

BAKKT HOLDINGS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Effective April 18, 2023

I. PURPOSES

The Nominating and Corporate Governance Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Bakkt Holdings, Inc. (the “*Company*”) to assist the Board in:

- identifying, evaluating and recommending to the Board proposed nominees for election to the Board and its committees, consistent with criteria approved by the Board and taking into account the overall diversity of the Board;
- overseeing the annual performance reviews of the Board, its committees and individual directors; and
- reviewing and evaluating on a regular basis the overall corporate governance of the Company, including the Company’s Corporate Governance Guidelines and the Company’s policies, practices and initiatives with respect to corporate social responsibility, and recommending improvements for approval by the Board where appropriate.

II. COMMITTEE MEMBERSHIP

A. **Composition**

The Committee shall consist of two or more members of the Board. Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until his or her earlier resignation or removal from the Committee by the Board. Any member may be removed from the Committee by the Board, with or without cause, at any time. Any vacancy on the Committee shall be filled by a majority vote of the Board.

B. **Chair**

The Chair of the Committee (the “*Chair*”) shall be appointed from among the Committee members by the Board, based upon the recommendation of the Committee, and shall preside at meetings of the Committee and have authority to convene meetings, set agendas for meetings and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee. If the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. In the absence of the Chair at a duly convened meeting, the Chair or the Committee shall select a temporary substitute from among its members to serve as the chair of the meeting.

C. Independence

Each member of the Committee shall be an “independent” director in accordance with the applicable rules of The New York Stock Exchange (the “*NYSE*”), the rules of the SEC, the Company’s Corporate Governance Guidelines and any other independence standards adopted by the Board, subject to any applicable exceptions, phase-in periods or cure periods. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. AUTHORITY AND RESOURCES

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes.

The Committee shall have the sole discretion to select, retain, terminate, obtain advice from and set the compensation and other terms of engagement of any director search or recruitment firm, legal counsel, experts and other consultants or advisors to the Committee as it deems necessary or appropriate. The Committee shall be directly responsible for the oversight of the work of any such advisor retained by the Committee.

The Company shall provide appropriate funding (as determined by the Committee) for the payment of (a) compensation to any advisors retained by the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

IV. COMMITTEE MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities and shall establish its own schedule of meetings, which it shall provide to the Board. The Committee may also act by unanimous written consent of its members in lieu of a meeting.

The Committee may invite to its meetings other Board members, members of management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of remote communications equipment pursuant to which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

V. DELEGATION

The Committee, by resolution approved by a majority of the Committee, may form and delegate all or a portion of its duties and responsibilities to a subcommittee (so long as such subcommittee is solely comprised of one or more members of the Committee) when it deems it appropriate, subject to compliance with applicable law.

VI. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee will:

(a) review and make recommendations to the Board with respect to the Company's policies, procedures and disclosures related to identifying, evaluating and recommending Board director candidates, including the Board's director qualifications standards and policies regarding director diversity;

(b) identify, evaluate and recommend to the Board director candidates (including candidates recommended by stockholders in accordance with the Company's policies as set forth in its proxy statement) for election or re-election by stockholders or to fill any Board vacancies consistent with criteria approved by the Board, taking into account the overall diversity of the Board and subject to any rights regarding the selection of directors by holders of preferred stock and any other contractual or other commitments of the Company;

(c) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, review these principles at least once a year and recommend any changes to the Board;

(d) review annually the size, structure, composition and diversity of the Board and recommend any appropriate changes to the Board;

(e) review periodically the committee structure of the Board and recommend to the Board the appointment of directors to Board committees and assignment of committee chairs;

(f) review and make recommendations to the Board with respect to the Board's leadership structure, including the separation of the Board Chair and CEO roles and/or appointment of a lead independent director of the Board;

(g) review and oversee director succession planning, including succession plans for key leadership positions on the Board (such as the Board Chair, the Lead Independent Director (if one has been appointed) and the chair of each committee);

(h) oversee the Company's policies and procedures for interested parties to communicate with non-management directors;

(i) review Company disclosures relating to the Board's nominees, composition, leadership and other governance policies and practices;

(j) review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as “independent” under the Board’s definition of “independence” and the applicable rules of the NYSE, the SEC and the Company’s Corporate Governance Guidelines;

(k) review and address conflicts of interest of directors and executive officers, and the manner in which any such conflicts are to be monitored;

(l) assess the appropriateness of a director continuing to serve on the Board, including upon a substantial change in circumstances (as specified in the Company’s Corporate Governance Guidelines), and recommend to the Board any action to be taken with respect thereto;

(m) oversee the Company’s director orientation program and identify continuing education opportunities for directors;

(n) coordinate and oversee the conduct of the annual self-evaluation of the Board and its committees;

(o) review and evaluate on a regular basis the corporate governance framework, policies and practices of the Company, including the Company’s Corporate Governance Guidelines, and recommend improvements for approval by the Board where appropriate;

(o) review all determinations and interpretations under the Company’s Insider Trading Policy;

(p) review and evaluate the Company’s policies, practices, initiatives and disclosures related to corporate social responsibility, including sustainability, environmental stewardship, human rights and community impact;

(q) monitor the Company’s progress towards its stated corporate social responsibility goals and objectives;

(r) oversee the Company’s culture and evaluate management’s efforts to align corporate culture with the Company’s values and long-term strategy;

(s) review on a periodic basis, and as necessary when specific issues arise, relations with the Company’s stockholders and other key stakeholders and advise the Board on effective and appropriate stakeholder communications;

(t) review on a periodic basis emerging corporate governance and corporate social responsibility issues and practices, including proxy advisory firm policies and recommendations;

(u) (i) conduct an annual review of the adequacy of this charter; (ii) conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter; and (iii) recommend to the Board such amendments to this charter as the Committee deems appropriate;

(v) report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests;

(w) maintain minutes or other records of Committee meetings and activities; and

(x) undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.