



Fourth Quarter and Full Year 2023 Earnings

March 25, 2024

Important notice

Unless the context otherwise provides, “we,” “us,” “our,” “Bakkt” and like terms refer to Bakkt Holdings, Inc. and its subsidiaries.

FORWARD-LOOKING STATEMENTS

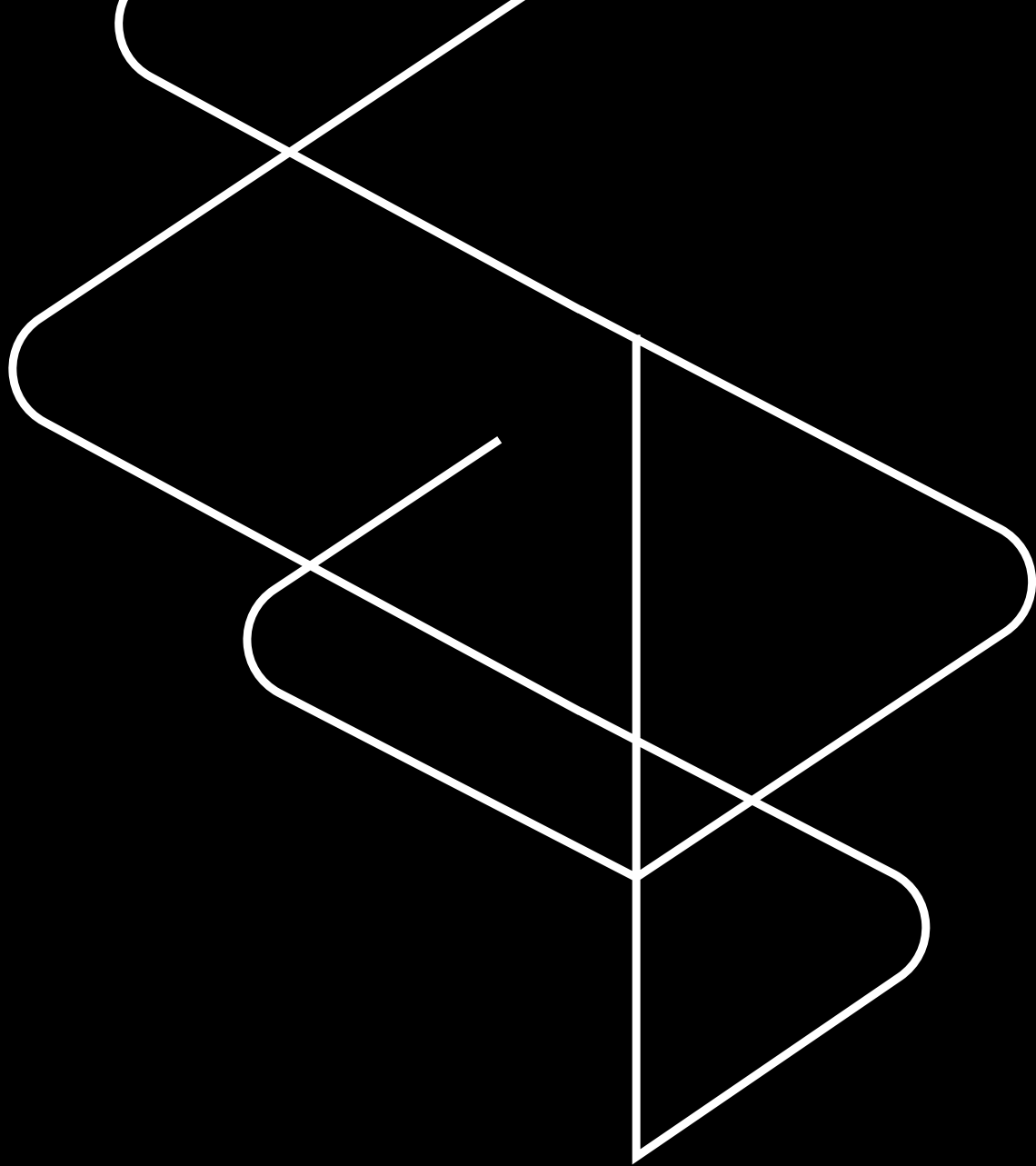
This presentation and accompanying oral presentation contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements include, but are not limited to, statements regarding our financial projections, including Bakkt’s outlook for the fiscal year 2024, the impacts from the Bakkt Crypto acquisition, the impacts of cost-reduction initiatives, 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 the negative of these words 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. Bakkt’s ability to continue as a going concern, 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: Bakkt’s ability to grow and manage growth profitably; changes in Bakkt’s business strategy; Bakkt’s ability to integrate its acquisitions and achieve desired synergies; Bakkt’s future capital requirements and sources and uses of cash, including funds to satisfy its liquidity needs; Bakkt’s inability to maintain the listing of its securities on the New York Stock Exchange; changes in the market in which Bakkt competes, including with respect to its competitive landscape, technology evolution or changes in applicable laws or regulations; changes in the markets that Bakkt targets; disruptions in the crypto market that subject Bakkt to additional risks, including the risk that banks may not provide banking services to Bakkt; the possibility that Bakkt may be adversely affected by other economic, business, and/or competitive factors; the inability to launch new services and products or to profitably expand into new markets and services; the inability to execute Bakkt’s growth strategies, including identifying and executing acquisitions and Bakkt’s initiatives to add new clients; Bakkt’s failure to comply with extensive government regulation, oversight, licensure and appraisals; uncertain regulatory regime governing blockchain technologies and crypto; the inability to develop and maintain effective internal controls and procedures; the exposure to any liability, protracted and costly litigation or reputational damage relating to Bakkt’s data security; the impact of any goodwill or other intangible assets impairments on Bakkt’s operating results; and other risks and uncertainties indicated in Bakkt’s filings with the Securities and Exchange Commission. 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 presentation. Unless otherwise required by law, we undertake no obligation to update any forward-looking statements made in this presentation to reflect events or circumstances after the date of this presentation or to reflect new information or the occurrence of unanticipated events.

BASIS OF PRESENTATION

This presentation includes discussions of Adjusted EBITDA and Free Cash Flow, which are financial measures that are not calculated in accordance with GAAP. For more information regarding Adjusted EBITDA please see slides 23-24 and for Free Cash Flow please see slide 25.



Perspectives on the Business



CEO perspectives on the business

We have a strong foundation

Proud of what the company has accomplished to date

Our products and secure platform are in a good place

Strong base of critical clients and partnerships

Our company is at an inflection point

Fortified our balance sheet with recent capital raise and alleviated the conditions that raised substantial doubt about our ability to continue as a going concern

Right strategy and right team in place to grow the company

We are laser focused on enhancing shareholder value

Strong execution and scaling the business are critical

Improving profitability levers including shifting to reliable revenue streams and prudent expense management

We are well-positioned to capitalize on crypto market opportunities

Demand environment is improving with positive tailwinds in the crypto markets

We have made solid progress over the last year on the regulatory front

Continuing to build business momentum and executing to scale the business efficiently will drive us towards our goal of being adjusted EBITDA¹ breakeven



¹Adjusted EBITDA is a non-GAAP financial measure. For more information, please refer to the Notes section in this presentation.

Our secure, compliance-focused platform along with our public company status, differentiates us from most other crypto providers

- End-to-end crypto capabilities, from onramps to advanced trading and secure custody
- Loyalty redemption platform provides clients with flexible, comprehensive solutions

CRYPTO SOLUTIONS



Comprehensive crypto capabilities

Across institutional and retail client segments



Secure custody of assets

Trust company chartered by NYDFS; reliable and secure infrastructure built for evolving regulatory standards and client needs



Trading Capabilities

Built to seamlessly integrate with partners, with deep liquidity and strong customer experience



Client accessibility

Innovative ways for consumers to access crypto, including rewards from redemptions and earning

LOYALTY REDEMPTION

- Full spectrum of content for loyalty redemption including Apple products & other merchandise, travel & experiences and gift cards
- Flexible turnkey solutions built to drive loyalty and engagement



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



Key priorities in 2024

We believe executing on our key priorities will enable us to create sustainable shareholder value and restore partner confidence

1 Broaden client network and deepen existing relationships

Continue to execute on international “land and expand” strategy

Continue growing our network of crypto native, neobank and fintech clients

2 Expand our products and solutions

Deliver new complementary institutional crypto capabilities, including Collaborative Custody and institutional trading

3 Prudent expense management

Continue to reduce our operating expenses through prudent firmwide expense management initiatives

Continue to identify opportunities to strategically allocate capital



Retail crypto trading will be a significant driver of our growth in 2024

- Continuing to build on our success in signing up new retail crypto trading clients onto our platform. We have agreed to provide advanced end-to-end solutions, which may include **Trade, Coin Transfer* and Fiat Onramps** for our expanding network of crypto native companies
- Expanding into new international markets continues to be core to our growth strategy. We recently further expanded our crypto capabilities into **Brazil, Guatemala, Spain, Hong Kong, Singapore and Taiwan**

- **Strong recent tailwinds for retail crypto trading** with increased industrywide volume activity and higher coin prices
 - Our QTD notional traded volumes have been very strong with March QTD up over ~260% from 4Q23 versus overall market activity up ~65%
 - Client assets under custody continuing to trend upwards, surpassing \$1BN

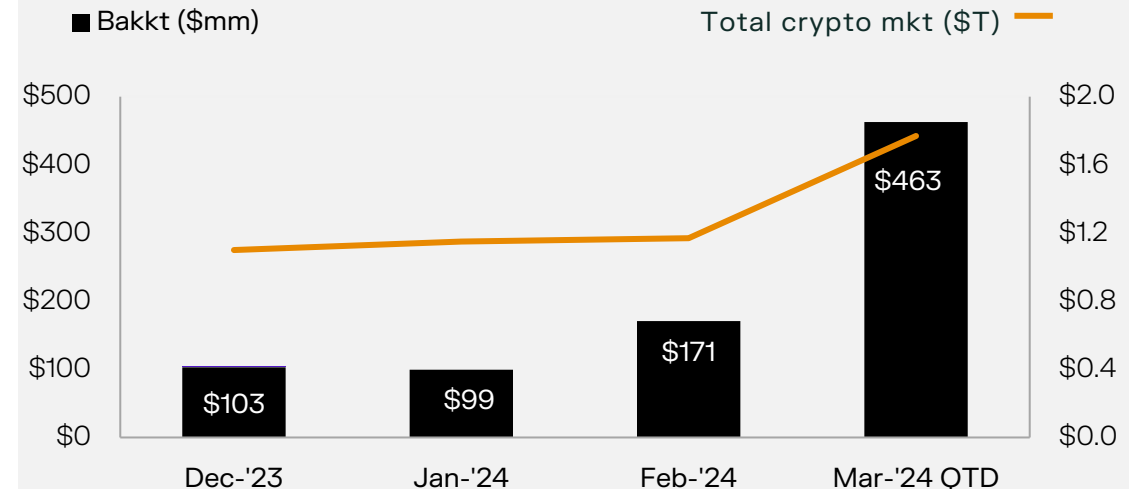
NEW RETAIL CLIENTS



NEW INTERNATIONAL



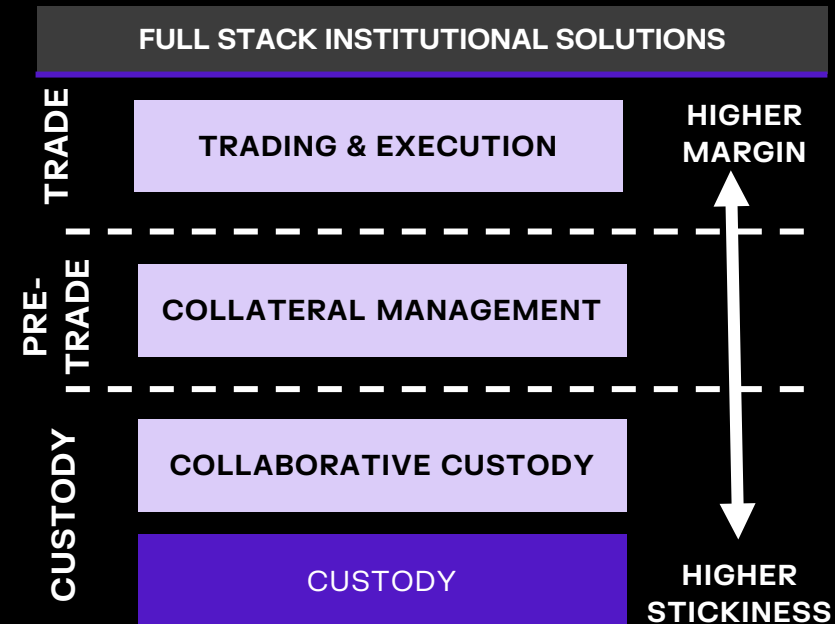
NOTIONAL CRYPTO TRADED VOLUME



* Available in all states except in NY
Note: March quarter-to-date trading data as of March 19, 2024. The operating data on this slide is unaudited.
Please refer to the Notes section in this presentation for definitions.
Source: The Block; Industry data represents total cryptocurrency exchange volume.

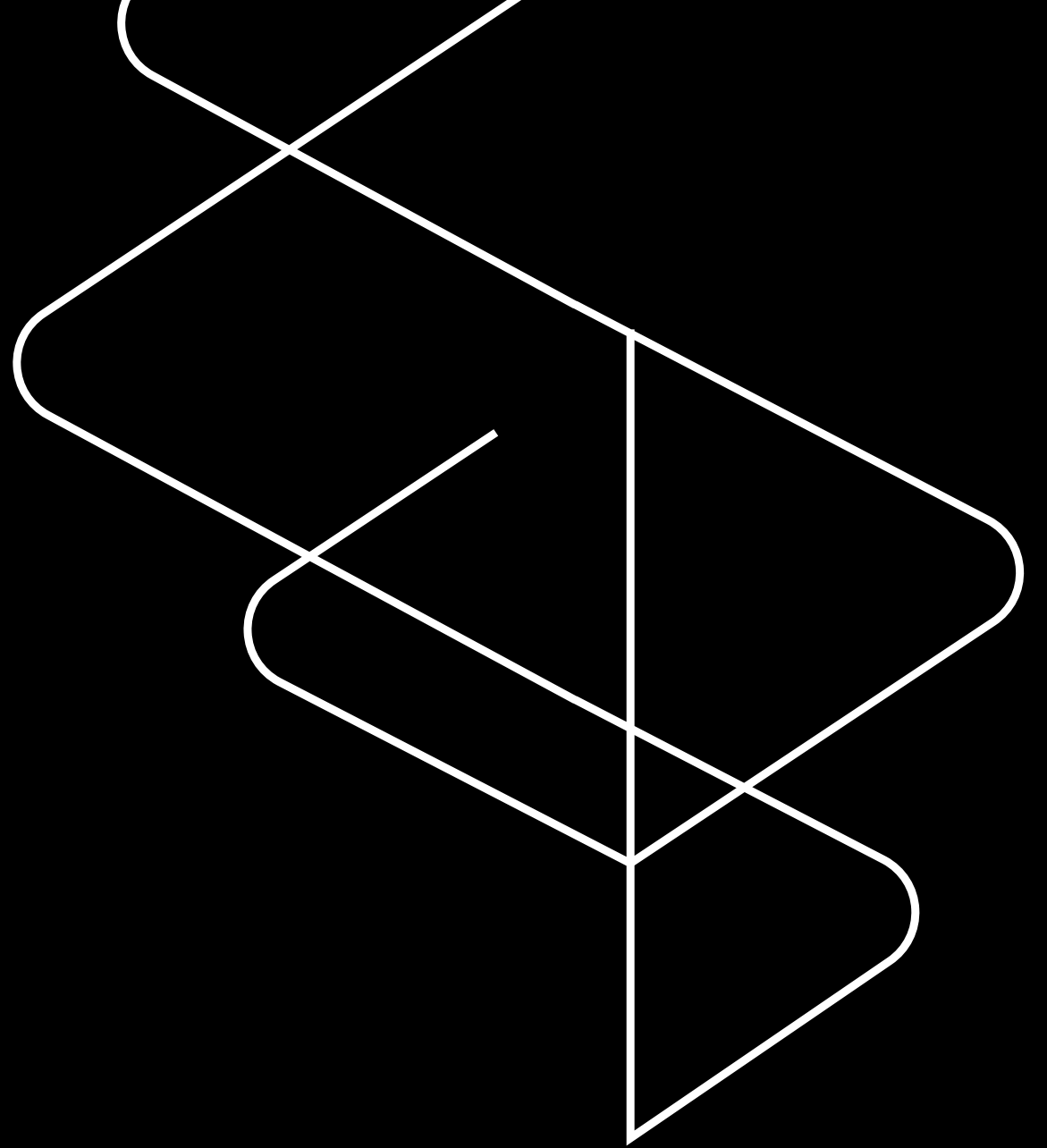
Expanding our institutional crypto capabilities will provide significant growth opportunities

- Our secure and trusted institutional-grade custody foundation along with our **public company status**, differentiates us from most other providers in the institutional crypto space. We are continuing to grow our network of institutional clients, which includes **Bitcoin ETF providers** and **asset managers**
- Custody is a key foundation for our clients. Institutions are typically interested in leveraging trusted providers who can safely store their digital assets and also provide additional crypto trading and execution solutions
- We are well-positioned to leverage our secure custody foundation as a highly sticky entry point to build complementary incremental higher margin institutional solutions, including **Collaborative Custody** and **institutional trading**
- We are actively working to launch a high-performance, low-cost, institutional trading venue in the form of an **Electronic Communication Network (“ECN”)**, which is a technology-based solution that automatically matches and executes trades with best available pricing and high-speed performance
- Collaborative Custody and institutional trading provide attractive opportunities to **drive towards profitability** by bringing on revenue streams at **low costs** and **minimal capital requirements**
- A full-stack institutional crypto offering will deepen our competitive edge and is expected to provide **significant opportunities to gain market share and efficiently scale our business**



Custody is a critical component of a full stack solution and is the entry point to a suite of institutional products

Financial results



Summary of 4Q23 condensed results

4Q23 results include Apex Crypto, now known as Bakkt Crypto, which we acquired on April 1, 2023. In accordance with GAAP, we are presenting crypto services revenue and crypto costs and execution, clearing and brokerage fees on a gross basis

- **Total revenues of \$214.5mm** reflects significant increase YoY in gross crypto trading revenue driven by our acquisition of Bakkt Crypto
- **Total operating expenses of \$293.0mm** reflects significant increase in crypto trading expenses driven by our acquisition of Bakkt Crypto
 - In accordance with GAAP, we took non-cash intangible assets impairments of \$37.2mm and non-cash long-lived assets impairments of \$30.2mm.
 - These charges do not have an impact on future operations
- **Operating expenses (excluding crypto costs, execution, clearing and brokerage fees and goodwill, intangible and long-lived assets impairments) of \$27.8mm** decreased by 55% YoY, primarily due to lower compensation and benefits costs and acquisition-related expenses
- **As of 12/31/2023 total shares outstanding of 274.8mm¹**
 - Class A 94.8mm shares
 - Class V 180.0mm shares
- **As of 3/15/2024 total shares outstanding of 321.7mm²**
 - Class A 141.8mm shares
 - Class V 179.9mm shares

<i>\$mm's</i>	4Q23	3Q23	4Q22
Crypto services	\$ 199.4	\$ 191.8	\$ 0.3
Loyalty services, net	15.1	13.0	15.6
Total revenues	214.5	204.8	15.9
Crypto costs and execution, clearing and brokerage fees	197.8	190.1	0.3
Goodwill, intangible and long-lived assets impairments	67.4	23.4	285.9
Operating expenses, excluding crypto costs, execution, clearing and brokerage fees and goodwill, intangible and long-lived assets impairments	27.8	44.1	61.7
Total operating expenses	293.0	257.6	347.9
Operating loss	(78.5)	(52.9)	(332.0)
Interest income, net	0.8	1.2	1.0
(Loss) gain from change in FV of warrant liability	(0.7)	(0.2)	3.5
Other (expense) income, net	(0.3)	0.4	(1.5)
Loss before income taxes	(78.7)	(51.5)	(328.9)
Income tax (expense) benefit	(0.0)	(0.2)	2.5
Net loss	(78.7)	(51.7)	(326.4)
Less: Net loss for noncontrolling interest	(52.0)	(34.4)	(227.5)
Net loss attributable to Bakkt Holdings, Inc.	\$ (26.7)	\$ (17.3)	\$ (98.9)
Weighted average basic shares (mm)	93.1	91.4	79.4
Weighted average diluted shares (mm)	93.1	91.4	261.5
Net loss per basic share	\$(0.29)	\$(0.19)	\$(1.23)
Net loss per diluted share	\$(0.29)	\$(0.19)	\$(1.25)



Note: All financial data on this slide is unaudited.

¹ As of December 31, 2023, Intercontinental Exchange, Inc. ("ICE") owned an aggregate of 64% of shares, consisting of both Class A and Class V, based on a Schedule 13D/A filed with the SEC by ICE and its affiliates on April 28, 2023.

² Shares do not include ICE's warrants or the shares they may purchase under the registered direct securities purchase agreement, the closing of which is expected to occur in the coming months. As of March 15, 2024, ICE owned an aggregate of 55% of shares, consisting of both Class A and Class V, based on a Schedule 13D/A filed with the SEC by ICE and its affiliates on March 4, 2024.

Summary of full year 2023 condensed results

2023 results include Bakkt Crypto, which we acquired on April 1, 2023. In accordance with GAAP, we are presenting crypto services revenue and crypto costs and execution, clearing and brokerage fees on a gross basis

- **Total revenues of \$780.1mm** reflects significant increase YoY in gross crypto trading revenue driven by our acquisition of Bakkt Crypto
- **Total operating expenses of \$1,008.0mm** reflects significant increase in crypto trading expenses driven by our acquisition of Bakkt Crypto
- **Operating expenses (excluding crypto costs, execution, clearing and brokerage fees and goodwill, intangible and long-lived assets impairments) of \$195.0mm** decreased by 19% YoY, primarily due to lower compensation and benefits costs

\$mm's	FY23	FY22
Crypto services	\$ 727.0	\$ 1.7
Loyalty services, net	53.1	54.5
Total revenues	780.1	56.2
Crypto costs and execution, clearing and brokerage fees	722.3	1.7
Goodwill, intangible and long-lived assets impairments	90.8	1,833.6
Operating expenses, excluding crypto costs, execution, clearing and brokerage fees and goodwill, intangible and long-lived assets impairments	195.0	239.9
Total operating expenses	1,008.0	2,075.1
Operating loss	(227.9)	(2,018.9)
Interest income, net	4.3	1.9
(Loss) gain from change in FV of warrant liability	(1.6)	16.6
Other expense, net	(0.2)	(0.9)
Loss before income taxes	(225.4)	(2,001.3)
Income tax (expense) benefit	(0.4)	11.3
Net loss	(225.8)	(1,989.9)
Less: Net loss for noncontrolling interest	(151.0)	(1,411.8)
Net loss attributable to Bakkt Holdings, Inc.	\$ (74.9)	\$ (578.1)
Weighted average basic shares (mm)	89.1	71.2
Weighted average diluted shares (mm)	89.1	71.2
Net loss per basic share	\$(0.84)	\$(8.12)
Net loss per diluted share	\$(0.84)	\$(8.12)



4Q23 Adjusted EBITDA (non-GAAP)

4Q23 Adjusted EBITDA loss of **\$(19.0)mm** decreased YoY primarily due to a reduction in total compensation and benefits

<i>\$mm's</i>	4Q23	3Q23	4Q22
Net loss	\$ (78.7)	\$ (51.7)	\$ (326.4)
Depreciation and amortization	3.1	4.0	7.0
Interest income, net	(0.8)	(1.2)	(1.0)
Income tax expense (benefit)	0.0	0.2	(2.5)
EBITDA	\$ (76.4)	\$ (48.7)	\$ (322.9)
Acquisition-related expenses	(12.8)	(0.7)	4.5
Share-based and unit-based compensation expense	1.2	3.3	2.9
Cancellation of common units	—	(0.0)	—
Loss (gain) from change in fair value of warrant liability	0.7	0.2	(3.5)
Goodwill and intangible assets impairments	37.2	23.3	274.4
Impairment of long-lived assets	30.2	0.1	11.5
Restructuring expenses	0.1	—	2.3
Transition services expense	0.8	1.0	0.3
Adjusted EBITDA loss	\$ (19.0)	\$ (21.6)	\$ (30.5)



Note: All financial data on this slide is unaudited. Adjusted EBITDA is a non-GAAP financial measure. For more information, please refer to the Notes section in this presentation.

4Q23 Revenues

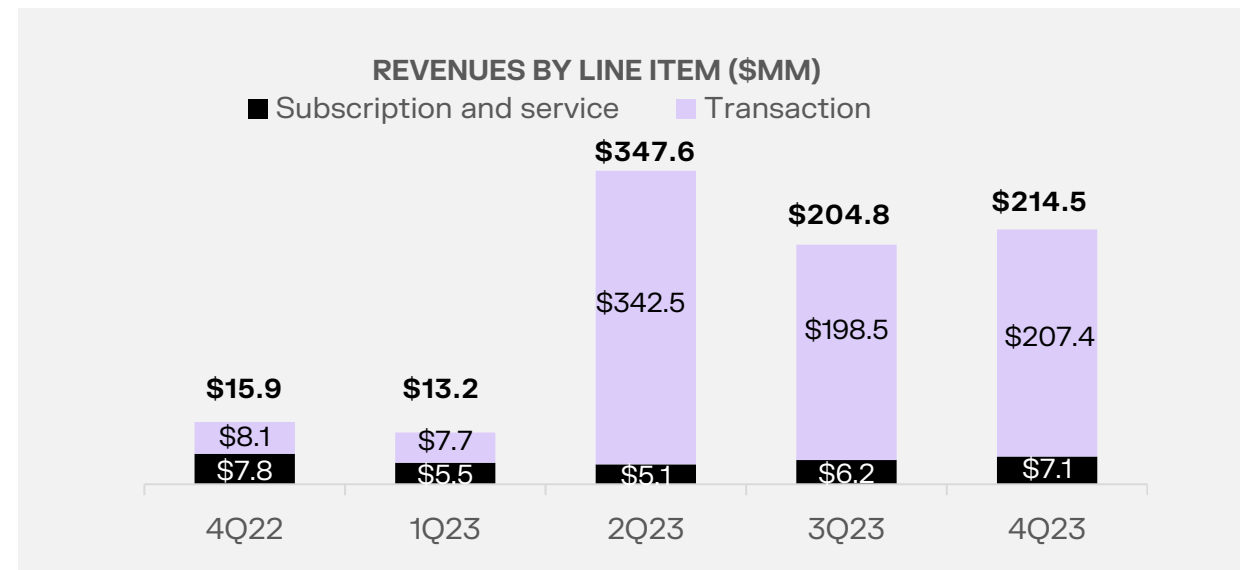
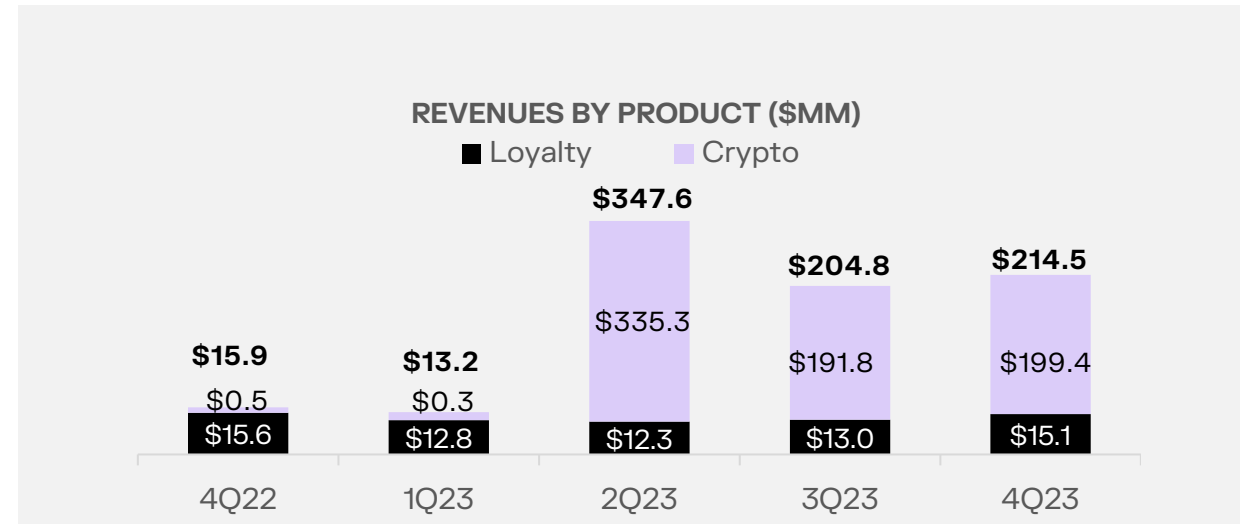
4Q23 results include Bakkt Crypto, which we acquired on April 1, 2023. In accordance with GAAP, we are presenting crypto services revenue on a gross basis

Crypto revenues

- Gross revenues of \$199.4mm driven by increase in crypto transaction volumes YoY due to Bakkt Crypto acquisition; 4% increase QoQ driven by higher industry wide volumes
- FY 2023 gross revenues of \$727.0mm

Loyalty revenues

- Net revenues of \$15.1mm down 2% YoY
- FY 2023 net revenues of \$53.1mm
- Transaction revenues of \$8.0mm increased 2% YoY driven by higher travel related revenue and merchandise transaction fees
- Subscription and service revenues of \$7.1mm decreased 9% YoY due to a reduction in volume-based service revenues

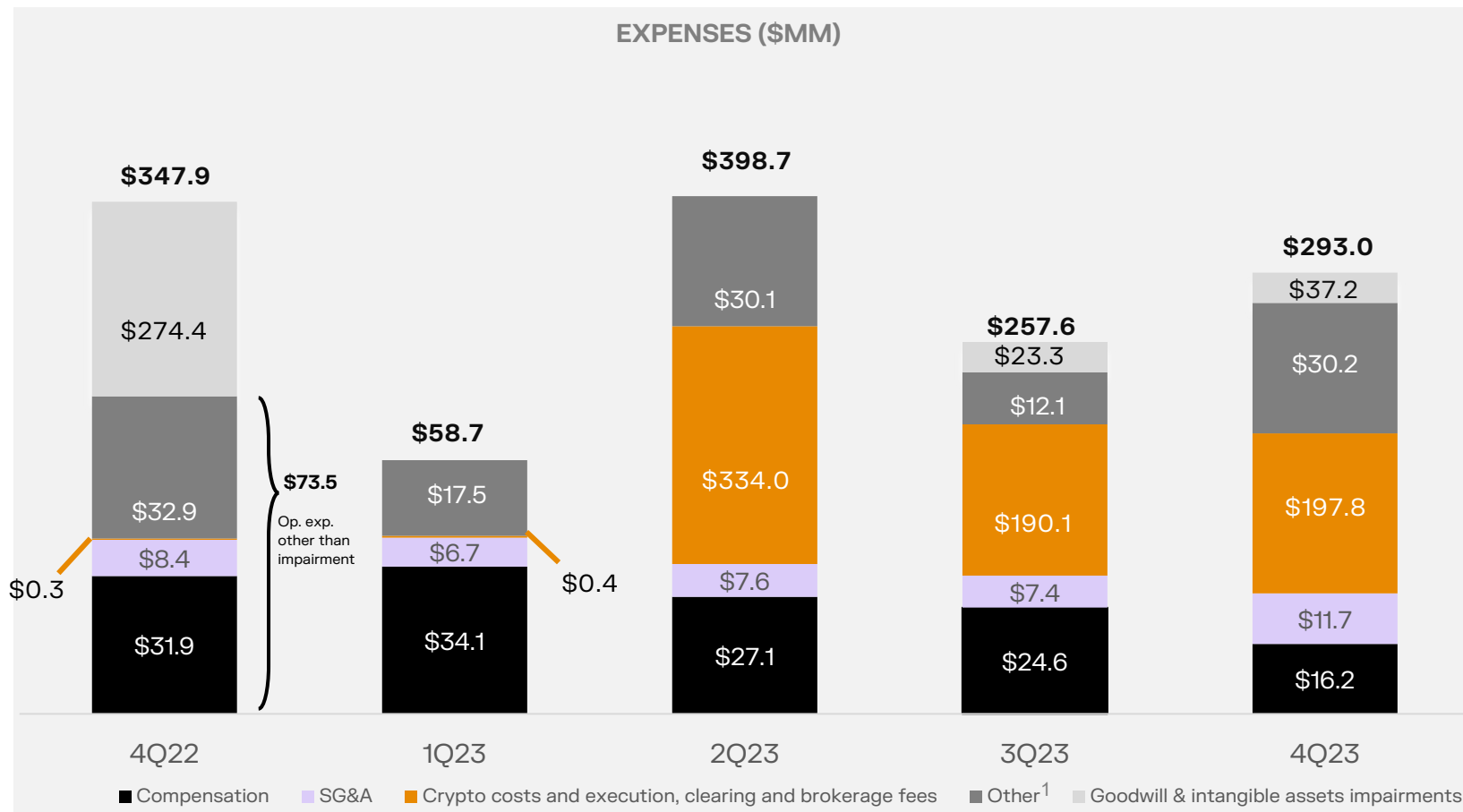


Note: Quarterly financial data on this slide is unaudited. Bar charts not fit to scale

4Q23 Operating expenses

4Q23 results include Bakkt Crypto, which we acquired on April 1, 2023. In accordance with GAAP, we are presenting our crypto costs and execution, clearing and brokerage fees on a gross basis

- **Total operating expenses of \$293.0mm** includes \$197.8mm of crypto costs and execution, clearing and brokerage fees, related to Bakkt Crypto acquisition
 - Includes non-cash intangible assets impairments of \$37.2mm and non-cash long-lived assets impairments of \$30.2mm
- **SG&A expenses of \$11.7mm** increased 39% YoY primarily driven by a \$3.6mm payment related to a strategic marketing agreement
- **Compensation and benefits expenses of \$16.2mm** were down 49% YoY, primarily due to lower salaries, wages, incentive bonuses and benefits and contract labor
- **Other¹ expenses of \$30.2mm** includes non-cash long-lived assets impairments



Note: All financial data on this slide is unaudited. Bar chart not fit to scale.

¹ Other comprised of Professional services, Technology & communication, Acquisition-related expenses, Depreciation & amortization, Related party expenses, Restructuring expenses, Impairments of long-lived assets, and Other operating expenses.

4Q23 Crypto services revenue and related costs

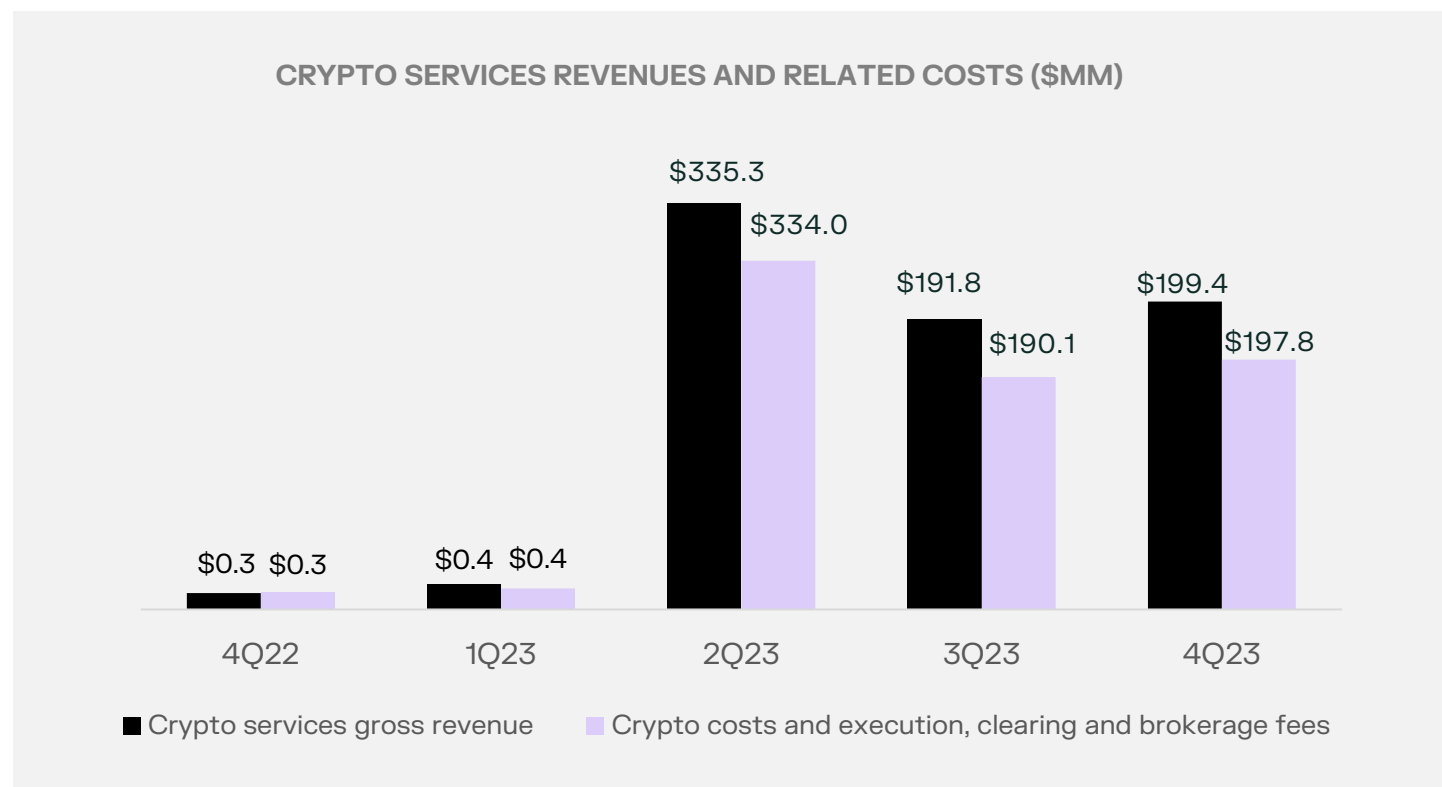
4Q23 results include Bakkt Crypto, which we acquired on April 1, 2023. In accordance with GAAP, we are presenting our crypto services revenue and crypto costs and execution, clearing and brokerage fees on a gross basis

Crypto services revenue

- Gross revenue of \$199.4mm increased QoQ as improving industry wide volumes were partially offset by continued lower activity levels from Webull Pay customers

Crypto costs and execution, clearing and brokerage fees

- Crypto costs and execution, clearing and brokerage fees of \$197.8mm in line with revenue levels

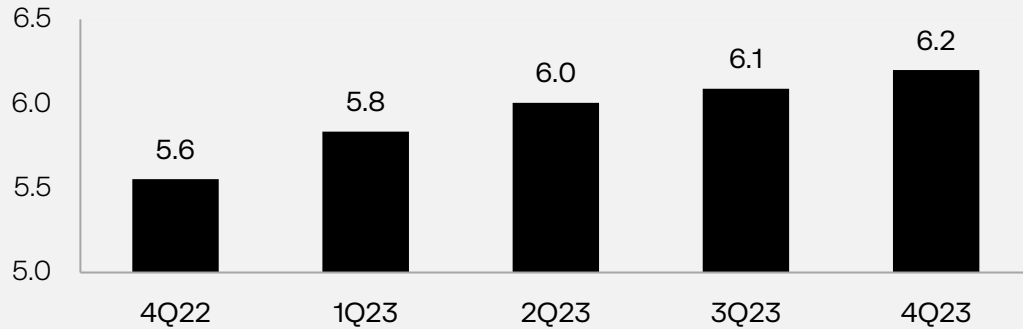


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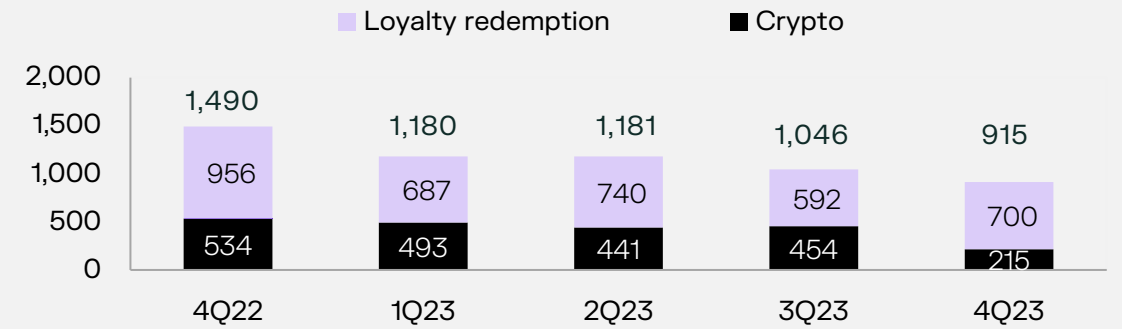
4Q23 Key performance indicators

- Crypto enabled accounts of 6.2mm have continued to increase steadily QoQ through 2023
- Crypto trading volume up 6% QoQ as improving industry wide volumes were partially offset by continued lower activity from Webull Pay customers
- Loyalty redemption volume down 9% YoY driven by lower redemption activity in merchandise, travel and gift cards
- Assets under custody of \$702mm up 41% YoY due to higher coin prices

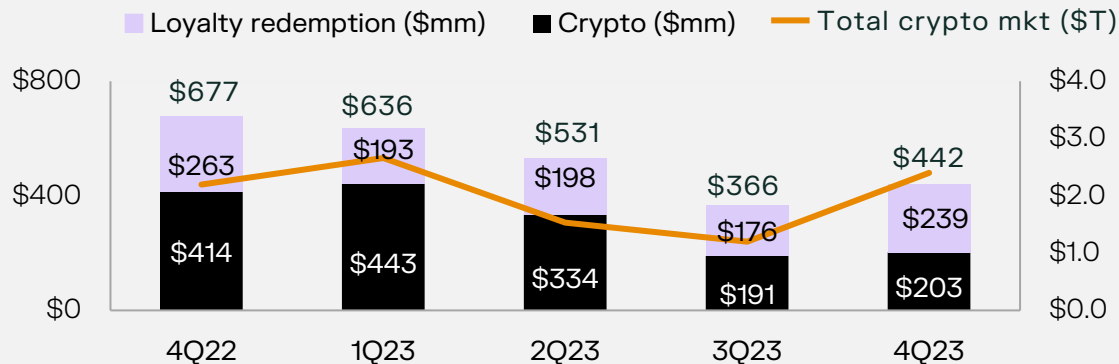
CRYPTO-ENABLED ACCOUNTS (MM)



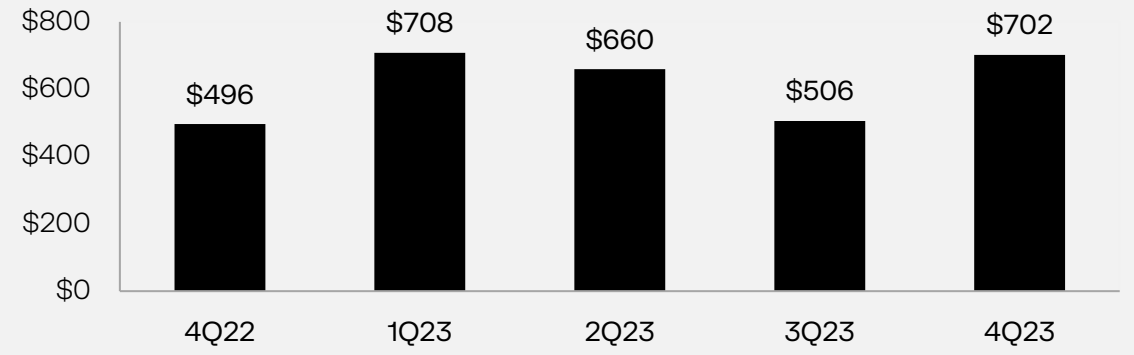
TRANSACTIONING ACCOUNTS (THOUSANDS)



NOTIONAL TRADED VOLUME



ASSETS UNDER CUSTODY (\$ MM)



Note: Key performance indicators include historical data for Bakkt Crypto. The operating data on this slide is unaudited. Please refer to the Notes section in this presentation for definitions.
Source: The Block; Industry data represents total cryptocurrency exchange volume.

4Q23 Condensed balance sheet

- \$70.3mm of cash, cash equivalents and available-for-sale securities.
- 4Q23 cash usage of \$20.8mm includes \$4.4mm of insurance spend
 - Capex¹ spend of \$1.5mm
- Full year 2023 cash usage of \$169.1mm includes ~\$55mm of cash purchase price for Bakkt Crypto
 - Capex¹ spend of \$9.4mm

\$mm's	As of 12/31/23	As of 12/31/22
Assets		
Cash & cash equivalents	\$ 52.9	\$ 98.3
Available-for-sale securities	17.4	141.1
Safeguarding asset for crypto	701.6	15.8
Other current assets	110.8	71.3
Total current assets	882.6	326.5
Goodwill	68.0	15.9
Intangible assets, net	2.9	55.8
Other assets	13.3	57.4
Total assets	\$ 966.9	\$ 455.5
Liabilities and stockholders' equity		
Current liabilities	\$ 100.5	\$ 76.3
Safeguarding obligation for crypto	701.6	15.8
Noncurrent liabilities	29.1	27.3
Total liabilities	831.2	119.4
Total stockholders' equity	48.3	96.3
Noncontrolling interest	87.4	239.8
Total equity	135.7	336.1
Total liabilities and stockholders' equity	\$ 966.9	\$ 455.5

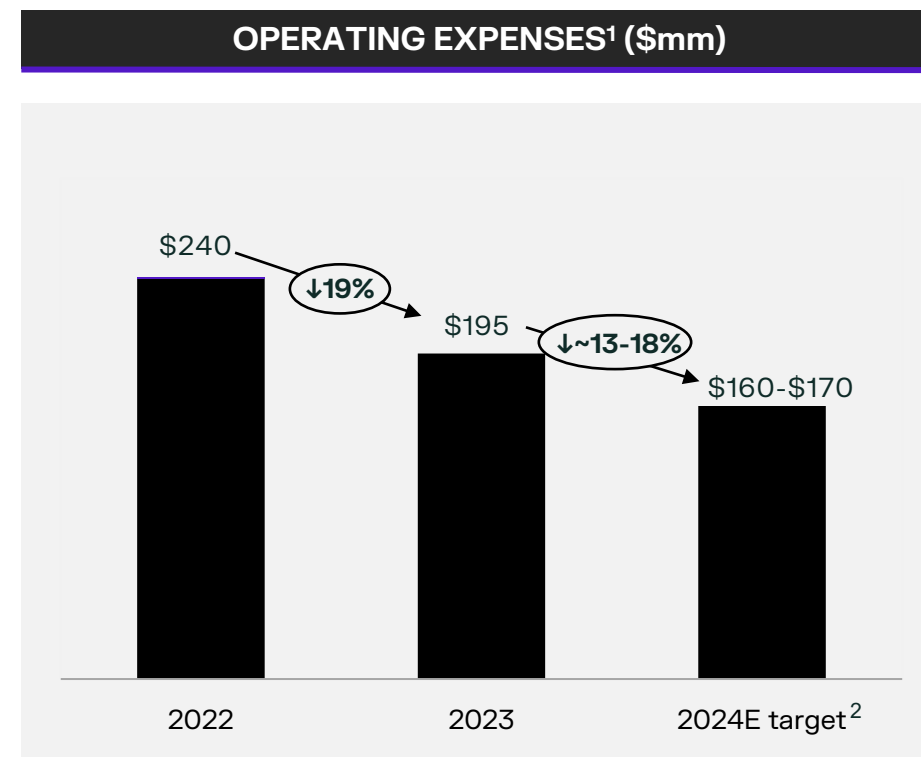


Note: Cash usage is calculated using changes in Cash & cash equivalents and Available-for-sale securities and other non-restricted cash balances over a specified time period. Fourth quarter 2023 cash usage of \$20.8mm is calculated by adding the change in Cash & cash equivalents and other non-restricted cash balances from 9/30/23 to 12/31/23 of (\$15.5)mm with the change in Available-for-sale securities from 9/30/23 to 12/31/23 of (\$5.3)mm.

¹Capex defined as capitalized internal-use software development costs and other capital

We will leverage our strong liquidity position and remain focused on driving our business towards profitability

- Available cash, cash equivalents and AFS securities as of 2/29/24 (pre-capital raise) of \$38.1mm
 - Cash usage in January and February was unusually high due to timing of annual payments and a \$4.9mm increase in surety bond collateral
- Received ~\$38mm in cash related to net proceeds from preliminary close of Third Party Offering
- **Expect \$68mm - \$72mm of available cash, cash equivalents and AFS securities at 3/31/24**
- Our current cash, cash equivalents and AFS securities are expected to provide sufficient capital to fund operations for at least the next 12 months
- Continued discipline and focus on **prudent expense management**
 - 2H23 operating expenses¹ down 42% from 1H23
 - 2024 operating expenses^{1,2} expected to decline ~13-18% from 2023
- Focus on controllable profitability levers including increasing **recurring revenue** streams



¹Operating expenses excluding crypto costs, execution, clearing and brokerage fees and goodwill, intangible and long-lived assets impairments.

^{1,2}Expected 2024 operating expenses as depicted on this slide is based on midpoint of expected range for 2024 outlook. For more information on outlook, please refer to slide 19.

Updating our expected full year 2024 outlook

FINANCIAL METRIC	OUTLOOK
Revenues	<ul style="list-style-type: none"> Total revenues of \$3,292mm - \$5,114mm Gross crypto revenues of \$3,239mm - \$5,057mm Net loyalty revenues of \$53mm - \$57mm
Crypto costs and ECB	<ul style="list-style-type: none"> \$3,220mm - \$5,027mm
Total operating expenses¹	<ul style="list-style-type: none"> \$160mm - \$170mm
Operating cash flow usage	<ul style="list-style-type: none"> (\$58mm - \$72mm)
Free Cash Flow (non-GAAP) usage	<ul style="list-style-type: none"> (\$65mm - \$79mm)
End of year available cash, cash equivalents and available-for-sale securities	<ul style="list-style-type: none"> \$35mm - \$50mm

Key Assumptions

Gross Crypto Revenue, Crypto Costs and ECB

- Range is based on a range of retail trading engagement metrics
- Expect 2x - 3x growth in crypto trading accounts with significant contribution from new clients
- Activation of crypto coin pairs in second half 2024 to support international retail trading demand
- Addition of institutional clients with steady ramp-up in assets under custody in 2H'24
- Crypto costs and ECB in line with gross crypto revenue

Operating expenses¹

- Integration of regulated entities beginning March 2024
- No acquisition/inorganic transaction expenses
- Assume no further impairments and non-cash compensation consistent with 2023 levels. Expect \$13mm-\$16mm of non-cash comp and \$0.5mm-\$1.5mm of depreciation and amortization.



¹Operating expenses excluding crypto costs, execution, clearing and brokerage fees and goodwill, intangible and long-lived assets impairments.
 Note: All financial data on this slide is unaudited. Free cash flow is a non-GAAP financial measure. For more information, please refer to the Notes section in this presentation.

Key priorities in 2024

We believe executing on our key priorities will enable us to create sustainable shareholder value and restore partner confidence

1 Broaden client network and deepen existing relationships

Continue to execute on international “land and expand” strategy

Continue growing our network of crypto native, neobank and fintech clients

2 Expand our products and solutions

Deliver new complementary institutional crypto capabilities, including Collaborative Custody and institutional trading

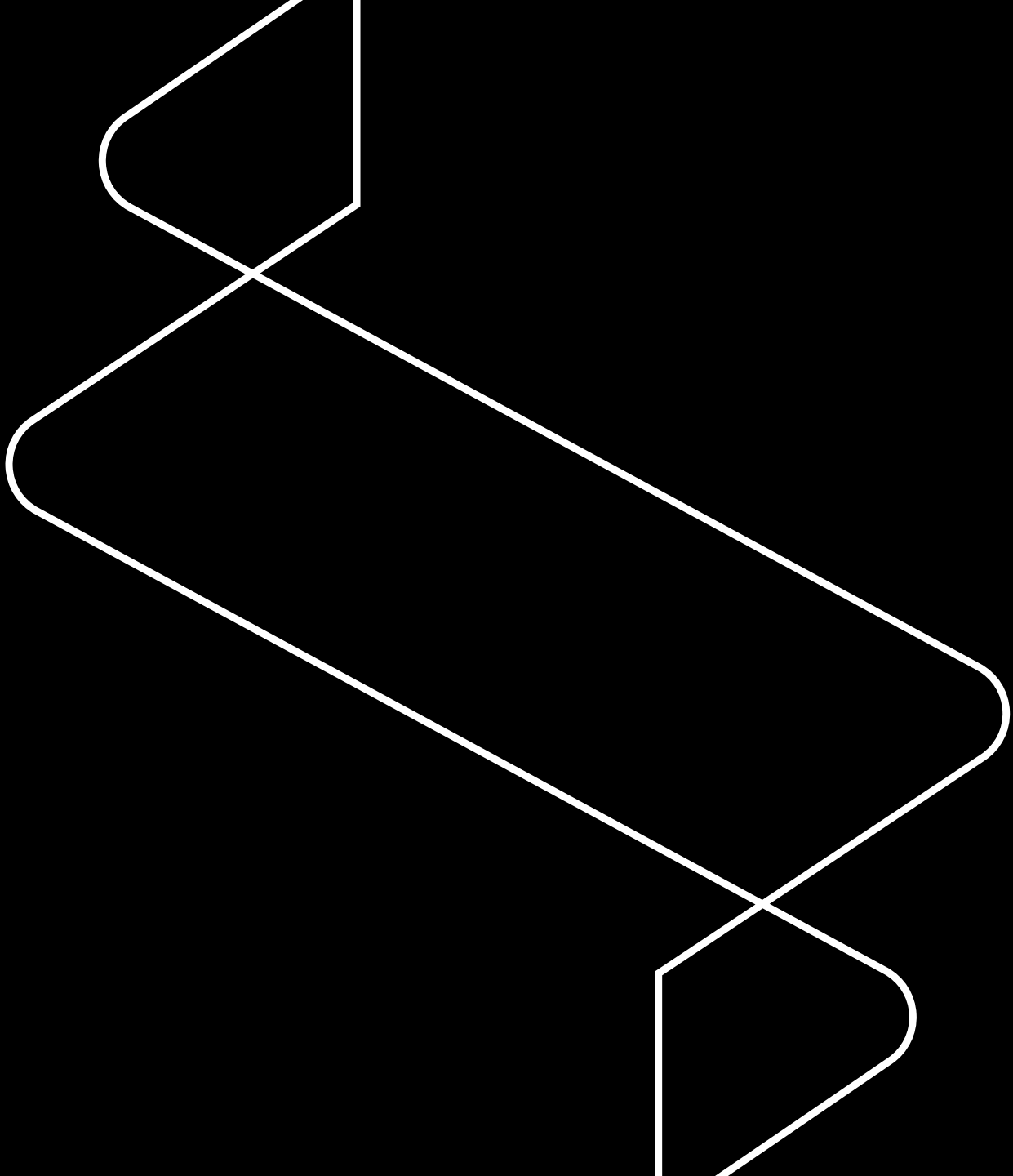
3 Prudent expense management

Continue to reduce our operating expenses through prudent firmwide expense management initiatives

Continue to identify opportunities to strategically allocate capital



Notes



NOTES

Definitions

Crypto-enabled accounts: total crypto accounts open

Transacting accounts: unique accounts that perform at least one transaction across crypto buy/sell and loyalty redemption each month. Monthly figures are de-duped for the month. Quarterly figure represents sum of all months in the quarter

Notional traded volume: total notional volume of transactions across crypto buy/sell and loyalty redemption. Figures represent gross values recorded as of order date

Assets under custody: the sum of coin quantities held by customers multiplied by the final quote for each coin on the last day of the quarter



NOTES

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP financial measure, which we define as earnings before interest, income taxes, depreciation, amortization, acquisition-related expenses, share-based and unit-based compensation expense, goodwill and intangible assets impairments, restructuring charges, changes in the fair value of our warrant liability and certain other non-cash and/or non-recurring items that do not contribute directly to our evaluation of operating results and are not components of our core business operations. 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. The non-GAAP financial measures should be considered alongside other financial performance measures, including net loss and our other financial results presented in accordance with GAAP.



NOTES

Adjusted EBITDA reconciliation – Non-GAAP

<i>\$mm's</i>	4Q23	3Q23	4Q22	FY23	FY22
Net loss	\$ (78.7)	\$ (51.7)	\$ (326.4)	\$ (225.8)	\$ (1,989.9)
Depreciation and amortization	3.1	4.0	7.0	13.9	25.4
Interest income, net	(0.8)	(1.2)	(1.0)	(4.3)	(1.9)
Income tax expense (benefit)	0.0	0.2	(2.5)	0.4	(11.3)
EBITDA	\$ (76.4)	\$ (48.7)	\$ (322.9)	\$ (215.8)	\$ (1,977.8)
Acquisition-related expenses	(12.8)	(0.7)	4.5	4.3	5.7
Share-based and unit-based compensation expense	1.2	3.3	2.9	16.8	32.1
Cancellation of common units	—	(0.0)	—	(0.0)	(0.2)
Loss (gain) from change in fair value of warrant liability	0.7	0.2	(3.5)	1.6	(16.6)
Goodwill and intangible assets impairments	37.2	23.3	274.4	60.5	1,822.1
Impairment of long-lived assets	30.2	0.1	11.5	30.3	11.5
Restructuring expenses	0.1	—	2.3	4.6	2.3
Transition services expense	0.8	1.0	0.3	3.9	1.2
Adjusted EBITDA loss	\$ (19.0)	\$ (21.6)	\$ (30.5)	\$ (93.9)	\$ (119.7)



Note: Quarterly financial data on this slide is unaudited. Adjusted EBITDA is a non-GAAP financial measure.

NOTES

Free cash flow reconciliation – Non-GAAP

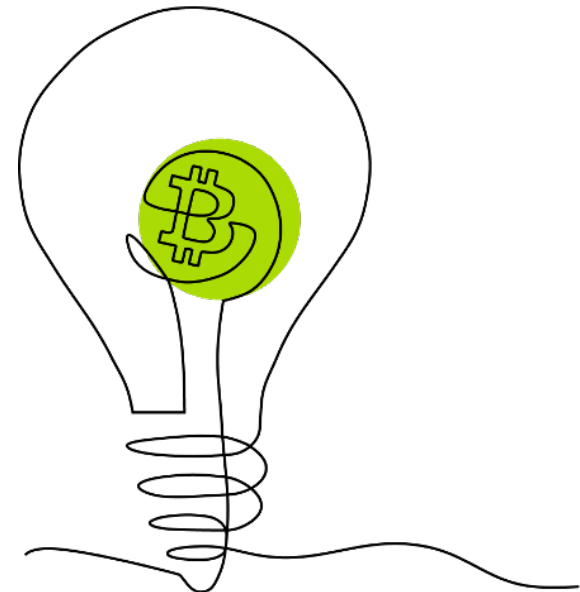
Free Cash Flow is a non-GAAP financial measure. Free Cash Flow is cash flow from operations adjusted for “capitalized internal use software development costs and other capital expenditures” and “interest income.” We adjust for capitalized expenses associated with internally developed software for our technology platforms given they are a large component of our ongoing expense base given our position as a technology platform company.

Information reconciling forward-looking Free Cash Flow to the comparable GAAP financial measure is unavailable to us without unreasonable effort. We are not able to provide a reconciliation of forward-looking Free Cash Flow to the comparable GAAP financial measure because certain items required for such reconciliations are outside of our control and/or cannot be reasonably predicted, such as timing of customer payments for account receivables and payment terms for operating expenses. Preparation of such reconciliations would require a forward-looking statement of income and statement of cash flow, prepared in accordance with GAAP, and such forward-looking financial statements are unavailable to us without unreasonable effort (as specified in the exception provided by Item 10(e)(1)(i)(B) of Regulation S-K). We provide a range for our Free Cash Flow forecast that we believe will be achieved, however we cannot accurately predict all the components of the Free Cash Flow calculation.

We provide Free Cash Flow because we believe that Free Cash Flow, when viewed with our results under GAAP, provides useful information for the reasons noted above. However, Free Cash Flow is not a measure of liquidity under GAAP and, accordingly, should not be considered as an alternative to net cash used in operating activities as an indicator of liquidity.

Reconciliation of Operating Cash Flow to Non-GAAP Free Cash Flow (\$ in millions) (unaudited)

\$ in millions	FY 2024E	
	Low	High
Net cash used in operating activities	(\$58)	(\$72)
Capex	(4)	(4)
Interest income, net	(3)	(3)
Free Cash Flow	(\$65)	(\$79)



Note: All financial data on this slide is unaudited. Free Cash Flow is a non-GAAP financial measure.

NOTES

Balance
sheet

<i>\$mm's</i>	As of 12/31/23	As of 12/31/22
Assets		
Current assets		
Cash and cash equivalents	\$ 52.9	\$ 98.3
Restricted cash	31.8	16.5
Customer funds	32.9	0.6
Available-for-sale securities	17.4	141.1
Accounts receivable, net	29.7	25.3
Prepaid insurance	13.0	22.8
Safeguarding asset for crypto	701.6	15.8
Other current assets	3.3	6.1
Total current assets	882.6	326.5
Property, equipment and software, net	0.1	19.7
Goodwill	68.0	15.9
Intangible assets, net	2.9	55.8
Deposits with clearinghouse	0.2	15.2
Other assets	13.1	22.5
Total assets	\$ 966.9	\$ 455.5
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 55.4	\$ 66.8
Customer funds payable	32.9	0.6
Deferred revenue, current	4.3	4.0
Due to related party	3.2	1.2
Safeguarding obligation for crypto	701.6	15.8
Other current liabilities	4.7	3.8
Total current liabilities	802.1	92.1
Deferred revenue, noncurrent	3.2	3.1
Warrant liability	2.4	0.8
Other noncurrent liabilities	23.5	23.4
Total liabilities	831.2	119.4
Stockholders' equity		
Class A common stock (\$0.0001 par value, 750,000,000 shares authorized, 94,845,942 shares issued and outstanding as of 12/31/23 and 80,926,843 shares outstanding as of 12/31/22)	0.0	0.0
Class V common stock (\$0.0001 par value, 250,000,000 shares authorized, 180,001,606 shares issued and outstanding as of 12/31/23 and 206,271,792 shares outstanding as of 12/31/22)	0.0	0.0
Additional paid-in capital	799.7	773.0
Accumulated other comprehensive loss	(0.1)	(0.3)
Accumulated deficit	(751.3)	(676.4)
Total stockholders' equity	48.3	96.3
Noncontrolling interest	87.4	239.8
Total equity	135.7	336.1
Total liabilities and stockholders' equity	\$ 966.9	\$ 455.5

NOTES

Statement of operations

\$mm's	4Q23	3Q23	4Q22	FY23	FY22
Revenues:					
Crypto services	\$ 199.4	\$ 191.8	\$ 0.3	\$ 727.0	\$ 1.7
Loyalty services, net	15.1	13.0	15.6	53.1	54.5
Total revenues	214.5	204.8	15.9	780.1	56.2
Operating expenses:					
Crypto costs	196.9	189.4	0.3	718.5	1.7
Execution, clearing and brokerage fees	0.9	0.7	—	3.8	—
Compensation and benefits	16.2	24.6	31.9	102.0	139.0
Professional services	3.2	2.0	2.2	10.4	11.5
Technology and communication	5.2	5.5	4.4	20.8	17.1
Selling, general and administrative	11.7	7.4	8.4	33.4	35.4
Acquisition-related expenses	(12.8)	(0.7)	4.5	4.3	5.7
Depreciation and amortization	3.1	4.0	7.0	13.9	25.4
Related party expenses	0.8	1.0	0.3	3.9	1.2
Goodwill and intangible assets impairments	37.2	23.3	274.4	60.5	1,822.1
Impairment of long-lived assets	30.2	0.1	11.5	30.3	11.5
Restructuring expenses	0.1	—	2.3	4.6	2.3
Other operating expenses	0.4	0.3	0.6	1.6	2.3
Total operating expenses	293.0	257.6	347.9	1,008.0	2,075.1
Operating loss	(78.5)	(52.9)	(332.0)	(227.9)	(2,018.9)
Interest income, net	0.8	1.2	1.0	4.3	1.9
(Loss) gain from change in fair value of warrant liability	(0.7)	(0.2)	3.5	(1.6)	16.6
Other (expense) income, net	(0.3)	0.4	(1.5)	(0.2)	(0.9)
Loss before income taxes	(78.7)	(51.5)	(328.9)	(225.4)	(2,001.3)
Income tax (expense) benefit	(0.0)	(0.2)	2.5	(0.4)	11.3
Net loss	(78.7)	(51.7)	(326.4)	(225.8)	(1,989.9)
Less: Net loss attributable to noncontrolling interest	(52.0)	(34.4)	(227.5)	(151.0)	(1,411.8)
Net loss attributable to Bakkt Holdings, Inc.	\$ (26.7)	\$ (17.3)	\$ (98.9)	\$ (74.9)	\$ (578.1)
Net loss per share attributable to Class A common stockholders					
Basic	\$(0.29)	\$(0.19)	\$(1.23)	\$(0.84)	\$(8.12)
Diluted	\$(0.29)	\$(0.19)	\$(1.25)	\$(0.84)	\$(8.12)

Note: Quarterly financial data on this slide is unaudited.



NOTES

Statement of cash flows

\$mm's	4Q23	3Q23	4Q22	FY23	FY22
Cash flows from operating activities:					
Net loss	\$ (78.7)	\$ (51.7)	\$ (326.4)	\$ (225.8)	\$ (1,989.9)
Adjustments to reconcile net loss to net cash used in operating activities					
Depreciation and amortization	3.1	4.0	7.0	13.9	25.4
Change in fair value of contingent consideration liability	(13.1)	(0.3)	—	(3.0)	—
Non-cash lease expense	0.8	0.8	0.8	3.1	2.7
Share-based compensation expense	1.2	3.0	2.7	15.5	31.6
Unit-based compensation expense	0.0	0.4	0.2	1.3	0.6
Forfeiture and cancellation of common units	—	(0.0)	—	(0.0)	(0.2)
Deferred income taxes	—	—	(2.7)	—	(11.6)
Impairment of long-lived assets	30.2	0.1	11.5	30.3	11.5
Goodwill and intangible assets impairments	37.2	23.3	274.4	60.5	1,822.1
Loss on disposal of assets	0.0	0.1	3.8	0.1	3.8
Loss (gain) from change in fair value of warrant liability	0.7	0.2	(3.5)	1.6	(16.6)
Other	0.0	0.0	0.1	0.0	0.3
Changes in operating assets and liabilities:					
Accounts receivable	(6.9)	(1.0)	(3.2)	(10.0)	(7.2)
Prepaid insurance	(1.0)	3.9	(2.2)	9.8	9.4
Deposits with clearinghouse	—	15.2	—	15.0	—
Accounts payable and accrued liabilities	6.3	(3.1)	11.4	(8.0)	0.7
Due to related party	1.5	0.8	0.3	2.1	0.6
Deferred revenue	0.3	1.0	(0.3)	0.4	(2.4)
Operating lease liabilities	(0.9)	(0.8)	(0.1)	(3.0)	4.2
Customer funds payable	4.7	27.7	—	32.3	—
Other assets and liabilities	4.6	0.8	2.7	3.4	(2.4)
Net cash (used in) provided by operating activities	<u>(10.2)</u>	<u>24.1</u>	<u>(23.7)</u>	<u>(60.7)</u>	<u>(117.6)</u>
Cash flows from investing activities:					
Capitalized internal-use software development costs and other capital	(1.5)	(1.9)	(8.0)	(9.4)	(30.5)
Purchase of available-for-sale securities	(17.2)	(17.6)	(117.8)	(61.8)	(306.6)
Proceeds from the maturity of available-for-sale securities	22.6	10.0	90.5	185.8	165.2
Acquisition of Bumped Financial, LLC	—	—	—	(0.6)	—
Acquisition of Apex Crypto LLC, net of cash acquired	—	0.4	—	(47.9)	—
Net cash provided by (used in) investing activities:	<u>3.8</u>	<u>(9.1)</u>	<u>(35.4)</u>	<u>66.0</u>	<u>(172.0)</u>
Cash flows from financing activities:					
Repurchase and retirement of Class A common stock	(0.1)	—	(2.6)	(2.6)	(2.6)
Proceeds from the exercise of warrants	—	—	—	—	0.0
Net cash used in financing activities:	<u>(0.1)</u>	<u>—</u>	<u>(2.6)</u>	<u>(2.6)</u>	<u>(2.6)</u>
Effect of exchange rate changes	0.5	(0.4)	0.1	0.4	(0.9)
Net (decrease) increase in cash, cash equivalents, deposits, restricted cash and customer funds	(6.0)	14.6	(61.5)	3.1	(293.0)
Cash, cash equivalents, restricted cash, deposits and customer funds at the beginning of the period	124.5	109.9	177.0	115.4	408.4
Cash, cash equivalents, restricted cash, deposits and customer funds at the end of the period	\$ 118.5	\$ 124.5	\$ 115.4	\$ 118.5	\$ 115.4



Note: Quarterly financial data on this slide is unaudited.