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

Information required by this Item is incorporated by reference to the discussion in Note 17, Commitments and Contingencies, of the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

### **ITEM 1A. RISK FACTORS**

An investment in our Class A-1 common stock involves a high degree of risk. You should carefully consider the risk factors described under Part I - Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2024 and our condensed consolidated financial statements and related notes contained in this Quarterly Report on Form 10-Q in analyzing an investment in our Class A-1 common stock. If any such risks occur, our business, financial condition, and results of operations would likely suffer, the trading price of our Class A-1 common stock would decline, and you could lose all or part of your investment. In addition, the risk factors and uncertainties could cause our actual results to differ materially from those projected in our forward-looking statements, whether made in this report or other documents we file with the SEC, or our annual report to stockholders, future press releases, or orally, whether in presentations, responses to questions, or otherwise. Additional risks and uncertainties not currently known to us or those we currently view to be immaterial may also materially adversely affect our business, financial condition, or results of operations.

There have been no material changes in the risk factors described in Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2024.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

#### **Issuer Purchases of Equity Securities**

On November 22, 2021, we announced that our Board had approved a share repurchase program of up to \$200 million shares of our Class A-1 common stock. On February 27, 2025, we announced that the Board approved an amendment to the share repurchase program to replenish the dollar amount that may be purchased under the program back to up to \$200 million shares of Class A-1 common stock (as amended, our “share repurchase program”). The timing and actual number of shares repurchased will depend on a variety of factors, including price, general business and market conditions, and alternative investment opportunities. Under the share repurchase program, repurchases can be made from time to time using a variety of methods, including open market purchases or privately negotiated transactions, in compliance with the rules of the SEC and other applicable legal requirements. The share repurchase program does not obligate us to acquire any particular amount of shares, and the share repurchase program may be suspended or discontinued at any time at our discretion.

All share repurchases were made under our publicly announced share repurchase program, and there are no other programs under which we repurchase shares. Repurchases under our share repurchase program, during applicable restricted trading windows that we periodically establish, are executed under the terms of a pre-set trading plan meeting the requirements of Rule 10b5-1(c) of the Exchange Act.

The following table presents a summary of share repurchases made during the second quarter of 2025:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum approximate dollar value of shares that may yet be purchased under the program (in millions)
April 1, 2025 - April 30, 2025	364,408	\$10.06	364,408	\$189.3
May 1, 2025 - May 31, 2025	43,852	\$10.57	43,852	\$188.9
June 1, 2025 - June 30, 2025	226,154	\$11.43	226,154	\$186.3
Total	634,414	\$10.58	634,414	

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

### ITEM 5. OTHER INFORMATION

During the fiscal quarter ended June 30, 2025, none of the Company's directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K).

**ITEM 6. EXHIBITS**

<b>Exhibit No.</b>	<b>Exhibit</b>
3.1	<a href="#">Amended and Restated Certificate of Incorporation of Accel Entertainment, Inc. (Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K dated November 20, 2019).</a>
3.1 (A)	<a href="#">First Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Accel Entertainment, Inc. (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC on June 9, 2025).</a>
3.1 (B)	<a href="#">Second Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Accel Entertainment, Inc. (Incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the SEC on June 9, 2025).</a>
10.1 (A) **	<a href="#">Accel Entertainment Inc. Second Amended and Restated Long Term Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on June 9, 2025).</a>
10.22 (A) **	<a href="#">Amendment No. 1 to Executive Employment Agreement, dated April 29, 2025, by and between Accel Entertainment, Inc. and Mathew Ellis (Incorporated by reference to Exhibit 10.22(A) to the Current Report on Form 8-K filed with the SEC on April 29, 2025).</a>
31.1 *	<a href="#">Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a).</a>
31.2 *	<a href="#">Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a).</a>
32.1 ^	<a href="#">Section 1350 Certification of Principal Executive Officer</a>
32.2 ^	<a href="#">Section 1350 Certification of Principal Financial Officer</a>
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Inline XBRL File (included in Exhibit 101)

\* Filed herewith.

^ Furnished herewith.

\*\* Indicates management contract or compensation plan or agreement.

## 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, thereunto duly authorized.

ACCEL ENTERTAINMENT, INC.

Date: August 5, 2025

By: /s/ Christie Kozlik

Christie Kozlik  
Chief Accounting Officer  
(Principal Accounting Officer and Duly  
Authorized Officer)



**Certification of Principal Executive Officer**

I, Andrew Rubenstein, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Accel Entertainment, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2025

*/s/ Andrew Rubenstein*

Andrew Rubenstein

Chief Executive Officer (Principal Executive Officer)

**Certification of Principal Financial Officer**

I, Mark Phelan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Accel Entertainment, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2025

*/s/ Mark Phelan*

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Mark Phelan

Acting Chief Financial Officer (Principal Financial Officer)

**Section 1350 Certification of Principal Executive Officer**

In connection with the Quarterly Report on Form 10-Q of Accel Entertainment, Inc. (the “Company”) for the three months ended June 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Andrew Rubenstein, Chief Executive Officer of the Company, certify, to the best of my knowledge and belief, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ Andrew Rubenstein*

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Andrew Rubenstein  
Chief Executive Officer (Principal  
Executive Officer)

Date: August 5, 2025

This certification accompanies the Quarterly Report of Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Accel Entertainment, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Quarterly Report of Form 10-Q), irrespective of any general incorporation language contained in such filing.

**Section 1350 Certification of Principal Financial Officer**

In connection with the Quarterly Report on Form 10-Q of Accel Entertainment, Inc. (the “Company”) for the three months ended June 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Mark Phelan, Acting Chief Financial Officer of the Company, certify, to the best of my knowledge and belief, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ Mark Phelan*

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Mark Phelan  
Acting Chief Financial Officer (Principal  
Financial Officer)

Date: August 5, 2025

This certification accompanies the Quarterly Report of Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Accel Entertainment, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Quarterly Report of Form 10-Q), irrespective of any general incorporation language contained in such filing.