



Third Quarter 2021 Earnings

November 12, 2021

Important notice

Forward-Looking Statements

This presentation, and the accompanying oral presentation (collectively, this “presentation”), contain “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 Bakkt’s plans, objectives, expectations and intentions with respect to future operations, products, services and use of proceeds from the business combination, among others. Forward-looking statements can be identified by words such as “will,” “likely,” “expect,” “continue,” “anticipate,” “estimate,” “believe,” “intend,” “plan,” “projection,” “outlook” 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 presentation. 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.

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) a delay or failure to realize the expected benefits from the business combination; (ii) risks related to disruption of management time from ongoing business operations due to post-closing business combination matters; (iii) the impact of the ongoing COVID-19 pandemic; (iv) changes in the markets in which Bakkt competes, including with respect to its competitive landscape, technology evolution or regulatory changes; (v) changes in the markets that Bakkt targets; (vi) risk that Bakkt may not be able to execute its growth strategies, including identifying and executing acquisitions; (vii) risks relating to data security; and (viii) 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 in the “Risk Factors” section of the definitive proxy statement/prospectus filed by Bakkt (under the name VPC Impact Acquisition Holdings) on September 17, 2021 and other filings that Bakkt may, from time-to-time, make with the Securities and Exchange Commission.

Non-GAAP Information

This presentation contains certain financial information not calculated in accordance with U.S. generally accepted accounting principles (“GAAP”). For more information, please see slides 26 through 27.

Unless the context otherwise provides, “we,” “us,” “our,” 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.

OUR VISION

Connect the digital economy

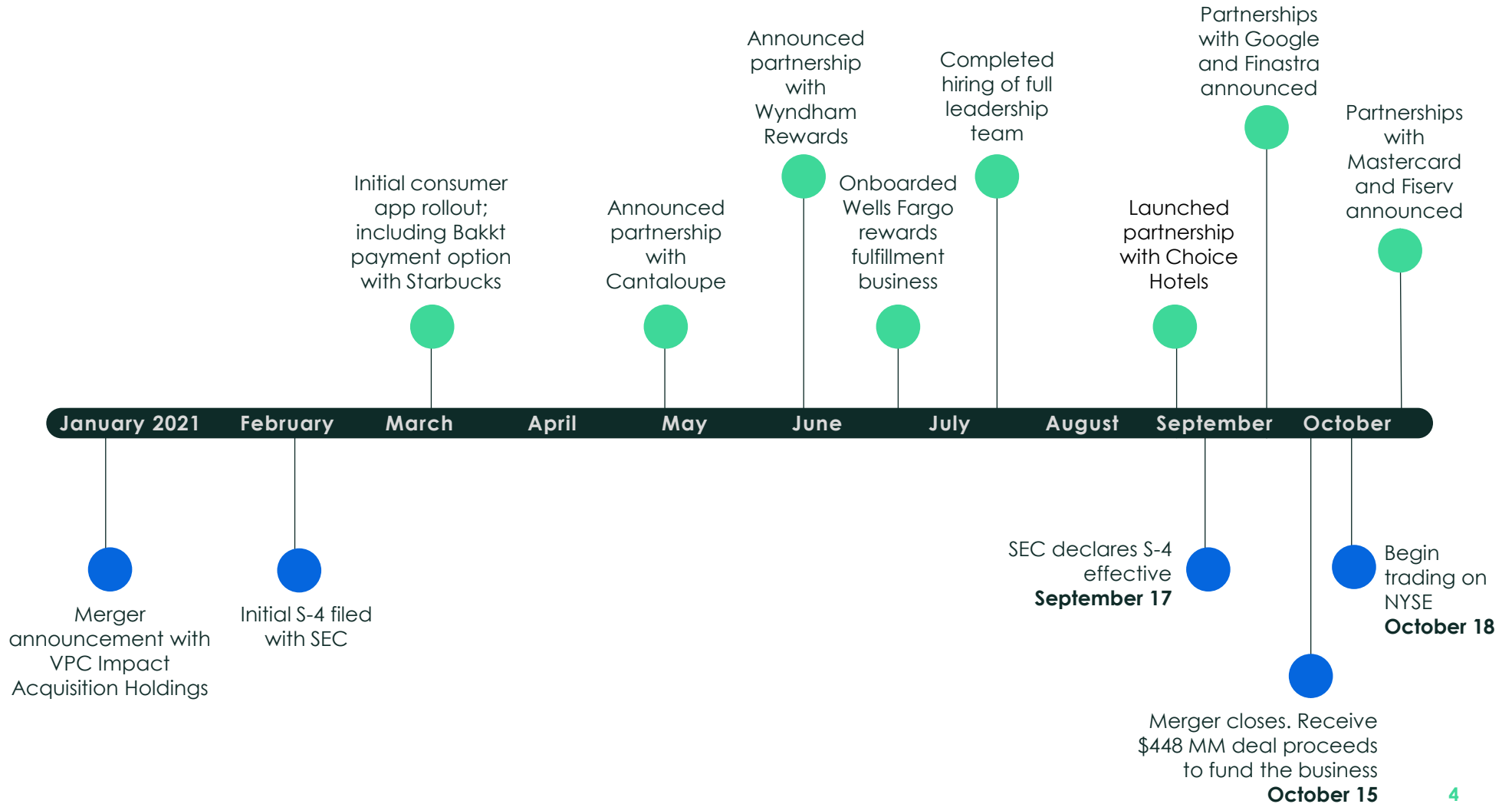
We power commerce by enabling consumers, businesses and institutions to unlock value from digital assets.

OVERVIEW

We've built momentum

Bakkt was formed out of ICE in 2018, with the **vision to build secure & institutional-grade crypto solutions.**

Since then, we further **expanded into other digital assets like loyalty & rewards.**



Our customers



Consumers

Enjoy simple, everyday access to crypto, rewards and more



Businesses

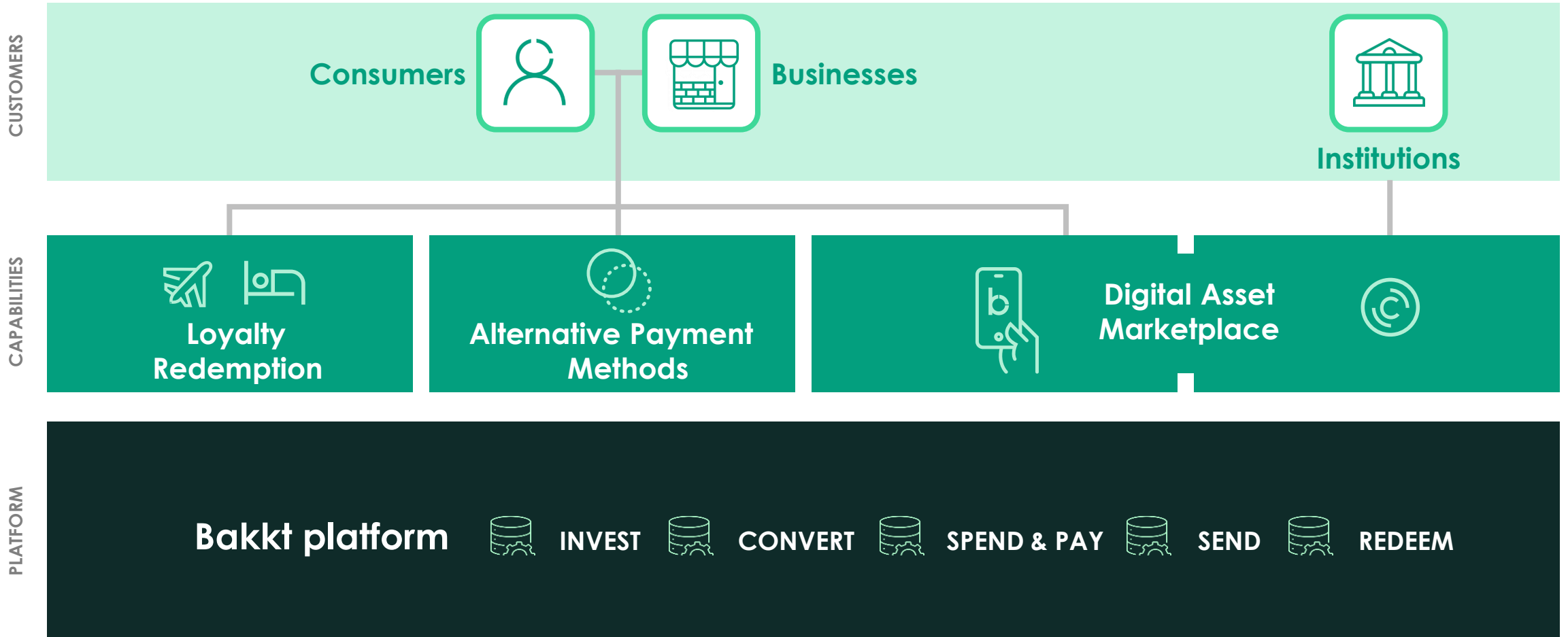
Deepen consumer loyalty and drive increased spending power on loyalty & currency platforms



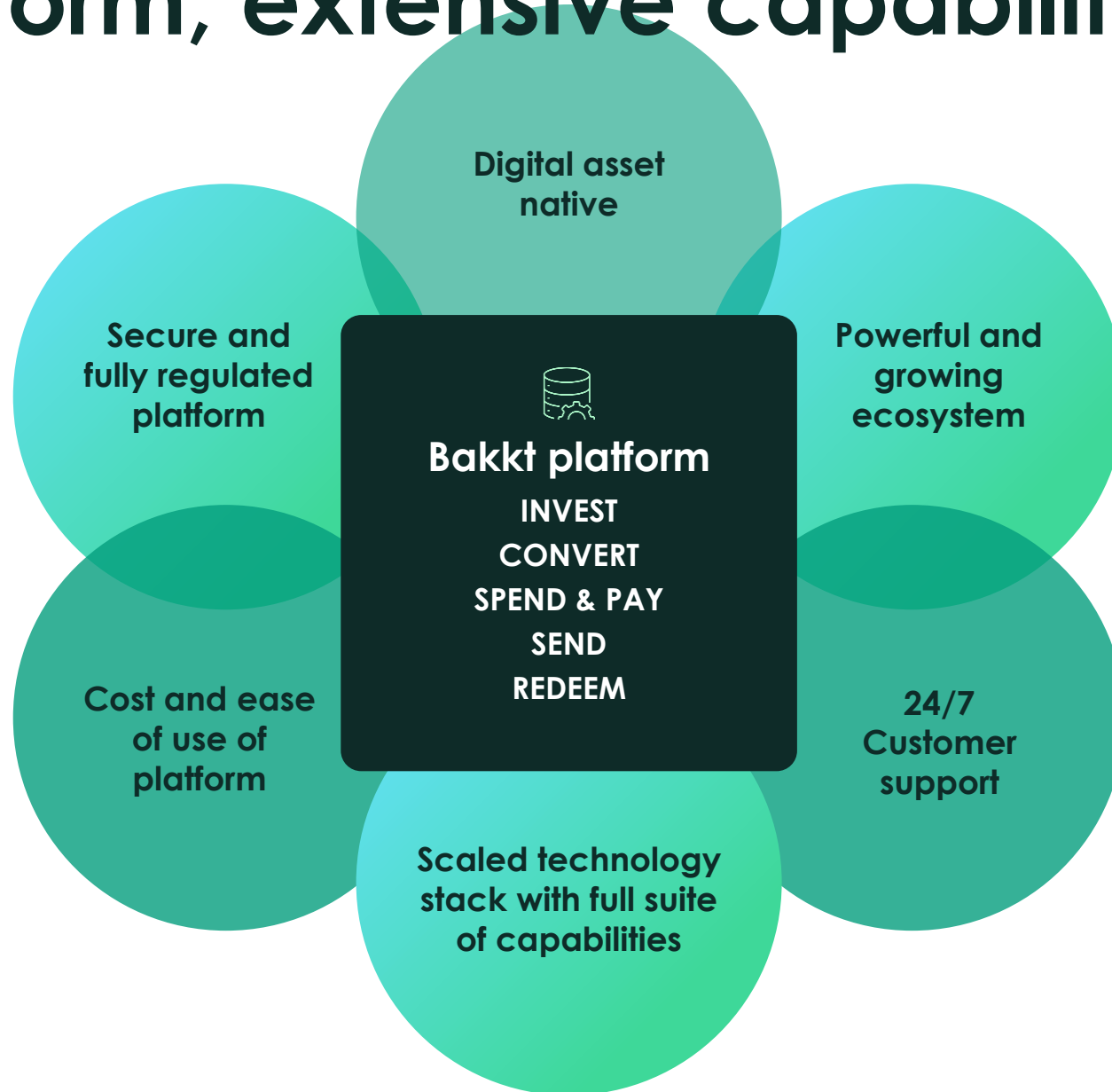
Institutions

Access to digital asset markets with speed, security and scale

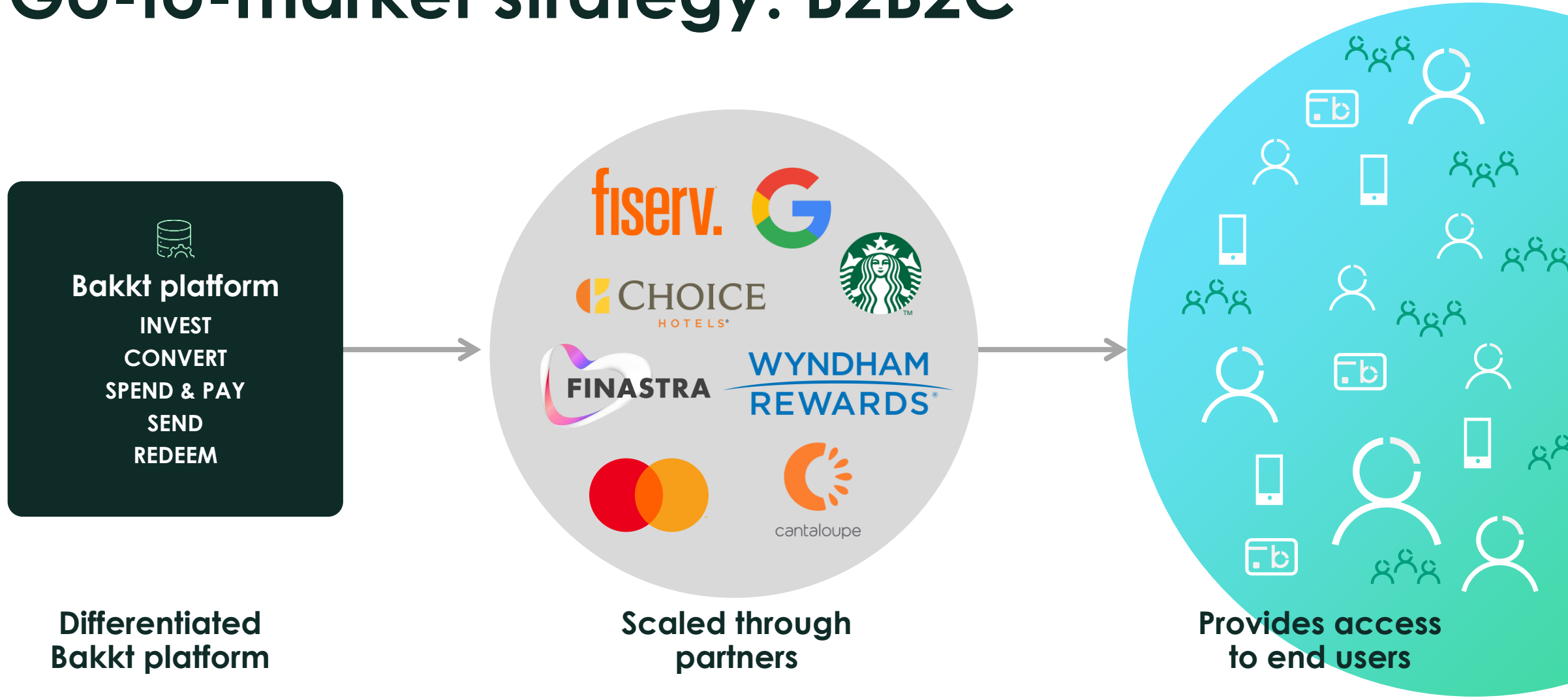
Our platform



One platform, extensive capabilities



Go-to-market strategy: B2B2C

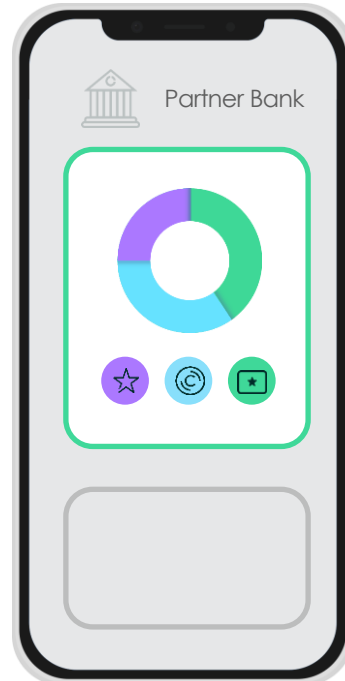


One platform, many experiences

Full suite of capabilities
in Bakkt branded app



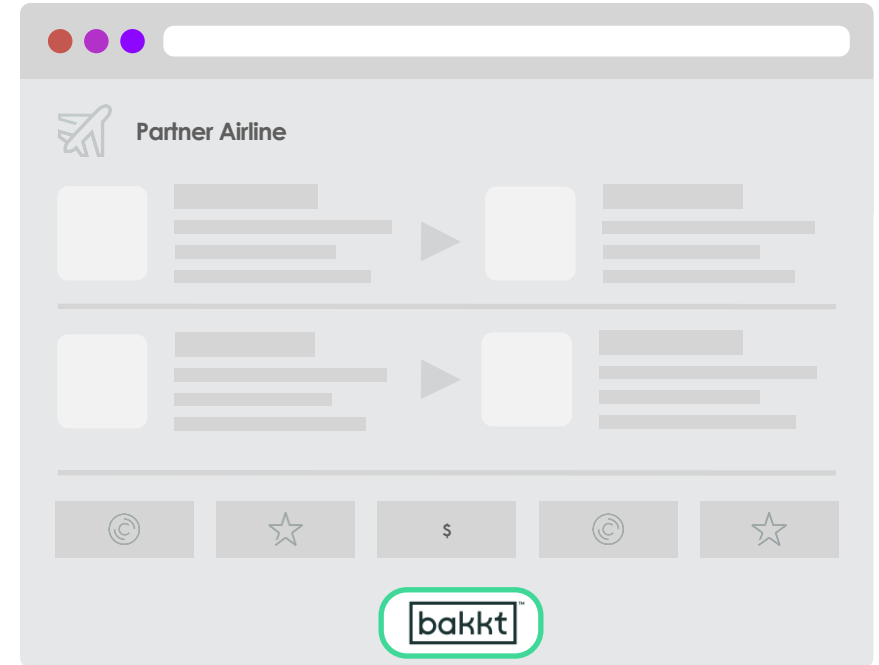
Fully embedded
in partner platform



Partially embedded
in partner platform



Capabilities embedded on
partner platform



Bakkt experience

Partner-led experience



*Illustrative capabilities that can be integrated into partner experiences

A few ways we connect the digital economy



Crypto Services

Access to crypto for all

- Crypto buy, sell and hold capabilities
- Bringing crypto to consumers within existing bank relationships
- A secure, stable, regulated and trusted platform for banks and consumers
- Simple onboarding directly from partner app/desktop



Crypto Rewards

Ability to earn crypto everyday

- Crypto rewards built for loyalty, credit/debit card, and merchant funded programs
- Transforming established rewards programs by enabling crypto as earn option
- Crypto can be managed directly in partners' platform



Pay with Digital Assets

New ways to access your digital assets

- Frictionless access to pay with crypto and rewards points
- Unlock value and spending power from rewards points while increasing brand loyalty
- Increased access to crypto spend for consumers and merchants



Powering Loyalty Programs

Programs designed to drive loyalty

- For consumers – access to full spectrum travel & experiences, gift cards, Apple & merchandise stores
- For brands – turnkey solutions efficiently built to drive loyalty and engagement

Collaborating with leading brands


Partners to provide access to addressable market of >100mm consumers

 **Crypto Services**


fiserv.





 **Crypto Rewards**

fiserv.



 **Pay with Digital Assets**

fiserv.



 **Powering Loyalty Programs**





Partnerships with top financial institutions and merchandising players (e.g., Apple Store)



Note: Crypto services include crypto rewards held by Bakkt
Please refer to the Notes section in this presentation for definitions.

Bringing new innovative card products to market



Our partnership with Mastercard can bring **our crypto loyalty services** to millions of consumers

Potential product examples

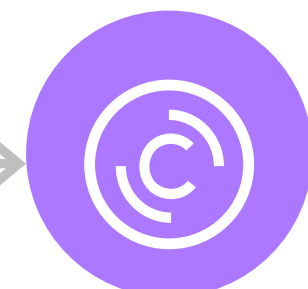
- BTC rewards/swipe or tap
- Double rewards on Bakkt partner spend
- Link to existing checking account for consumer ease
- Holding BTC rewards easy "first step" to deeper buy-sell program

Potential promotion examples

- Every purchase is an entry for a 1BTC giveaway/year
- 2x rewards for a month after first BTC direct purchase



PartnerBank sees increase in core banking acquisition and engagement, especially among younger audience



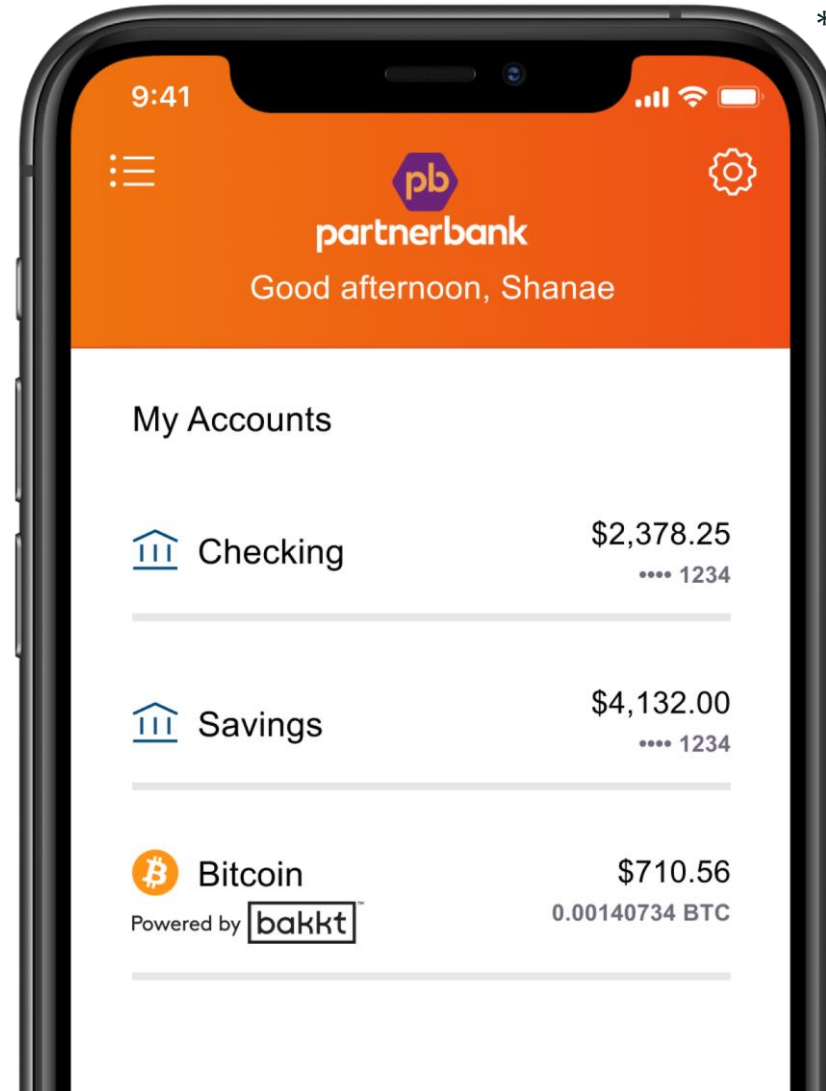
Consumers attracted to the story and reframe their perception of the bank brand – "they helped me get started in crypto...."



*For illustrative purposes only

Bringing crypto to consumers through trusted banks

Our partnership with Finastra will bring **our crypto capabilities to community bank and credit union consumers** through Finastra's Fusion Digital Banking solution



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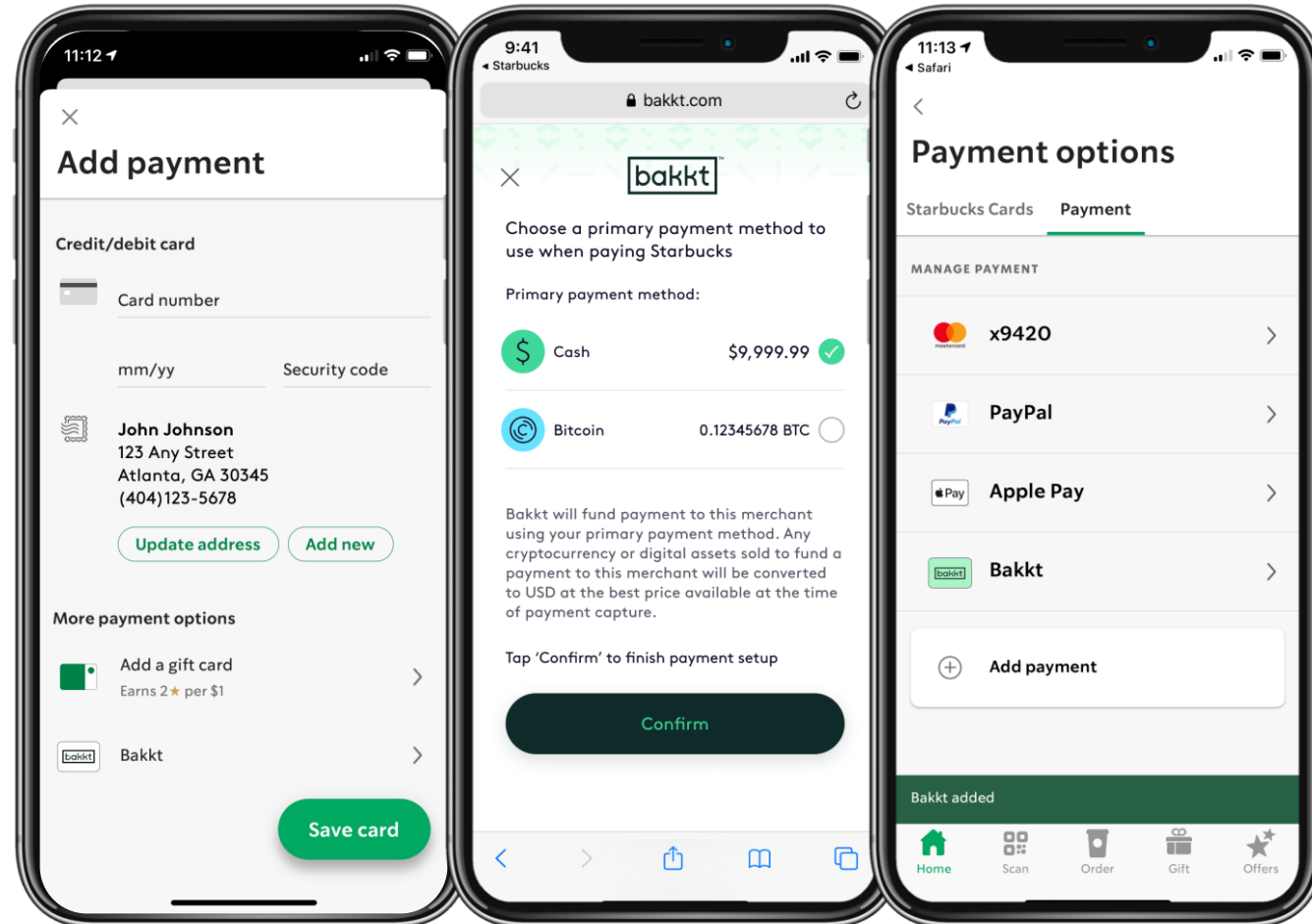


Highlights:

- **Enables financial institutions** to offer consumers access to growing crypto market within existing, trusted banking environment
- **Allows consumers easy crypto on-ramp** with no commissions and access from within their trusted digital destinations
- **Bakkt** gains efficient access to millions of consumers

Convert and pay with digital assets

Our payment method is directly integrated into the Starbucks app to **convert digital assets** into dollars for everyday use



Buy, send and spend



Choice Privileges members can now convert their rewards points to cash and...

- buy bitcoin
- spend with Apple Pay® or Google Pay™
- send to a friend

A graphic with a white top section containing the bakkt logo (a black square with a white 'b') and the CHOICE privileges REWARDS logo. Below this is a large green box with white text that reads: "Convert Choice Privileges® points to cash with Bakkt. Get up to a 1,500 point bonus!"

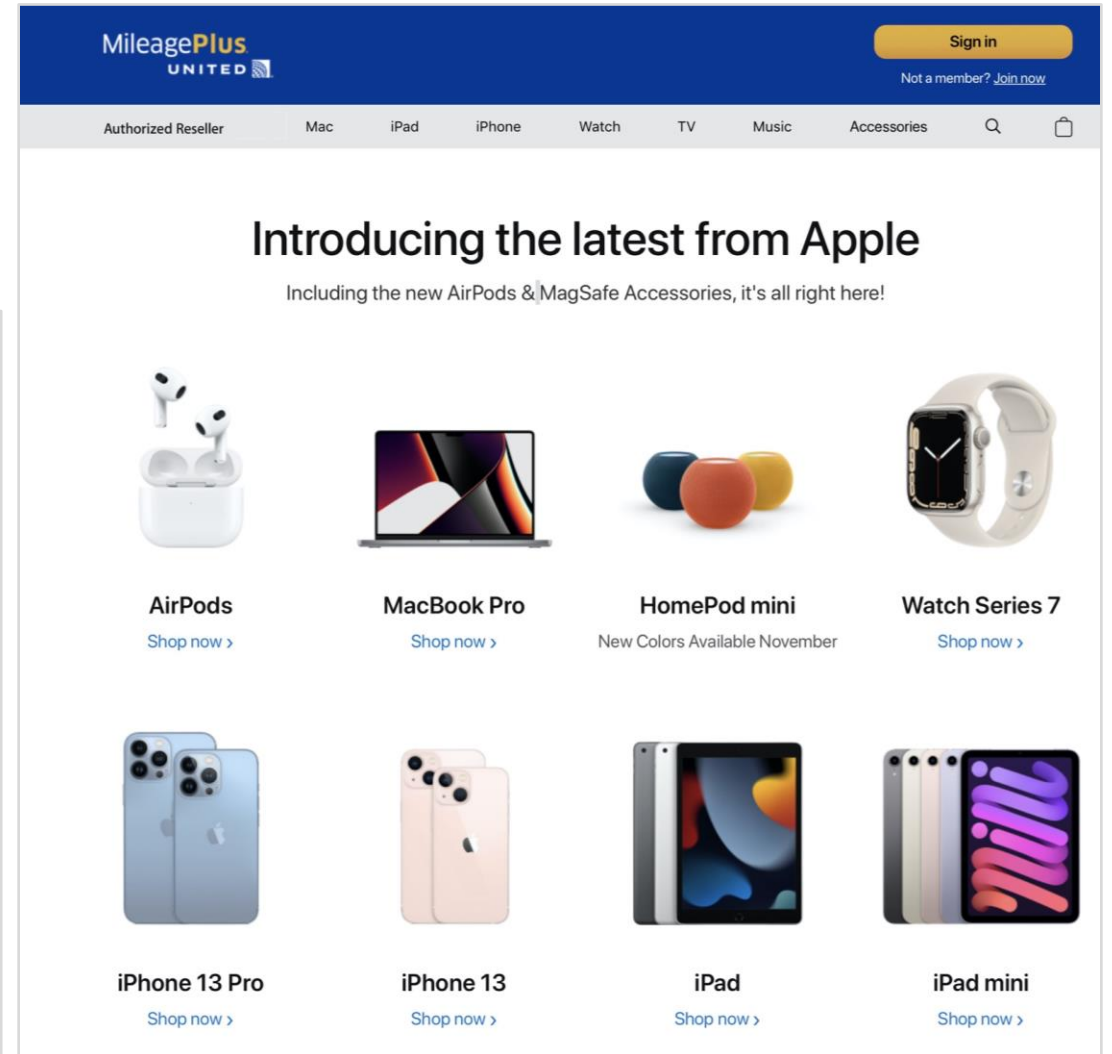
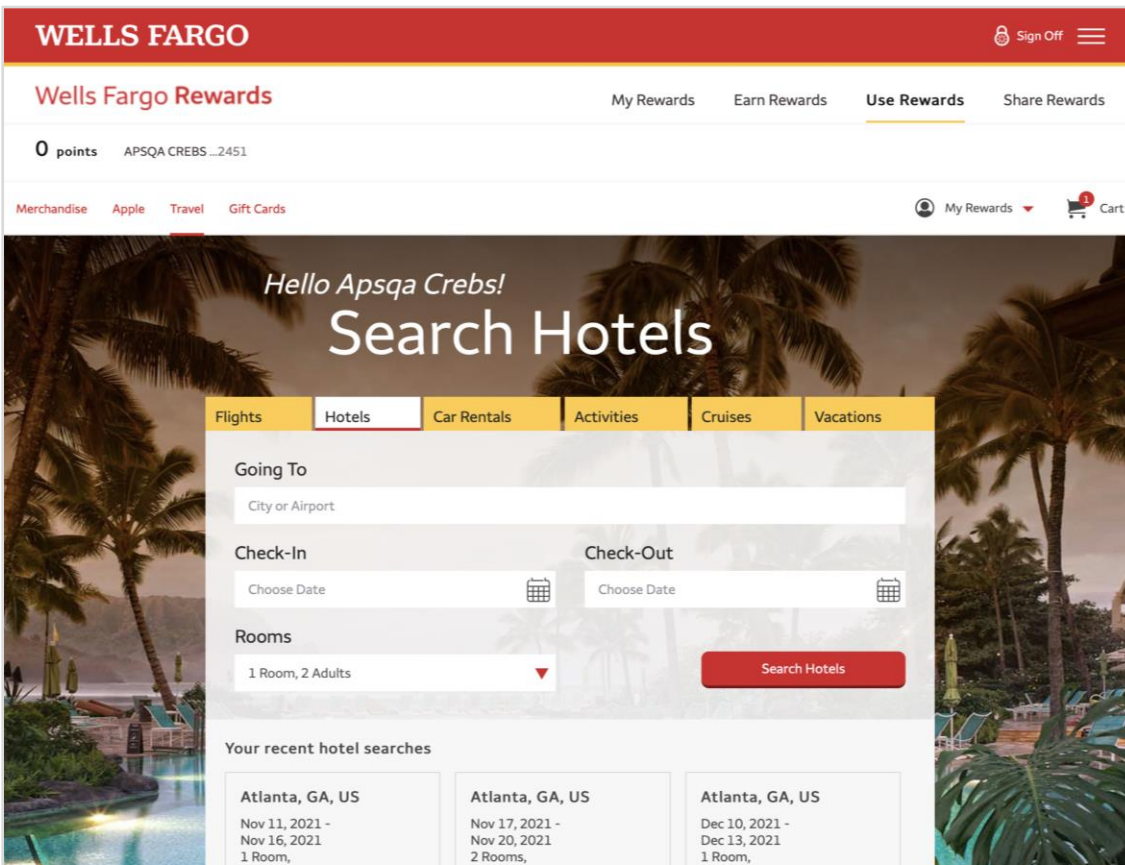
Highlights:

Advantages over direct-to-consumer:

- Conversion rate (downloads to registrations) is significantly higher
- Cost to acquire a customer ~50% lower
- Higher return engagement

Loyalty redemption powered by Bakkt

Rewards redemption platform for **Apple Store**, **merchandise**, **travel** and **vacation** packages with **12mm+ visits** to our platform driving **almost \$500mm** in annual redemption volume



Note: Visit and transaction data based on LTM from October 2020 – September 2021; information as of September 30, 2021. Please refer to the Notes section in this presentation for definitions.

Financial results

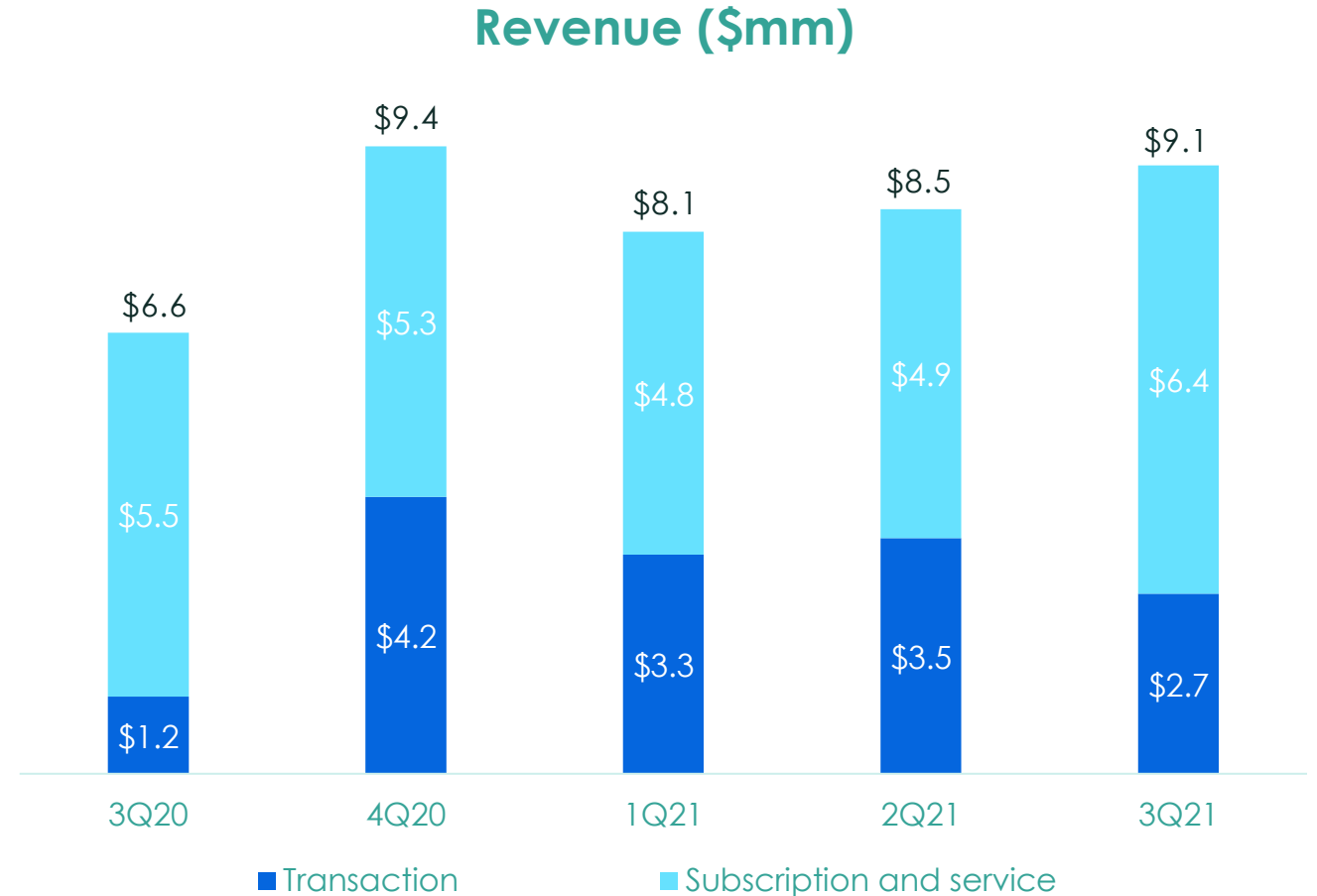
Summary of consolidated results

- Net revenues of \$9.1mm increased by \$2.5mm or 38% YoY primarily driven by strong transaction revenue growth from the loyalty redemption business
- Operating expenses of \$39.0mm increased \$14.7mm or 60% YoY primarily due to increased headcount
- Other income of \$1.1mm related to non-recurring gain from the sale of bitcoin to rebalance inventory

<i>\$mm's</i>	3Q21	2Q21	3Q20
Revenue	\$9.1	\$8.5	\$6.6
Expense	39.0	39.8	24.3
Operating loss	(29.9)	(31.3)	(17.7)
Other income	1.1	(0.3)	(0.1)
Interest income (exp.), net	(0.1)	(0.1)	(0.2)
Income tax (exp.) benefit	(0.0)	(0.2)	(0.0)
Net loss	(\$28.8)	(\$31.9)	(\$18.0)

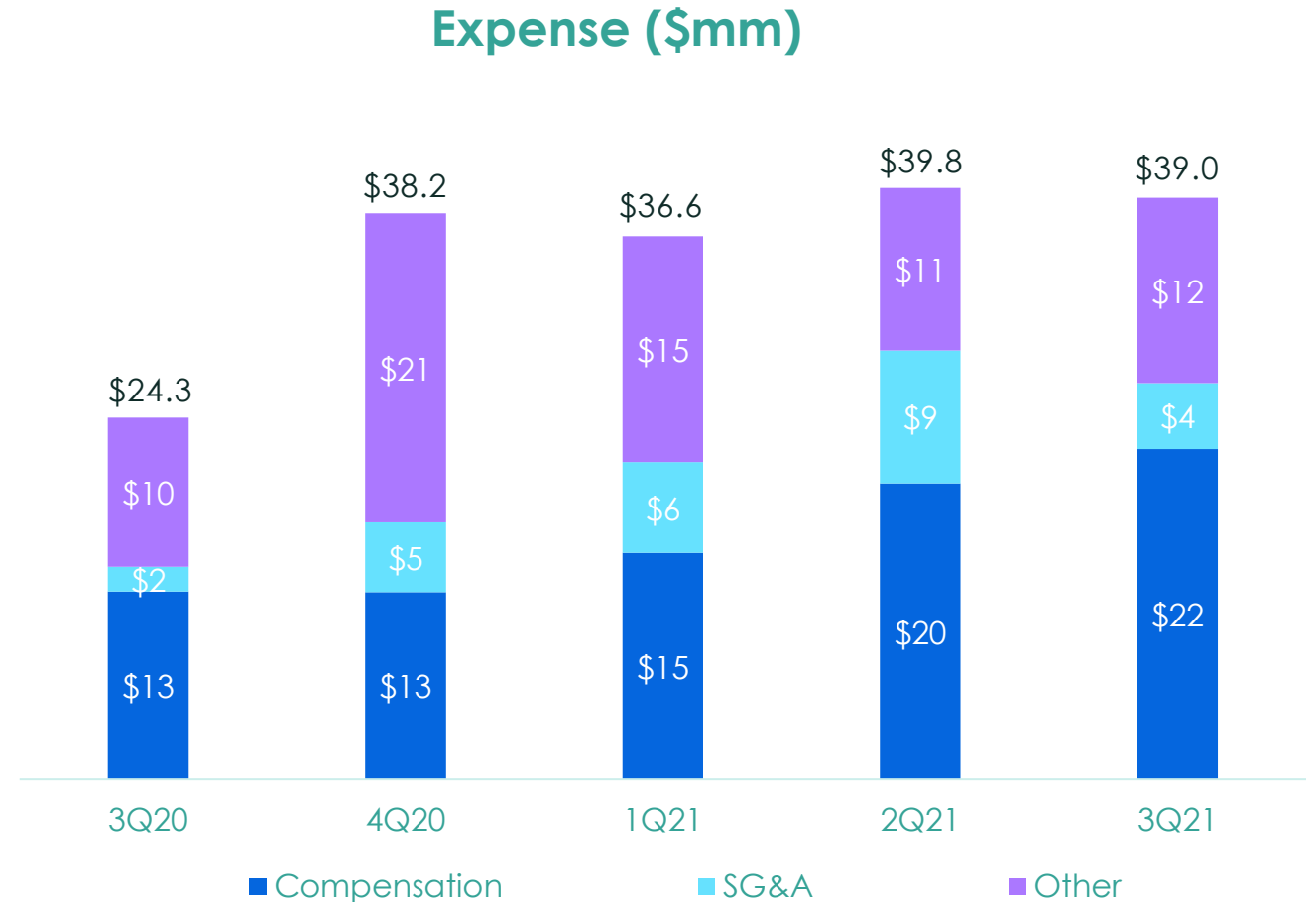
Revenue

- Net revenue of \$9.1mm increased 38% YoY
- Subscription and service revenue of \$6.4mm increased 18% YoY primarily due to addition of large financial institution to our loyalty platform
- Transaction revenue of \$2.7mm increased 133% YoY due primarily to higher customer activity in loyalty redemptions
- Negative revenue improved \$1.4mm year over year primarily due to reduced/removed rebates from trading and clearing



Operating expense

- Compensation expense increased by \$9.6mm or 76% YoY due primarily to increases in headcount to support business growth
- SG&A¹ increased by \$2.8mm or 167% YoY primarily due to an increase of \$2.6mm in marketing expenses related to the launch of the consumer platform
- Other expenses increased YoY primarily due to merger related costs
 - YTD merger-related costs were \$12.1mm



Adjusted EBITDA (non-GAAP)

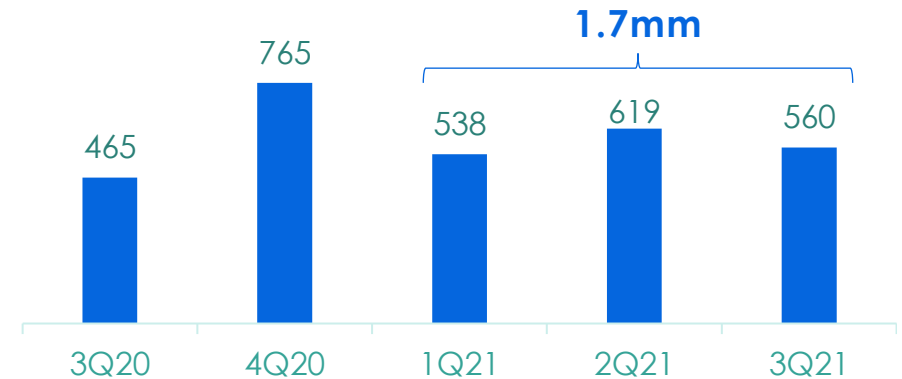
- Adjusted EBITDA¹ of (\$24.1)mm for 3Q21
- Adjusted EBITDA decreased by \$11.8mm or 96% YoY primarily due to a \$10.9mm increase in net loss, a \$2.5mm decrease in impairment of technology assets and a \$1.0 million increase in non-recurring bitcoin sale income

<i>mm</i>	3Q21	2Q21	3Q20
Net loss	(\$28.8)	(\$31.9)	(\$18.0)
Add: Depreciation & amortization	3.3	3.0	2.2
Add: Interest	0.1	0.1	0.2
Add: Income tax	0.0	0.2	0.0
EBITDA	(\$25.5)	(\$28.6)	(\$15.6)
Add: Acquisition-related	1.8	2.5	-
Add: Unit-based comp expense	0.6	1.3	0.8
Add: Impairment of long-lived assets	-	-	2.5
Less: Non-recurring bitcoin sale income, net	(1.0)	-	-
Adjusted EBITDA	(\$24.1)	(\$24.9)	(\$12.3)

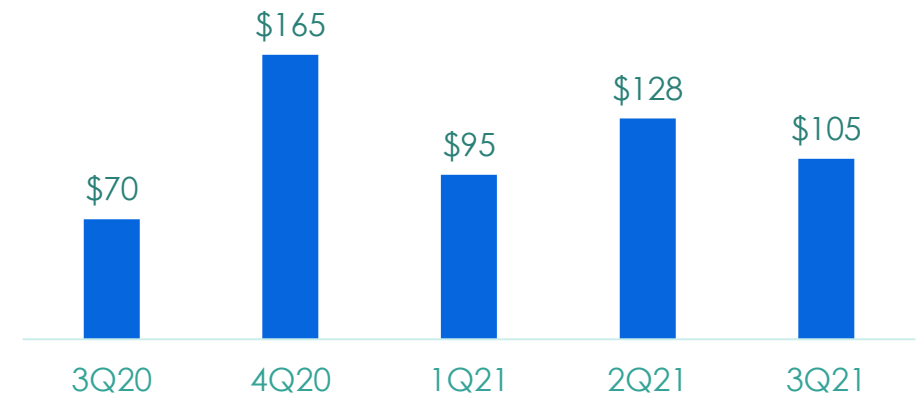
Key performance metrics

- Transacting accounts across the Bakkt platform of 1.7mm year-to-date
- Digital asset conversion volume up significantly YoY due to higher loyalty redemption
 - 4Q20 spike driven by seasonality in loyalty redemption

Transacting accounts (000)



Digital asset conversion volume (\$mm)



Post-business combination stock ownership

Approximately 257.4mm total shares outstanding

- **~50.0mm Class A shares** – includes IPO shares that were not redeemed, founder shares and PIPE shares
 - These are **outstanding shares** and used for calculating basic EPS
- **~207.4mm Class V shares** – issued as merger consideration in the business combination along with equal number of Opco common units which are, together, paired interest with a right to convert into Class A shares after lock-up period and vesting, if applicable, subject to certain expectations
 - **~198.7mm shares**¹ are evaluated as potential Class A shares in the calculation of diluted EPS but excluded when the effect would be anti-dilutive – all potential Class A shares are anti-dilutive in periods of net loss available to Class A shareholders
- Does not include shares issuable upon warrant exercise or future equity incentive grants

ICE owns an aggregate of 68% of shares, consisting of both Class A and Class V

- ICE's voting rights are subject to a voting agreement, which limits ICE to vote only an aggregate of 30% of its voting power

16.5mm warrants² – 10.4mm public and 6.1mm private which may exercise beginning on Nov. 15th 2021



¹ Excludes 0.8mm warrants which can be exercised for Class V share if vested and 8.7mm incentive units which vest post-combination (anti-dilutive)

² Does not include warrants to purchase 0.7mm Opco common units and an equal number of Class V shares held by a legacy Opco owner

Note: Information on this slide is as of October 15, 2021, after giving effect to the business combination, PIPE transaction and redemption shares

Key priorities

Continued focus on **connecting the digital economy**

We will utilize recent deal funding to execute on our strategic plan

- Build out partnerships, with our B2B2C model
- Enhance products & capabilities to support existing & new partnerships
- Deepen consumer relationships with our partners
- Evaluate and execute on potential expansion opportunities

Notes

NOTES

Statement regarding non-GAAP financial measures

We present Adjusted EBITDA as a non-GAAP financial measure. We believe that Adjusted EBITDA provides relevant and useful information, which is used by management in assessing the performance of our business. Adjusted EBITDA is defined 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 titled measures used by other companies.

In addition to the items above, Adjusted EBITDA as a non-GAAP financial measure also excludes interest income and other income, and income tax benefit, as these items are not components of our core business operations. 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:

- unit-based compensation expense, 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;
- 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, 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.

Definitions

Addressable market: Total number of consumers that our announced partners serve through their products and services

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

Return engagement: After 3 days of initial download and inactivity, the percentage of users who re-launch the app

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

NOTES

Balance sheet

Balance Sheet (\$ in thousands)

	September 30, 2021 <small>(Unaudited)</small>	December 31, 2020
Assets		
Current assets:		
Cash and cash equivalents	\$22,106	\$75,361
Restricted cash	16,500	16,500
Customer funds	357	81
Accounts receivable, net	13,280	10,408
Investment in shares of affiliate stock, current	-	1,823
Deposits with clearinghouse affiliate, current	-	20,200
Other current assets	7,232	7,690
Total current assets	59,475	132,063
Property, equipment and software, net	28,067	19,957
Goodwill	233,429	233,429
Intangible assets, net	57,336	62,199
Deposits with clearinghouse affiliate, noncurrent	15,151	15,150
Other assets	4,272	5,578
Total assets	\$397,730	\$468,376
Liabilities and Members' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	\$57,286	\$42,915
Customer funds payable	357	81
Deferred revenue, current	4,255	4,282
Due to affiliates	2,312	1,856
Other current liabilities	2,380	1,943
Total current liabilities	66,590	51,077
Deferred revenue, noncurrent	4,111	4,103
Deferred tax liabilities, net	95	95
Other liabilities	3,179	3,319
Total liabilities	73,975	58,594
Mezzanine equity:		
Incentive units	23,574	21,452
Members' equity:		
Class A voting units	3,071	2,613
Class B voting units	187,926	182,500
Class B warrant	-	5,426
Class C voting units	310,104	310,104
Class C warrant	969	-
Accumulated other comprehensive income	173	191
Accumulated deficit	(202,062)	(112,504)
Total members' equity	300,181	388,330
Total liabilities and members' equity	\$397,730	\$468,376

Income statement

Income Statement (\$ in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenues:				
Net revenues (net revenues from affiliate of \$111, \$1,149, \$154 and \$2,153, respectively)	\$9,142	\$6,629	\$25,773	\$19,067
Operating expenses:				
Compensation and benefits	22,225	12,637	57,375	30,508
Professional services	3,334	2,392	5,006	4,657
Technology and communication	3,148	2,311	9,851	6,958
Selling, general and administrative	4,449	1,664	19,514	3,472
Acquisition-related expenses	1,766	-	12,075	11,477
Depreciation and amortization	3,270	2,232	9,098	5,536
Affiliate expenses	471	471	1,413	2,611
Impairment of long-lived assets	-	2,450	-	3,843
Other operating expenses	341	180	1,038	386
Total operating expenses	39,004	24,337	115,370	69,448
Operating loss	(29,862)	(17,708)	(89,597)	(50,381)
Interest income (expense), net	(96)	(169)	(239)	255
Other income (expense), net	1,123	(83)	473	146
Loss before income taxes	(28,835)	(17,960)	(89,363)	(49,980)
Income tax expense	(12)	(11)	(195)	(36)
Net loss	\$(28,847)	\$(17,971)	\$(89,558)	\$(50,016)
Currency translation adjustment, net of tax	(191)	87	(18)	(80)
Comprehensive loss	\$(29,038)	\$(17,884)	\$(89,576)	\$(50,096)

Adjusted EBITDA reconciliation – Non-GAAP

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

	Three Months Ended September 30,		Nine Months Ended September 30		Year Ended December 31,	
	2021	2020	2021	2020	2020	2019
Net loss	\$(28,847)	\$(17,971)	\$(89,558)	\$(50,016)	\$(79,605)	\$(32,976)
Add: Depreciation and amortization	3,270	2,232	9,098	5,536	8,159	324
Add/(Less): Interest (income) expense	96	169	239	(255)	(123)	(3,280)
Add/(Less): Income tax (benefit) expense	12	11	195	36	391	(199)
EBITDA	(25,469)	(15,559)	(80,026)	(44,699)	(7,178)	(36,131)
Add: Acquisition-related transaction costs	1,766	-	12,075	11,477	13,372	731
Add: Unit-based compensation expense	604	829	3,116	370	2,082	10,673
Add: Restructuring charges	-	-	-	-	588	-
Add: Impairment of long- lived assets	-	2,450	-	3,843	15,292	-
Less: Non-recurring bitcoin sale income, net	(1,024)	-	(1,024)	-	-	-
Less: Transition services to Bakkt Clearing	-	-	-	-	(196)	(145)
Adjusted EBITDA	\$(24,123)	\$(12,280)	\$(65,859)	\$(29,009)	\$(40,040)	\$(24,872)