



Bakkt Announces Plan to Simplify Capital Structure and Transition to a Single-Class Common Stock

October 16, 2025

NEW YORK--(BUSINESS WIRE)--Oct. 16, 2025-- Bakkt Holdings, Inc. ("Bakkt" or the "Company") (NYSE:BKKT) announced today that it plans to eliminate its existing umbrella partnership-C corporation ("Up-C") structure through a reorganization. If consummated, Bakkt will become a wholly owned subsidiary of a new holding company, which will be named Bakkt Holdings, Inc. ("NewCo"), will replace Bakkt as the listed public company, and will transition to a single class of common stock.

At completion of the reorganization, each share of Class A common stock of Bakkt will be exchanged for one share of common stock of NewCo. Under the proposed reorganization, ownership interests held by Bakkt's pre-IPO investors will be collapsed into, and the shares of Class V common stock of Bakkt will be replaced with, shares of common stock of NewCo. Following completion, all Bakkt shareholders will hold common stock of NewCo, resulting in a unified share class with identical economic and voting rights for all shareholders and reflecting a streamlined capital structure. Bakkt expects to close the reorganization on or about November 3, 2025.

"Simplifying our capital structure marks a pivotal step in positioning Bakkt for its next phase of growth," said Akshay Naheta, Chief Executive Officer of Bakkt. "While the Up-C framework originally preserved pre-IPO tax attributes, we believe it has, over time, constrained Bakkt's access to a broader universe of institutional investors. Transitioning to a single-class structure enhances transparency, investability, and scalability – aligning Bakkt's governance with the long-term interests of all shareholders."

This transition follows a series of recent and ongoing initiatives aimed at optimizing Bakkt's operations and its capital base. Collectively, these initiatives underscore Bakkt's commitment to institutional readiness, operational efficiency, product innovation, and shareholder alignment – as the Company works toward what it aims to be a full transformation by year-end 2025.

About Bakkt

Founded in 2018, Bakkt is building the backbone of next-generation financial infrastructure. The company provides solutions that enable institutional participation in the digital asset economy — spanning Bitcoin, tokenization, stablecoin payments, and AI-driven finance. With the scale, security, and regulatory compliance demanded by global institutions, Bakkt is positioned at the center of a generational transformation in what money is, how it moves, and how markets operate.

Bakkt is headquartered in New York, NY. For more information, visit: <https://www.bakkt.com/> | X [@Bakkt](#) | [LinkedIn](#)

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Cautionary Note Regarding Forward-Looking Statements

This release contains "forward-looking statements" within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the U.S. Securities and Exchange Act of 1934, as amended. Forward-looking statements can be identified by words such as "will," "likely," "expect," "continue," "anticipate," "estimate," "believe," "intend," "plan," "projection," "outlook," "grow," "progress," "potential" or the negative of such terms or other variations thereof and words and terms of similar substance used in connection with any discussion of future plans, actions, or events identify forward-looking statements. However, the absence of these words does not mean that the statements are not forward-looking. Such forward-looking statements are based upon the current beliefs and expectations of the Company's management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and beyond the Company's control.

Actual results and the timing of events may differ materially from the results anticipated in such forward-looking statements as a result of the following factors, among others: the Company's ability to grow and manage growth profitably; the possibility that the Company may be unable to close the reorganization on the expected closing date; finalizing the terms of the reorganization and entering into definitive documentation therefor, including whether the reorganization will be completed on the expected timeline, and whether the Company will achieve the anticipated benefits therefrom; the regulatory environment for crypto currencies and digital stablecoin payments; changes in the Company's business strategy, including its adoption of a digital asset treasury strategy; the price of digital assets; risks associated with owning digital assets, including price volatility, limited liquidity and trading volumes, relative anonymity, potential widespread susceptibility to market abuse and manipulation, compliance and internal control failures at exchanges and other risks inherent in its entirely electronic, virtual, form and decentralized network; the fluctuation of the Company's operating results, including because the Company may be required to account for its digital assets at fair value; the Company's ability to time the price of its purchase of digital assets pursuant to its strategy; the impact of the market value of digital assets on the Company's ability to satisfy its financial obligations, including any debt financings; unrealized fair value gains

on its digital asset holdings subjecting the Company to the corporate alternative minimum tax; legal, commercial, regulatory and technical uncertainty regarding digital assets and enhanced regulatory oversight of companies holding digital assets including the possibility that regulators reclassify any digital assets the Company holds as a security causing the Company to be in violation of securities laws and be classified as an “investment company” under the Investment Company Act of 1940; competition by other Bitcoin treasury companies and the availability of spot-traded products for Bitcoin; enhanced regulatory oversight as a result of the Company’s treasury strategy; the possibility of experiencing greater fraud, security failures or operational problems on digital asset trading venues compared to trading venues for more established asset classes, and any malfunction, breakdown or abandonment of the underlying blockchain protocols, or other technological difficulties, may prevent access to or use of such digital assets; the concentration of the Company’s expected digital asset holdings relative to non-digital assets; the inability to use the Company’s digital asset holdings as a source of liquidity to the same extent as cash and cash equivalents, due to, for example, risks associated with digital assets and other risks inherent to its entirely electronic, virtual form and decentralized network; the Company or a third-party service provider experiencing a security breach or cyber-attack where unauthorized parties obtain access to its digital assets; the loss of access to or theft or data loss of the Company’s digital assets, which could be unrecoverable due to the immutable nature of blockchain transactions; if the Company elects to hold its digital assets through a third-party custodian, the loss of direct control over its digital assets and dependence on the custodian’s security practices and operational integrity which may lead to the loss of its digital assets as a result of the insolvency of the custodian, theft by employees or insiders of the custodian or if the custodian’s security measures are comprised, including as a result of a cyber-attack; the Company not being subject to the legal and regulatory protections applicable to investment companies such as mutual funds and exchange-traded funds, or to obligations applicable to investment advisers; the non-performance, breach of contract or other violations by counterparties assisting the Company in effecting its treasury strategy; the Company’s future capital requirements and sources and uses of cash, including funds to satisfy its liquidity needs; changes in the market in which the Company competes, including with respect to its competitive landscape, technology evolution or changes in applicable laws or regulations; changes in the markets that the Company targets; volatility and disruptions in the crypto, digital payments and stablecoin markets that subject the Company to additional risks, including the risk that banks may not provide banking services to the Company and market sentiments regarding crypto currencies, digital payments and stablecoins; the possibility that the Company may be adversely affected by other macroeconomic, geopolitical, business, and/or competitive factors; the Company’s ability to launch new services and products, including with its expected commercial partners, or to profitably expand into new markets and services; the Company’s ability to execute its growth strategies, including identifying and executing acquisitions and divestitures and the Company’s initiatives to add new clients; the Company’s ability to reach definitive agreements with its expected commercial counterparties; the Company’s failure to comply with extensive government regulations, oversight, licensure and appraisals; uncertain and evolving regulatory regime governing blockchain technologies, stablecoins, digital payments and crypto; the Company’s ability to establish and maintain effective internal controls and procedures; the exposure to any liability, protracted and costly litigation or reputational damage relating to the Company’s data security; the impact of any goodwill or other intangible assets impairments on the Company’s operating results; the Company’s ability to maintain the listing of its securities on the New York Stock Exchange; and other risks and uncertainties indicated in the Company’s filings with the SEC, including its most recent Annual Report on Form 10-K for the year ended December 31, 2024, its quarterly report on Form 10-Q for the quarter ended March 31, 2025, its most recent quarterly report on Form 10-Q for the quarter ended June 30, 2025, and the risks regarding the Company’s adoption of its treasury strategy set forth on in Exhibit 99.1 to the Current Report on Form 8-K, dated as of June 10, 2025.

You are cautioned not to place undue reliance on such forward-looking statements. Such forward-looking statements relate only to events as of the date on which such statements are made and are based on information available to us as of the date of this release.

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