

**LETTER TO STOCKHOLDERS**

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**THIS IS NOTIFICATION OF THE QUARTERLY REPURCHASE OFFER.  
IF YOU ARE NOT INTERESTED IN SELLING YOUR SHARES AT THIS TIME,  
KINDLY DISREGARD THIS NOTICE.**

March 21, 2025

Dear Stockholder:

No action is required of you at this time. We have sent this letter to you only to announce the quarterly repurchase offer (the **"Offer"**) by Priority Income Fund, Inc. (the **"Company"**). The purpose of this Offer is to provide liquidity to holders of shares of the Company's common stock (**"Shares"**), for which there is otherwise no public market. The Offer is for cash at a price equal to the net asset value per Share (**"NAV per Share"**) as of April 30, 2025 (the **"Purchase Price"**), and is made upon terms and subject to the conditions set forth in the accompanying Offer to Purchase and Letter of Transmittal. As an example of the Purchase Price, the NAV per Share on February 28, 2025, was \$9.54 per Share. The Purchase Price may be higher or lower than this amount.

The Offer period will begin on or before March 28, 2025 and end at 4:00 PM, Eastern Time, on April 30, 2025 unless the Offer is extended. Subject to the limitations contained in the Offer to Purchase, which is attached to this letter, all properly completed and duly executed letters of transmittal returned to the Company will be processed on or about May 7, 2025.

**IF YOU HAVE NO DESIRE TO SELL ANY OF YOUR SHARES AT A PRICE EQUAL TO THE COMPANY'S NET ASSET VALUE PER SHARE AS OF APRIL 30, 2025, PLEASE DISREGARD THIS NOTICE.**

The Company will contact you again next quarter and each quarter thereafter to notify you if the Company intends to offer to repurchase a portion of its issued and outstanding Shares. If you would like to tender a portion or all of your Shares for repurchase at the Purchase Price, please complete the Letter of Transmittal included with this letter and return it to the Company at the address below. Please see the attached Offer to Purchase for conditions to the Offer, including, but not limited to, the fact that the Company is only offering to repurchase up to 1,516,379 shares of our common stock.

**All requests to tender Shares must be received in good order by the Company, at the address below, by 4:00 PM, Eastern Time, on April 30, 2025 unless the Offer is extended.**

*For delivery by regular mail:*

Priority Income Fund, Inc.  
P.O. Box 219768  
Kansas City, MO 64121-9768  
866-655-3650

*For delivery by registered, certified or express mail, by  
overnight courier or by personal delivery:*

Priority Income Fund, Inc.  
801 Pennsylvania Ave Suite 219768  
Kansas City, MO 64105-1307  
866-655-3650

If you have any questions, please call your financial advisor or call the Company at (866) 655-3650.

Sincerely,

A handwritten signature in blue ink, appearing to read "M. Grier Eliasek".

M. Grier Eliasek  
Chief Executive Officer and President  
Priority Income Fund, Inc.