
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)
November 10, 2022**

Bakkt Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39544
(Commission
File Number)

98-1550750
(IRS Employer
Identification No.)

**10000 Avalon Boulevard, Suite 1000,
Alpharetta, Georgia**
(Address of principal executive offices)

30009
(Zip Code)

Registrant's telephone number, including area code: (678) 534-5849

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share Warrants to purchase Class A Common Stock	BKKT BKKT WS	The New York Stock Exchange The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

Item 2.02 Results of Operations and Financial Conditions.

On November 10, 2022, Bakkt Holdings, Inc. (the “Company”) issued a press release regarding the Company’s results for the quarter ended September 30, 2022. In addition, the Company will be using a slide presentation during its earnings conference call. Copies of the press release and the slide presentation are attached hereto as Exhibit 99.1 and 99.2, respectively, and incorporated herein by reference.

The information in this Item 2.02, including Exhibit 99.1 and Exhibit 99.2 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 7.01 Regulation FD Disclosure.

The information provided in Item 2.02 of this Current Report on Form 8-K is incorporated in this Item 7.01 by reference.

Forward-Looking Statements

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements include, but are not limited to, statements regarding the closing of the acquisition of all of the membership interests of Apex Crypto and the resulting impacts from that acquisition, and Bakkt’s plans, objectives, expectations and intentions with respect to future operations, products, services, the benefits of the combined company’s operations, anticipated synergies, the expected timing of the transaction, post-closing commercial arrangements, and the timing and amounts of consideration that Bakkt may pay in the Acquisition, among others. 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 words of similar meaning. Such forward-looking statements are based upon the current beliefs and expectations of Bakkt’s management and are inherently subject to significant business, economic and competitive uncertainties, and contingencies, many of which are difficult to predict and beyond Bakkt’s control. Actual results and the timing of events may differ materially from the results anticipated in such forward-looking statements. 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 Current Report on Form 8-K. Unless otherwise required by law, we undertake no obligation to update any forward-looking statements made in this Current Report on Form 8-K to reflect events or circumstances after the date hereof or to reflect new information or the occurrence of unanticipated events.

The following factors, among others, could cause actual results and the timing of events to differ materially from the anticipated results or other expectations expressed in such forward-looking statements: (i) Bakkt and Apex Fintech Solutions being unable to obtain the necessary regulatory approvals and/or otherwise fail to satisfy all closing conditions related to the acquisitions of all of the membership interests of Apex Crypto and successfully integrating the acquired business and employees; (ii) the impact of the ongoing COVID-19 pandemic; (iii) changes in the markets in which Bakkt competes, including with respect to its competitive landscape, technology evolution or regulatory changes; (iv) changes in the markets that Bakkt targets; (v) risk that Bakkt may not be able to execute its growth strategies, including identifying and executing acquisitions; (vi) risks relating to data security; and (vii) the companies being unable to obtain the necessary regulatory approvals or otherwise fail to satisfy all closing conditions. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described under the heading “Risk Factors” in Bakkt’s filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued by Bakkt Holdings, Inc. on November 10, 2022
99.2	Bakkt Holdings, Inc. presentation dated November 10, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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, hereunto duly authorized.

Dated: November 10, 2022

BAKKT HOLDINGS, INC.

By: /s/ Marc D'Annunzio

Name: Marc D'Annunzio

Title: General Counsel and Secretary

Bakkt Reports Third Quarter 2022 Results

Quarterly net revenue of \$12.9 million, increased 41% year over year

Strong customer activity with digital asset conversion volume up 73% year over year

Recently announced signing of definitive agreement to acquire Apex Crypto. Acquisition is expected to significantly expand client verticals and scale

Available cash and other liquid assets¹ of over \$273.7 million provides significant growth capital

ALPHARETTA, GA – November 10, 2022 – Bakkt Holdings, Inc. (“Bakkt”) (NYSE: BKKT) announced its financial and operational results for the quarter ended September 30, 2022.

“We are pleased with the momentum we are building with net revenue up 41% year-over-year and digital asset conversion volumes up 73% year-over-year” said Gavin Michael, President and CEO. “Our focus on execution is paying off and we are proud to have initial activations with our crypto capabilities. We are working closely with our partners to bring even more of them to market in the near-term. We are thrilled about the signing of the acquisition of Apex Crypto, which we expect will accelerate our growth plans post-close as it will significantly expand our client verticals and cryptocurrency product offering. We believe that Apex Crypto will be highly complementary with our platform and the acquisition will ultimately help us deliver long-term sustainable value for our partners, customers and shareholders.”

Recent Strategic Highlights

- **Acquisition of Apex Crypto** – We announced our signing of a definitive agreement to acquire Apex Crypto from Apex Fintech Solutions. Once closed, we expect the acquisition will significantly bolster our cryptocurrency product offering and expand our footprint into additional client verticals including providing support for broker-dealers, fintechs, trading app companies, and neo-banks. The purchase agreement provides for an aggregate potential consideration paid by Bakkt of up to \$200 million through a mix of \$55 million of cash and up to \$145 million of stock and seller notes tied to the successful achievement of financial growth targets through 2025. The transaction is expected to close in the first half of 2023, subject to required regulatory approvals.
- **Crypto Platform: Global Payments** – We launched our initial pilot and are in the process of bringing our broader crypto capabilities to market across the Global Payments platform.

¹ Includes other highly liquid assets such as Treasury bills and notes; excludes restricted cash

Third Quarter Financial Highlights (unaudited)

\$mm's	Successor 3Q22	Predecessor 3Q21	Increase/ (decrease)
Net revenues	\$12.9	\$9.1	41%
Goodwill & intangible assets impairments	1,547.7	-	NM
Operating expenses, excluding impairment	60.0	39.0	54%
Total operating expenses	1,607.8	39.0	NM
Operating loss	\$(1,594.9)	\$(29.9)	NM
Net loss	\$(1,592.5)	\$(28.8)	NM
Adjusted EBITDA (non-GAAP)	\$(30.7)	\$(24.1)	(27%)

Note: "NM" denotes Not Meaningful

- Transacting accounts of 678,000 increased 21% year-over-year. Digital asset conversion volume of \$182 million increased 73% year-over-year due to loyalty redemption related to increased travel activity
- Net revenue of \$12.9 million increased 41% year-over-year, primarily driven by significant improvement in travel loyalty redemptions
- Operating expense of \$1,607.8 million increased year-over-year, primarily driven by a partial, non-cash goodwill and other intangible assets impairment charge of \$1,547.7 million due to the elongated timing for expected cryptoasset product activations and the decline in our market capitalization
- Adjusted EBITDA (non-GAAP) of \$(30.7) million decreased 27% year-over-year, due to higher operating expenses

Webcast and Conference Call Information

Bakkt will host a conference call at 9:00AM ET, November 10, 2022. The live webcast of Bakkt's earnings conference call can be accessed at <https://investors.bakkt.com>, along with the earnings press release and accompanying slide presentation. Investors and analysts interested in participating in the call are invited to dial (844) 200-6205 or (646) 904-5544, and reference participant access code 406638 approximately ten minutes prior to the start of the call. A replay will be available promptly after the call and can be accessed by dialing (866) 813-9403 and entering the access code 255918. The replay will be available through December 9, 2022.

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About Bakkt

Bakkt is a digital asset platform that unlocks crypto and drives loyalty to create delightful, connected experiences for a broad range of clients. Bakkt's platform, available through partners, delivers access to crypto and bolsters loyalty programs, adding value for all key stakeholders within the Bakkt digital assets ecosystem. Launched in 2018, Bakkt is headquartered in Alpharetta, GA. For more information, visit: <https://www.bakkt.com/> | Twitter @Bakkt | LinkedIn <https://www.linkedin.com/company/bakkt/>

Bakkt-E
Source: Bakkt Holdings, Inc.

Contacts

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Basis of Presentation

"Predecessor" information represents the results of Bakkt Holdings, LLC prior to the business combination with VPC Impact Acquisition Holdings (VIH), which closed on October 15, 2021. "Successor" information represents the results of Bakkt Holdings, Inc. from the date the business combination closed through the end of the applicable period.

Note on Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements include, but are not limited to, statements regarding the closing of the Apex Crypto acquisition and the resulting impacts from that acquisition and Bakkt's guidance, plans, objectives, expectations and intentions with respect to future operations, products, services and the application of Bakkt's available cash, among others. 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 words of similar meaning. Such forward-looking statements are based upon the current beliefs and expectations of Bakkt's management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and beyond Bakkt's control. Actual results and the timing of events may differ materially from the results anticipated in such forward-looking statements. 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 press release. Unless otherwise required by law, we undertake no obligation to update any forward-looking statements made in this press release to reflect events or circumstances after the date of this press release or to reflect new information or the occurrence of unanticipated events.

The following factors, among others, could cause actual results and the timing of events to differ materially from the anticipated results or other expectations expressed in such forward-looking statements: (i) Bakkt and Apex Fintech Solutions being unable to obtain the necessary regulatory approvals and/or otherwise fail to satisfy all closing conditions related to the Apex Crypto acquisition; (ii) the impact of the ongoing COVID-19 pandemic; (iii) changes in the markets in which Bakkt competes, including with respect to its competitive landscape, technology evolution or regulatory changes; (iv) changes in the markets that Bakkt targets; (v) risk that Bakkt may not be able to execute its growth strategies, including identifying and executing acquisitions; (vi) risks relating to data security; and (vii) risk that Bakkt may not be able to develop and maintain effective internal controls. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and

the other risks and uncertainties described under the heading "Risk Factors" in Bakkt's filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q.

Definitions

Digital asset conversion volume: Dollar value of transaction volume across loyalty redemption, crypto buy/sell and gift card purchases

Transacting accounts: Unique accounts that perform transactions on the Bakkt platform each month

Non-GAAP Financial Measures

Adjusted EBITDA is a non-GAAP financial measure, which we define as earnings before interest, income taxes, depreciation, amortization and certain non-cash and/or non-recurring items that do not contribute directly to our evaluation of operating results. Adjusted EBITDA provides management with an understanding of earnings before the impact of investing and financing transactions and income taxes, and the effects of aforementioned items that do not reflect the ordinary earnings of our operations. This measure may be useful to an investor in evaluating our performance. Adjusted EBITDA is not a measure of our financial performance under GAAP and should not be considered as an alternative to net income (loss) or other performance measures derived in accordance with GAAP. Our definition of Adjusted EBITDA may not be comparable to similarly tied measures used by other companies.

Non-GAAP financial measures like Adjusted EBITDA have limitations, should be considered as supplemental in nature and are not meant as a substitute for the related financial information prepared in accordance with GAAP. These limitations include the following:

- share-based and unit-based compensation expense, including changes in the fair value of our participation unit liability, which has been excluded from Adjusted EBITDA because the amount of such expenses in any specific period may not directly correlate to the underlying performance of our business operations, has been, and will continue to be for the foreseeable future, a significant recurring expense in our business and an important part of our compensation strategy;
- goodwill and intangible asset impairment charges have been excluded from Adjusted EBITDA given their non-recurring nature and non-cash impact;
- changes in the fair value of our warrant liability, which in any specific period may not directly correlate to the underlying performance of our business operations, and do not necessarily reflect future cash outlays as the liability is measured at each reporting date;
- the intangible assets being amortized, and property and equipment being depreciated, may have to be replaced in the future, and the non-GAAP financial measures do not reflect cash capital expenditure requirements for such replacements or for new capital expenditures or other capital commitments; and
- non-GAAP measures do not reflect changes in, or cash requirements for, our working capital needs.

Because of these limitations, Adjusted EBITDA should be considered alongside other financial performance measures, including net loss and our other financial results presented in accordance with GAAP.

Reconciliation of GAAP Net Income / (Loss) to Non-GAAP Adjusted EBITDA (\$ in millions) (unaudited)

	<u>Successor</u> 3Q22	<u>Predecessor</u> 3Q21
Net loss	\$(1,592.5)	\$(28.8)
Depreciation and amortization	6.4	3.3
Interest (income) expense	(0.6)	0.1
Income tax (benefit) expense	(0.6)	-
EBITDA	\$(1,587.4)	\$(25.5)
Acquisition-related expenses	0.5	1.8
Share-based and unit-based compensation expense	8.8	0.6
(Gain) from change in fair value of warrant liability	(0.4)	-
Goodwill and intangible assets impairments	1,547.7	-
Other ¹	0.2	(1.0)
Adjusted EBITDA	\$(30.7)	\$(24.1)

¹ Other comprised of ICE transition services expense and cancellation of common units in the current period and non-recurring bitcoin sale income, net in prior period

Consolidated Balance Sheet (\$ in millions)

	As of 9/30/22 (unaudited)	Successor	As of 12/31/21
Assets			
Current assets:			
Cash and cash equivalents		\$159.9	\$391.4
Restricted cash		16.5	16.5
Customer funds		0.6	0.6
Available-for-sale securities		113.9	-
Accounts receivable, net		22.1	18.1
Prepaid insurance		20.6	32.2
Safeguarding asset for cryptoassets		119.4	-
Other current assets		6.1	4.8
Total current assets		459.0	463.5
Property, equipment and software, net		29.4	6.1
Goodwill		137.2	1,527.1
Intangible assets, net		214.4	388.5
Deposits with clearinghouse, noncurrent		15.2	15.2
Other assets		23.4	13.9
Total assets		\$878.5	\$2,414.3
Liabilities and stockholders' equity			
Current liabilities:			
Accounts payable and accrued liabilities		\$56.2	\$64.1
Customer funds payable		0.6	0.6
Deferred revenue, current		3.8	4.6
Due to related party		0.9	0.6
Safeguarding obligations for cryptoassets		119.4	-
Other current liabilities		3.4	3.7
Total current liabilities		184.3	73.6
Deferred revenue, noncurrent		3.6	4.8
Warrant liability		4.3	17.4
Deferred tax liabilities, net		2.7	11.6
Other noncurrent liabilities		24.8	12.7
Total liabilities		219.7	120.1
Stockholders' equity:			
Class A common stock (\$0.0001 par value, 750,000,000 shares authorized, 77,682,402 shares issued and outstanding as of 9/30/22, 57,164,388 shares issued and outstanding as of 12/31/21)		-	-
Class V common stock (\$0.0001 par value, 250,000,000 shares authorized, 186,352,843 shares issued and outstanding as of 9/30/22, 206,271,792 shares issued and outstanding as of 12/31/21)		-	-
Additional paid-in capital		763.2	566.8
Accumulated other comprehensive loss		(0.4)	(0.1)
Accumulated deficit		(577.5)	(98.3)
Total stockholders' equity		185.3	468.4
Noncontrolling interest		473.5	1,825.8
Total equity		658.8	2,294.2
Total liabilities and stockholders' equity		\$878.5	\$2,414.3

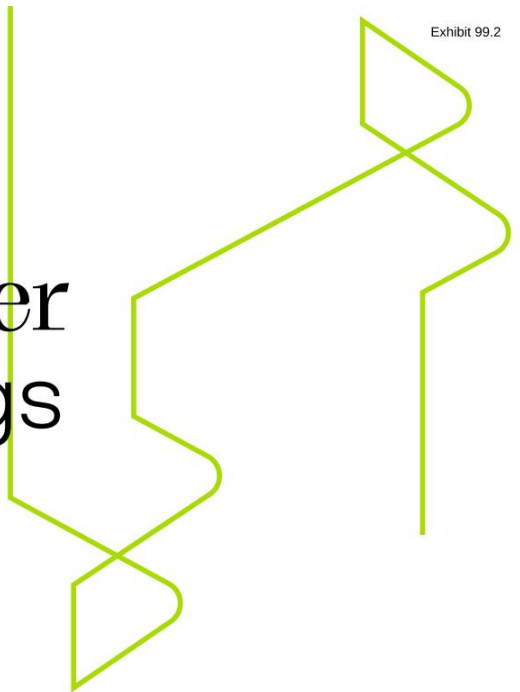
Consolidated Statement of Operations (\$ in millions) (unaudited)

	<u>Successor</u>	<u>Predecessor</u>
	3Q22	3Q21
Revenues:		
Net revenues (includes related party net revenues of \$6 and \$40, respectively, and affiliate net revenues of \$(111) and \$(154), respectively)	\$12.9	\$9.1
Operating expenses:		
Compensation and benefits	37.8	22.2
Professional services	2.7	3.3
Technology and communication	4.1	3.1
Selling, general and administrative	7.8	4.4
Acquisition-related expenses	0.5	1.8
Depreciation and amortization	6.4	3.3
Related party expenses (affiliate in Predecessor period)	0.3	0.5
Goodwill and intangible asset impairment	1,547.7	-
Other operating expenses	0.5	0.3
Total operating expenses	<u>1,607.8</u>	<u>39.0</u>
Operating loss	<u>(1,594.9)</u>	<u>(29.9)</u>
Interest income (expense), net	0.6	(0.1)
Gain from change in fair value of warrant liability	0.4	-
Other income, net	0.7	1.1
Loss before income taxes	<u>(1,593.2)</u>	<u>(28.8)</u>
Income tax benefit (expense)	0.6	-
Net loss	<u>(1,592.5)</u>	<u>(28.8)</u>
Less: Net loss attributable to noncontrolling interest	(1,124.4)	
Net loss attributable to Bakkt Holdings, Inc.	<u>(468.1)</u>	
Net loss per share attributable to Class A common stockholders:		
Basic	\$(6.11)	
Diluted	\$(6.11)	



Third Quarter 2022 Earnings

November 10, 2022



Important notice

Unless the context otherwise provides, "we," "us," "our," "Bakkt" and like terms refer (i) prior to October 15, 2021 (the closing date of the business combination), to Bakkt Opco Holdings, LLC (f/k/a Bakkt Holdings, LLC, "Opco") and its subsidiaries and (ii) after October 15, 2021, to Bakkt Holdings, Inc. and its subsidiaries, including Opco.

Forward-Looking Statements

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Basis of Presentation

"Predecessor" information represents the results of Bakkt Holdings, LLC prior to the business combination with VPC Impact Acquisition Holdings (VIH), which closed on October 15, 2021. "Successor" information represents the results of Bakkt Holdings, Inc. from the date the business combination closed through the end of the applicable period. "Combined" information represents the combination of Predecessor and Successor for the applicable period. Bakkt has provided the Combined information as management uses such information when evaluating the company's results for periods that straddle the closing of the business combination. Combined information has not been calculated in accordance with generally accepted accounting principles ("GAAP").

In addition to the Combined information, this presentation includes a discussion of Adjusted EBITDA, which is a financial measure that is not calculated in accordance with GAAP. For more information regarding Adjusted EBITDA, please see slide 27.



OUR VISION

Connecting the digital economy



We power commerce by enabling consumers, businesses and institutions to unlock value from digital assets.



KEY HIGHLIGHTS

Our platform is focused on simplified solutions

Bakkt Crypto



Buy/sell/
hold



Crypto
rewards*



Pay with
crypto and
crypto
payouts*



Custody

Bakkt Loyalty



Loyalty
redemption



Institutional-grade, security and compliance-focused technology platform built to embed into partner experiences



* These products are under development and subject to regulatory approval

Focused execution

Acquisition of Apex Crypto

- Announced signing of agreement for acquisition of Apex Crypto from Apex Fintech Solutions
- Strategically compelling with immediate scale, and financially accretive to our business

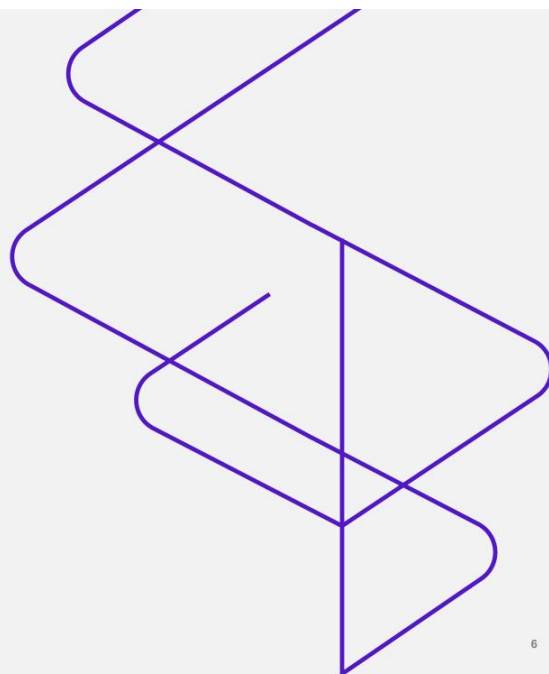


Continued growth in our core businesses

- Executing with our partners
- Accelerated co-marketing initiatives
- Expanded content for loyalty redemptions
- Activated instant funding



Apex Crypto acquisition



Acquiring Apex Crypto is expected to accelerate our strategy

Positions Bakkt as an industry leading one-stop-shop across digital assets

Transformational acquisition

- Immediate scale
- Fast-tracks new crypto capabilities to market
- Significant expansion of distribution opportunities
- Adds talented employees to our team
- Accelerates achieving our vision

Financially attractive

- Initial payment \$55mm cash
- Up to an additional \$145mm in stock and seller notes upon achieving financial targets
- Expected to be accretive to EPS and revenue growth
- Bolsters our path to profitability



Note: Acquisition is subject to regulatory approval. Expected to close in the first half of 2023

Acquisition enhances our path to profitability

- Expect Apex Crypto to be accretive to revenue growth rate and adjusted EPS in the first full year following deal close
- Targeting operating margin expansion in 2023 of >20%¹
- Expect free cash flow of ~\$80mm through 2025 from the acquisition² and associated restructuring initiatives
- Expect cash savings through 2025 of ~\$20-\$25mm, primarily due to headcount and technology efficiencies



¹ Assumes full year impact on operating margin
² Excluding deal costs

Transaction consideration linked to financial performance

- Stock and seller notes consideration of up to \$145mm contingent on achieving certain financial targets
- Contingent earnout targets reflect Apex Crypto gross profit¹ increasing YoY by **~175% in 2023 and ~50% in 2024**
- We expect to partner to deliver the earnout targets, as achievement of the targets will result in **significant incremental revenue to Bakkt**
- Underachievement of earnout targets would result in reduced proportionate amounts of stock issuance, or no stock issuance for delivery less than 25% of target
- Commercial agreement with Apex Fintech Solutions (AFS) aligns interests in driving revenue growth & achieving financial targets



¹ Gross profit is calculated as net operating revenue minus crypto access fees, which primarily represent crypto revenue sharing with B2B clients

Apex Crypto accelerates our roadmap and adds new capabilities



30+ Additional Coins

Partner configurable access to buy/sell for over 30 coins



Deposits and Withdrawals

Partner configurable open loop for BTC, BCH and LTC



Advanced Order Types

Proprietary Best Bid Offer system and limit orders



NFT Marketplace*

NFT order management system and fiat payments



Staking*

Ability to stake limited coins



Enhanced Liquidity

Additional liquidity providers across supported coins



Note: All products listed are subject to regulatory approvals and may not be available in all jurisdictions
* These products are under development.

Apex Crypto complements our existing platform

Apex Crypto will enhance some of our current capabilities



Crypto buy/sell/hold



Client verticals



Liquidity providers

Acquisition provides opportunity to further scale our business



Crypto rewards*



Crypto payments



Custody



Loyalty solutions



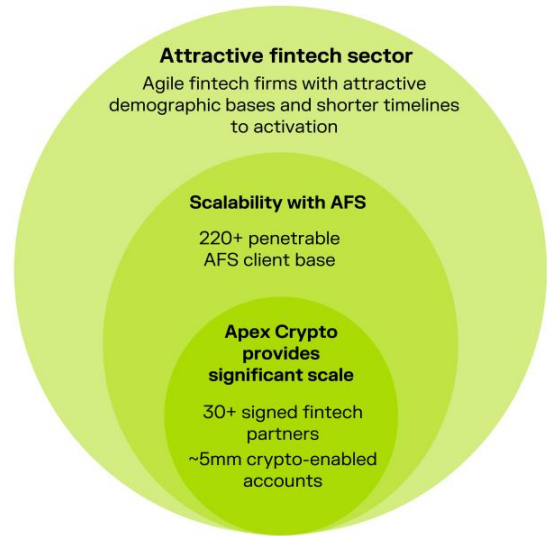
Apex Crypto's technology stack & capabilities will enhance our already robust and compliant platform and infrastructure



* These products are under development and subject to regulatory approval

Apex Crypto provides an attractive addressable market

Our acquisition of Apex Crypto provides instant access to new clients through AFS's client network and the broader high growth fintech sector



Note: Apex Crypto data as of September 30, 2022

Transformational acquisition is expected to provide value to all stakeholders

Partners

- Instantly broadens product offering
- Speed-to-market of new features & capabilities
- Single B2B2C platform for crypto and more

Consumers

- Instant access to new products and features
- Highly competitive pricing through multiple liquidity providers

Shareholders

- Strategically compelling
- Accretive to EPS, free cash flow and revenue growth rate¹
- Enhances our path to profitability

Employees

- Strong alignment of our vision, culture and values
- Shared passion for delivery and innovation in crypto



¹ in the first full year following deal close

Other key strategic highlights



KEY HIGHLIGHTS

Focused execution: Global Payments

Multi-faceted partnership provides easy access to crypto across the Global Payments platform

Integration work is complete, opening the door for additional use cases

Collaborating closely with engineering and go-to-market teams

Launched a pilot to NetSpend employees for crypto capabilities¹

Working closely with TSYS on go-to-market with Crypto Rewards²

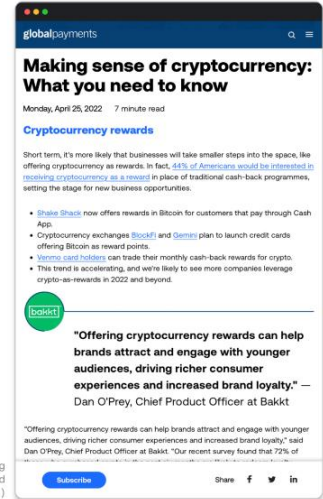
Ongoing engagement to raise awareness, including cooperation on blog and social posts

Global Payments Crypto Blog, "Making sense of cryptocurrency: What you need to know" (April 25, 2022)



¹ Broader launch subject to regulatory approvals

² This product is under development and subject to regulatory approval



Strengthened our B2B2C sales and marketing initiatives

Expanding our presence with the B2B community

- Participated in numerous B2B loyalty, crypto, and technology events and are continuing to expand our presence
- Expanding marketing initiatives to build awareness and generate more leads
 - We're seeing strong traction with average monthly qualified leads more than doubling since the beginning of the year
- Leveraging industry events for gained exposure to banks and credit unions

 Finovate Fall

MONEY
20/20
AN ASCENTIAL COMPANY

LOYALTY 360
The Association for Customer Loyalty

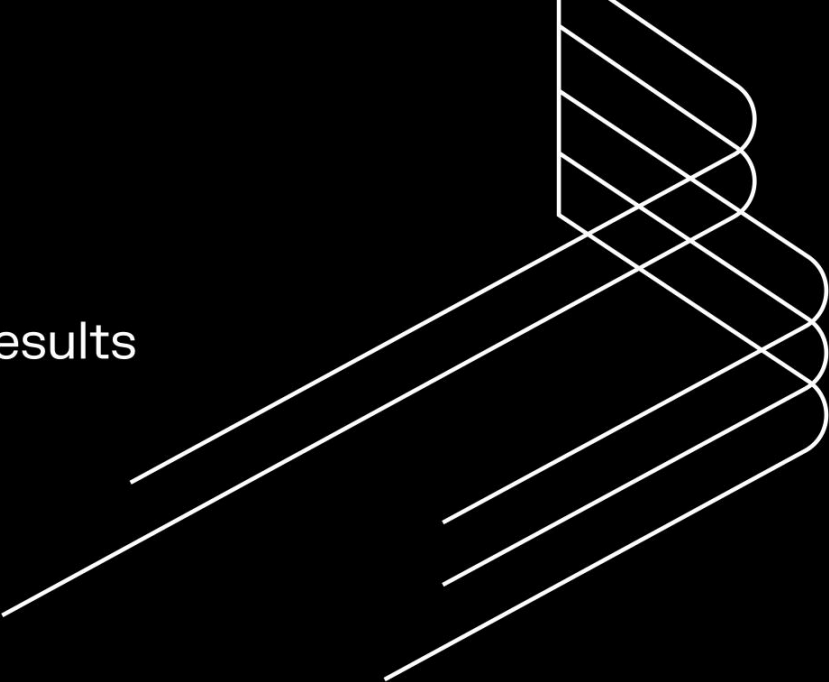


We launched a refresh of our brand

- Refreshed brand is more consistent with our vision to connect the digital economy and our B2B2C strategy
- Strategic focus on creating experiences that provide crypto access and adoption, and drive more utility with assets to deepen loyalty
- Our new, primarily black and white visual identity helps amplify partners branding in their ecosystems

BACKED BY  Bakkt.

Financial results



Summary of 3Q22 condensed results

- **Net revenue of \$12.9mm** increased by \$3.8mm, or 41%, YoY primarily driven by transaction revenue from the loyalty redemption business
- **Operating expense of \$60.0mm** (excluding impairment)
- Non-cash goodwill and intangible assets impairments of \$1,547.7mm
- **Total shares outstanding of 264mm¹**
 - Class A 78.6mm shares
 - Class V 185.4mm shares
 - 20.5mm Class V shares exchanged as of October 31, 2022

<i>\$mm's (unaudited)</i>	Successor		Predecessor
	3Q22	2Q22	3Q21
Net revenues	\$12.9	\$13.6	\$9.1
Goodwill and intangible assets impairments	1,547.7	-	-
Operating expenses, excluding impairment	60.0	57.1	39.0
Operating loss	\$(1,594.9)	\$(43.6)	\$(29.9)
Interest income (expense), net	0.6	0.2	(0.1)
Gain from change in FV of warrant liability	0.4	10.3	-
Other income, net	0.7	0.4	1.1
Loss before income taxes	\$(1,593.2)	\$(32.7)	\$(28.8)
Income tax benefit	0.6	5.1	-
Net loss	\$(1,592.5)	\$(27.6)	\$(28.8)
Less: net loss for noncontrolling interest	(1,224.4)	(23.7)	-
Net loss attributable to Bakkt Holdings, Inc.	\$(468.1)	\$(3.9)	
Weighted average basic shares (mm)	76.6	71.2	
Weighted average diluted shares (mm)	76.6	71.2	
Net loss per basic share	\$(6.11)	\$(0.05)	
Net loss per diluted share	\$(6.11)	\$(0.05)	



¹As of October 31, 2022, Intercontinental Exchange, Inc. ("ICE") owns an aggregate of 66% of shares, consisting of both Class A and Class V

3Q22 Adjusted EBITDA (non-GAAP)

- Adjusted EBITDA loss of \$(30.7)mm
- Adjusted EBITDA loss increased due to higher operating expenses

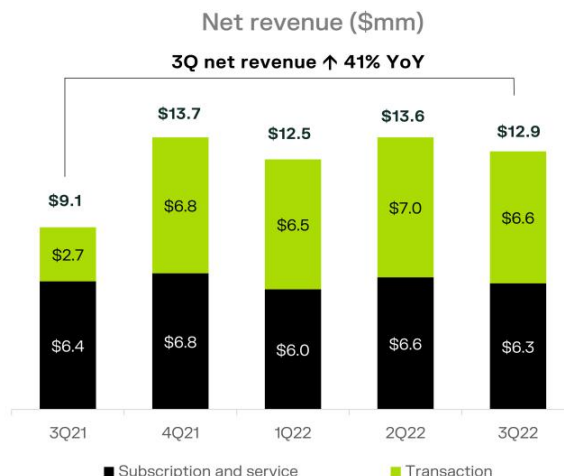
<i>\$mm's (unaudited)</i>	Successor		Predecessor
	3Q22	2Q22	3Q21
Net loss	\$(1,592.5)	\$(27.6)	\$(28.8)
Depreciation and amortization	6.4	6.1	3.3
Interest (income) expense	(0.6)	(0.2)	0.1
Income tax (benefit) expense	(0.6)	(5.1)	-
EBITDA	\$(1,587.4)	\$(26.8)	\$(25.5)
Acquisition-related expenses	0.5	0.2	1.8
Share-based and unit-based compensation expense	8.8	7.1	0.6
(Gain) from change in fair value of warrant liability	(0.4)	(10.3)	-
Goodwill and intangible assets impairments	1,547.7	-	-
Other ¹	0.2	0.3	(1.0)
Adjusted EBITDA	\$(30.7)	\$(29.6)	\$(24.1)



¹Other comprised of ICE transition services expense and cancellation of common units in the current period and non-recurring bitcoin sale income, net in prior period.
 Note: Adjusted EBITDA is a non-GAAP financial measure. For more information, please refer to the Notes section in this presentation.

3Q22 Net revenue

- Net revenue of \$12.9mm increased 41% YoY
- Transaction revenue of \$6.6mm increased 148% YoY primarily due to significant improvement in travel activity in loyalty redemptions
- Subscription and service revenue of \$6.3mm relatively flat YoY



Note: All financial data on this slide is unaudited.
 4Q21 subscription and service revenue comprised of \$1.1mm and \$5.8mm for Predecessor and Successor periods, respectively. 4Q21 transaction revenue comprised of \$1.1mm and \$5.7mm for Predecessor and Successor periods, respectively.

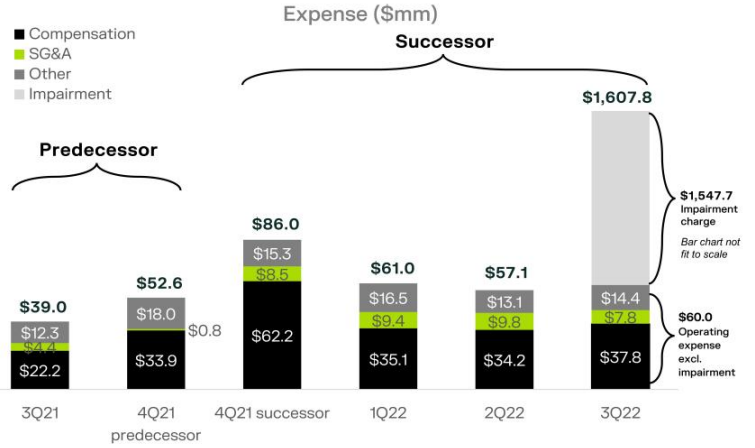
3Q22 Operating expense

Total expenses

- Operating Expense of \$60.0mm (excluding impairment)
- Goodwill and intangible assets non-cash impairments of \$1,547.7mm

Compensation expenses

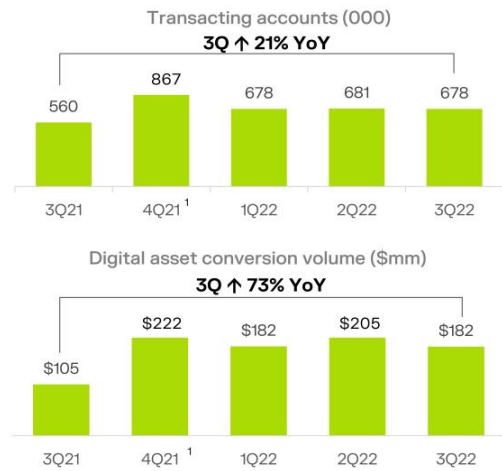
- Compensation expense of \$37.8mm up \$15.6mm, or 70% YoY, including non-cash compensation increase of \$8.2mm YoY
- Invested in hiring through 2022, expect to limit future hiring and leverage pending acquisition of Apex Crypto to further our roadmap in 2023
- We are implementing a restructuring plan as we further focus our business in 4Q, will recognize associated restructuring charge



Note: All financial data on this slide is unaudited. 4Q21 Predecessor expense comprised of \$33.9mm in Compensation, \$0.8mm in SG&A and \$18.0mm in Other. 4Q21 Successor expense comprised of \$62.2mm in Compensation, \$8.5mm in SG&A and \$15.3mm in Other.

3Q22 Key performance indicators

- 3Q22 transacting accounts across our platform up 21% YoY
- Digital asset conversion volume up 73% YoY
 - Strong YoY growth led by loyalty redemption from increased travel activity
 - Digital asset conversion volume related to travel has remained weaker in the latter half of this year due to supply constraints and higher prices



¹ Represents performance on a Combined basis. See disclaimers for additional information. Please refer to the Notes section in this presentation for definitions.

3Q22 Condensed balance sheet

- Strong balance sheet with \$273.7mm of available cash and other highly liquid assets
- Noncash goodwill and intangible assets impairments charge of \$1,547.7mm in accordance with GAAP; does not reflect issues with core business fundamentals, which remain strong
- Used \$42.1mm of cash
 - Capex spend of \$7.8mm
 - Includes an accelerated one-time \$9.2mm cash payment to facilitate migration to a new purchasing card facility
 - Cash usage expected to decline due to increased revenue in 2023, completion of large-dollar investments in 2022 and benefits from the 4Q restructuring related to further focusing the business



<i>\$mm's</i>	As of 9/30/22 (unaudited)	As of 12/31/21
Assets		
Cash & cash equivalents	\$159.9	\$391.4
Available-for-sale securities	113.9	-
Other current assets	185.3	72.2
Total current assets	\$459.0	\$463.5
Goodwill	137.2	1,527.1
Intangible assets, net	214.4	388.5
Other assets	68.0	35.2
Total assets	\$878.5	\$2,414.3
Liabilities and stockholders' equity		
Current liabilities	\$184.3	\$73.6
Noncurrent liabilities	35.4	46.5
Total liabilities	\$219.7	\$120.1
Total stockholders' equity	185.3	468.4
Noncontrolling interest	473.5	1,825.8
Total equity	658.8	2,294.2
Total liabilities and stockholders' equity	\$878.5	\$2,414.3

Outlook expectations

2022 guidance

- Expect to be at low end of range for revenue due to prolonged disruptions to travel volumes
- Cash usage within range excluding one-time accelerated cash payment of \$9.2mm
- We are implementing a restructuring plan as we further focus our business in 4Q; will recognize associated restructuring charge

Preliminary 2023 outlook

- Cash usage expected to decline due to increased revenue in 2023, completion of large-dollar investments in 2022 and benefits from the 4Q restructuring related to further focusing the business
- Expect operating margin expansion in 2023 due to Apex Crypto acquisition of at least 20%¹
- Revenue growth will accelerate from Apex Crypto and expected ramp-up in crypto partner activations
- Expect acquisition and restructuring to result in free cash flow of ~\$80mm through 2025^{1, 2}



¹ Assumes full year impact on operating margin
² Excludes deal costs

We are well-positioned to connect the digital economy

Key priorities remain consistent, laser focused on execution

- Build out and activate partnerships
- Invest in products and capabilities
- Deepen relationships with existing partners
- Execute on expansion opportunities

Well-positioned with significant opportunity to scale

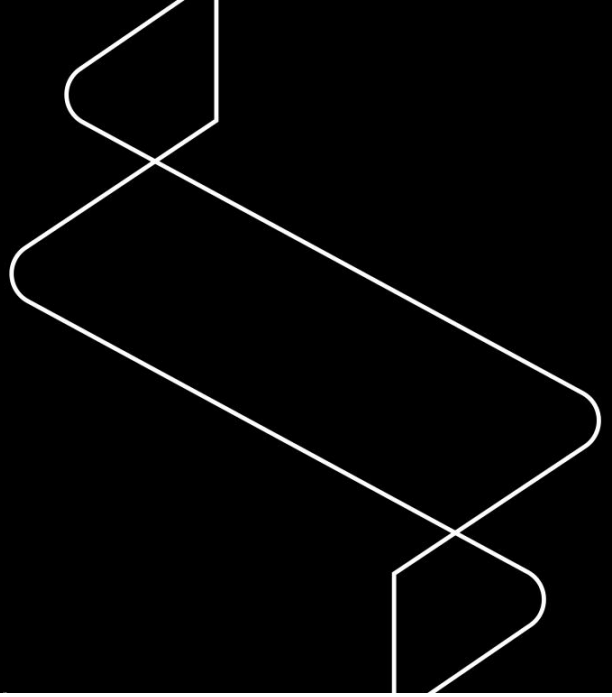
- Industry leading one-stop-shop across digital assets
- Apex Crypto will bolster our crypto product offering and expand client verticals
- Client base provides attractive addressable market

Focused on sustainable long-term growth

- Prudent expense management
- Investing through the cycle, disciplined capital allocation
- Strong balance sheet
- Robust risk management



Notes



NOTES

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP financial measure, which we define as earnings before interest, income taxes, depreciation, amortization and certain non-cash and/or non-recurring items that do not contribute directly to our evaluation of operating results. Adjusted EBITDA provides management with an understanding of earnings before the impact of investing and financing transactions and income taxes, and the effects of aforementioned items that do not reflect the ordinary earnings of our operations. This measure may be useful to an investor in evaluating our performance. Adjusted EBITDA is not a measure of our financial performance under GAAP and should not be considered as an alternative to net income (loss) or other performance measures derived in accordance with GAAP. Our definition of Adjusted EBITDA may not be comparable to similarly tied measures used by other companies.

Non-GAAP financial measures like Adjusted EBITDA have limitations, should be considered as supplemental in nature and are not meant as a substitute for the related financial information prepared in accordance with GAAP. These limitations include the following:

- share-based and unit-based compensation expense, including changes in the fair value of our participation unit liability, which has been excluded from Adjusted EBITDA because the amount of such expenses in any specific period may not directly correlate to the underlying performance of our business operations, has been, and will continue to be for the foreseeable future, a significant recurring expense in our business and an important part of our compensation strategy;
- goodwill and intangible asset impairment charges have been excluded from Adjusted EBITDA given their non-recurring nature and non-cash impact;
- changes in the fair value of our warrant liability, which in any specific period may not directly correlate to the underlying performance of our business operations, and do not necessarily reflect future cash outlays as the liability is measured at each reporting date;
- the intangible assets being amortized, and property and equipment being depreciated, may have to be replaced in the future, and the non-GAAP financial measures do not reflect cash capital expenditure requirements for such replacements or for new capital expenditures or other capital commitments; and
- non-GAAP measures do not reflect changes in, or cash requirements for, our working capital needs.

Because of these limitations, Adjusted EBITDA should be considered alongside other financial performance measures, including net loss and our other financial results presented in accordance with GAAP.



Definitions

Financial

Combined: Represents the combination of Predecessor and Successor for the applicable period. This is a non-GAAP figure

Predecessor: Represents the results of Bakkt Holdings, LLC prior to 10/15/21

Successor: Represents the results of Bakkt Holdings, Inc. from 10/15/21 onward

Operational

Digital asset conversion volume: Dollar value of transaction volume across loyalty redemption, crypto buy/sell and gift card purchases

Transacting accounts: Unique accounts that perform transactions on the Bakkt platform each month



NOTES

Balance
sheet

Sprint's	Successor	
	As of 9/30/22 (unaudited)	As of 12/31/21
Assets		
Current assets		
Cash and cash equivalents	\$159.9	\$391.4
Restricted cash	16.5	16.5
Customer funds	0.6	0.6
Available-for-sale securities	113.9	-
Accounts receivable, net	22.1	18.1
Prepaid insurance	20.6	32.2
Safeguarding asset for cryptoassets	119.4	-
Other current assets	6.1	4.8
Total current assets	459.0	463.5
Property, equipment and software, net	29.4	6.1
Goodwill	137.2	1,527.1
Intangible assets, net	214.4	388.5
Deposits with clearinghouse, noncurrent	15.2	15.2
Other assets	23.4	13.9
Total assets	\$878.5	\$2,414.3
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable and accrued liabilities	\$56.2	\$64.1
Customer funds payable	0.6	0.6
Deferred revenue, current	3.8	4.6
Due to related party	0.9	0.6
Safeguarding obligations for cryptoassets	119.4	-
Other current liabilities	3.4	3.7
Total current liabilities	184.3	73.6
Deferred revenue, noncurrent	3.6	4.8
Warrant liability	4.3	17.4
Deferred tax liabilities, net	2.7	11.6
Other noncurrent liabilities	24.8	12.7
Total liabilities	219.7	120.1
Stockholders' equity		
Class A common stock (\$0.0001 par value, 750,000,000 shares authorized, 77,682,402 shares issued and outstanding as of 9/30/22 and 57,164,388 shares outstanding as of 12/31/21)	-	-
Class V common stock (\$0.0001 par value, 250,000,000 shares authorized, 186,352,843 shares issued and outstanding as of 9/30/22 and 206,271,792 shares outstanding as of 12/31/21)	-	-
Additional paid-in capital	763.2	566.8
Accumulated other comprehensive loss	(0.4)	(0.1)
Accumulated deficit	(577.5)	(88.3)
Total stockholders' equity	185.3	468.4
Noncontrolling interest	473.5	1,625.8
Total equity	658.8	2,294.2
Total liabilities and stockholders' equity	\$878.5	\$2,414.3



NOTES

Statement of operations (unaudited)

Smm's	Successor		Predecessor
	3Q22	2Q22	3Q21
Revenues:			
Net revenues (includes related party net revenues of \$6 and \$40, respectively, and affiliate net revenues of \$(111) and \$(154), respectively)	\$12.9	\$13.6	\$9.1
Operating expenses:			
Compensation and benefits	37.8	34.2	22.2
Professional services	2.7	1.9	3.3
Technology and communication	4.1	4.2	3.1
Selling, general and administrative	7.8	9.8	4.4
Acquisition-related expenses	0.5	0.2	1.8
Depreciation and amortization	6.4	6.1	3.3
Related party expenses (affiliate in Predecessor period)	0.3	0.3	0.5
Goodwill and intangible assets impairments	1,547.7	-	-
Other operating expenses	0.5	0.5	0.3
Total operating expenses	1,607.8	57.1	39.0
Operating loss	(1,594.9)	(43.6)	(29.9)
Interest income (expense), net	0.6	0.2	(0.1)
Gain from change in fair value of warrant liability	0.4	10.3	-
Other income, net	0.7	0.4	1.1
Loss before income taxes	(1,593.2)	(32.7)	(28.8)
Income tax benefit (expense)	0.6	5.1	-
Net loss	(1,592.5)	(27.6)	\$(28.8)
Less: net loss attributable to noncontrolling interest	(1,124.4)	(23.7)	
Net loss attributable to Bakkt Holdings, Inc.	\$(468.1)	\$(3.9)	
Net loss per share attributable to Class A common stockholders			
Basic	\$(6.11)	\$(0.05)	
Diluted	\$(6.11)	\$(0.05)	



NOTES

Adjusted EBITDA reconciliation – Non-GAAP (unaudited)

<i>\$mm's</i>	Successor		Predecessor
	3Q22	2Q22	3Q21
Net loss	\$(1,592.5)	\$(27.6)	\$(28.8)
Depreciation and amortization	6.4	6.1	3.3
Interest (income) expense, net	(0.6)	(0.2)	0.1
Income tax (benefit) expense	(0.6)	(5.1)	-
EBITDA	\$(1,587.4)	\$(26.8)	\$(25.5)
Acquisition-related expenses	0.5	0.2	1.8
Share-based and unit-based compensation expense	8.8	7.1	0.6
(Gain) from change in fair value of warrant liability	(0.4)	(10.3)	-
Impairment of assets	1,547.7	-	-
Other ¹	0.2	0.3	(1.0)
Adjusted EBITDA	\$(30.7)	\$(29.6)	\$(24.1)



¹Other comprised of ICE transition services expense and cancellation of common units in the current period and non-recurring bitcoin sale income, net in prior period.
Note: Adjusted EBITDA is a non-GAAP financial measure. For more information, please refer to the Notes section in this presentation.

