

Bakkt, Inc.

Global Anti-Bribery and Anti-Corruption Policy

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Introduction

Bakkt (the “Company”) is dedicated to fostering and maintaining the highest ethical standards everywhere it conducts business. Bribery and corruption, which are against the Company’s commitment to operating with the utmost integrity and transparency, are prohibited in every country in which the Company operates by the United States Foreign Corrupt Practices Act (the “FCPA”), the United Kingdom Bribery Act 2010 (the “U.K. Bribery Act”), the United States Travel Act, the OECD Anti-Bribery Convention, and many other laws (collectively referred to as the “Anti-Corruption Laws”). It is the Company’s policy to comply fully with both the letter and spirit of all applicable Anti-Corruption Laws.

Purpose

The purpose of this Global Anti-Bribery and Anti-Corruption Policy (this “Policy”) is to describe the principles and practices that the Company’s officers, directors, and employees (“Team Members”), as well as its consultants, agents, contractors, and any other third-party representatives acting on the Company’s behalf (“Third-Party Representatives”) must follow to ensure that the Company’s practices meet all applicable legal and ethical standards so that the Company can most effectively serve its customers. All Team Members and Third-Party Representatives must read, understand, and follow this Policy while working for the Company.

Summary

1. We do the right thing. We act with integrity, honesty, and transparency and follow the Company’s policies and procedures.
2. We do not pay bribes. We do not offer or give money or anything else of value to or from third parties, including customers and partners, to improperly obtain or retain business, secure an improper advantage, or otherwise influence them to act improperly. We also do not accept bribes to influence our decision-making.
3. The term “improper advantage” is not limited to winning contracts, but can take many forms, including customs benefits and tax advantages.
4. Our Third-Party Representatives must also do the right thing. We do not have someone else take actions that we cannot take ourselves.
5. We maintain accurate books and records. We clearly and accurately represent how we spend our money and for what purpose, no matter how large or small the transaction.
6. We stay alert. We do not keep our heads in the sand. When we see a “red flag,” we follow up and report it to the Compliance Officer.

Applicability and Implementation

This Policy will be implemented and overseen by the Company’s Compliance Officer. This Policy applies to the Company and all Team Members and Third-Party Representatives. The Company requires annual certifications from all Team Members and Third-Party Representatives attesting that they have read and understand this Policy. The Company does not expect you to become an expert in compliance with all Anti-Corruption Laws. You must, however, seek guidance regarding any conduct that may violate the Anti-Corruption Laws. If you have questions about this Policy or how the Anti-Corruption Laws may apply to a specific situation, you should contact the Compliance Officer at donald.luther@bakkt.com.

Team Members and Third-Party Representatives must follow this Policy whether they pay for an expense with personal resources or with Company resources.

No Bribery or Corruption

All Team Members and Third-Party Representatives are prohibited from promising, offering, providing, or authorizing cash payments (including bribes or kickbacks) or anything else of value (including gifts, entertainment, favors, and offers of employment), directly or indirectly, to any person in order to achieve an improper purpose related to the Company's business anywhere in the world.

The Company also prohibits Team Members and Third-Party Representatives from accepting bribes.

Anti-Corruption Laws vary in scope as to whether they prohibit only bribery involving public officials or also prohibit paying bribes to individuals working in the private sector, which is known as "commercial bribery." The Company has a zero-tolerance policy and therefore prohibits all forms of bribery and corruption regardless of whether they involve a public official or a private person.

Under the Anti-Corruption Laws, a bribe is any offer, promise, authorization, or payment of anything of value to an individual to improperly influence that individual in any way, such as to misuse their official position, obtain or retain business, direct business to another person, secure any improper advantage, or to violate an expectation that the individual will act in good faith, impartially, or in accordance with a position of trust. A bribe can be any offer, promise, authorization, or payment of anything of value to improperly influence that individual in any way. Bribes can take many forms, including:

- money,
- meals,
- entertainment (e.g. tickets to events),
- gift cards,
- travel,
- luxury items (e.g. jewelry, alcohol, and clothing),
- donations to an individual's preferred charity,
- tuition payments, and
- an offer of employment to a government official or someone else.

Specific Anti-Corruption Laws

The FCPA prohibits offering, promising, authorizing the giving, or giving anything of value to any "Foreign Official" for the purpose of influencing a government act.

The term "Foreign Official" is interpreted broadly and includes, but is not limited to:

- any employee, director, or officer of a foreign government or any department, agency, or instrumentality of a foreign government,
- any employee, director, or officer of a foreign state-owned or controlled entity, including, in many countries, sovereign wealth funds, telecommunications companies, health care institutions, oil and gas companies, and educational institutions,
- any employee, director, or officer of a public international organization, such as the Red Cross or World Bank,
- any consultant or other person acting in an official capacity for or on behalf of such foreign governmental bodies or public organizations, including entities hired to review and accept bids for a government agency, and

- foreign political parties, candidates for political office, and members of royal families.

Employees should contact the Compliance Officer with questions regarding who may qualify as a Foreign Official.

Likewise, under U.S. laws prohibiting domestic bribery, you may not offer, give, authorize the giving of, or promise anything of value to any U.S. “public official” in exchange for influencing an official government act (that is, no quid pro quo). “Public Officials” include U.S. federal officials and state and local government officials, as well as candidates for public office. In addition, every U.S. state and territory prohibits bribery of Public Officials. Therefore, as noted below, you should seek guidance from the Compliance Officer prior to providing anything of value to a Foreign or Public Official.

Furthermore, under the Anti-Kickback Act, you may not give or receive kickbacks in exchange for favorable treatment in a U.S. government contract. This law applies to the Company’s relationships with our customers, suppliers, and other third parties.

Lastly, the Travel Act, the U.K. Bribery Act, and other laws also prohibit offering, giving, or promising a bribe to any individual, whether or not a Foreign or Public Official, for an improper purpose or to influence the performance of any activity connected with their employment. Such “commercial bribery” has increasingly been a focus of law enforcement in many countries, including the United States. Actions that may violate the FCPA the Travel Act, or the U.K. Bribery Act may also violate other laws in countries where the Company does business or state, local, and municipal laws. These laws also prohibit Team Members from receiving bribes.

Bribery of anybody, whether or not a Foreign or Public Official, is therefore illegal and strictly prohibited by this Policy. There are no exceptions to this Policy, even if you believe our competitors or other entities pay bribes or if corruption is a common practice in a country where we operate.

All employees are required to report any demands for or offers of bribes, regardless of whether the demand or offer is made by or to the Company, an employee of the Company, or a Third-Party Representative. Requests for and offers of bribes must be reported to the Compliance Officer within 24 hours of receiving or learning of the demand.

Facilitation Payments

This Policy prohibits “facilitation payments.” Facilitation payments are bribes, usually of small amounts, made to an individual to speed up routine, non-discretionary government activity that an official is required to perform, such as granting permits or licenses that allow companies to conduct business in a country.

Gifts, Entertainment, Meals, and Sponsored Travel

Under certain circumstances, it may be appropriate to provide gifts, entertainment, meals, or travel to customers or potential customers. But giving these types of things can create a risk under the Anti-Corruption Laws, particularly if they are intended to or could be perceived as an effort to improperly influence somebody’s decision-making. To mitigate this risk and avoid the appearance of impropriety, the Company has implemented the following measures.

- **Can I Give a Foreign or Public Official a Gift, Meal, or Entertainment?**

The Company wants to avoid the appearance of receiving improper benefits from foreign or domestic governments in exchange for gifts, meals, or entertainment. To address that risk, gifts, meals, entertainment, hospitality, and travel given to a Foreign or Public Official cannot be lavish and require prior written approval from Compliance Officer. The only exception to this pre-approval requirement is Company-logoed merchandise of nominal value that is provided solely as a courtesy.

- **Can I Give a Private Business Partner a Gift?**

You may provide modest gifts to employees of private companies (not government-owned or controlled companies) that conduct business with the Company as long as the value of the gift is reasonable (not lavish) in the context of the jurisdiction in which it is provided. Gifts to private sector business partners valued in the aggregate up to and including \$100 (or the local equivalent) per person per calendar year are permissible. Prior written approval from the Compliance Officer is required for any gifts to private sector business partners that exceed that amount. You may not provide any customers or business partners—government or not—with gifts that you believe violate their companies' policies covering what they can accept.

- **Can I Accept a Gift from Third Parties, Including Customers or Potential Customers?**

Some of our suppliers, vendors, and other business partners may occasionally give small gifts to Team Members. It is important that these gifts do not affect your business judgment or give the appearance that your judgment may be affected. Team Members may accept gifts if they:

- are reasonable (not lavish or extravagant),
- are not cash or cash equivalents,
- do not create the appearance or an implied obligation that the gift giver is entitled to preferential treatment, an award of business, or better pricing, and
- are valued at \$100 or less. Receiving gifts more than \$100 requires prior, written approval from the Compliance Officer. In situations where you might not be able to obtain approval before accepting a gift, you must report the gift as soon as practicable after you receive it. In addition, Team Members may not accept multiple gifts from the same entity or individual with a cumulative value of more than \$500 in a calendar year.

- **Can I Give a Private Business Partner a Meal or Hospitality?**

You may provide meals and hospitality to employees of private companies that conduct business with the Company, if the meal or hospitality is reasonable (not lavish) in the context of the jurisdiction in which it is provided. Prior written approval from the Compliance Officer is required for meals in excess of \$200 (or the local equivalent) per person per event. You may not provide any customers—government or not—with meals and entertainment that you know or believe violate their employer's policies covering what they can accept.

- **Can I Accept a Meal or Hospitality from Third Parties?**

Team Members may accept a meal or hospitality offered for legitimate business purposes, such as building goodwill or strengthening relationships with customers, suppliers, or business partners, provided that the meal or hospitality:

- is reasonable (not lavish or extravagant),
- is infrequent,
- is related to a legitimate business purpose,
- is valued at \$200 or less per person. Meals or hospitality more than \$200 per person require prior, written approval from the Compliance Officer,
- is not provided in exchange for business or preferential treatment, and
- would not influence, or appear to influence, your ability to act in the best interests of the Company.

- **Will the Company Pay for Travel for a Third Party?**

The Company may pay for travel for third parties if the travel is directly related to a legitimate business purpose. For example, the Company may pay for a customer to travel to see a demonstration of the Company's products or services and, during the trip, the Company may provide reasonable lodging and meals but should not provide the customer with a "per diem." Reasonable (not lavish) entertainment and hospitality are permissible, as explained above. Prior written approval from the Compliance Officer is required for any travel that involves a customer.

Due Diligence

"Red Flags"

Employees must not only be alert to, and report conduct that involves an express or obvious request, promise, or agreement to pay a bribe. Rather, employees can also incur criminal and civil liability for themselves and the Company when they disregard or ignore signs or "red flags" suggesting that a transaction, payment, contract, or other business arrangement is intended to effect, facilitate, or conceal the payment of a bribe. Therefore, employees should be alert to, and promptly report, such red flags.

Government Representatives

Employees should be especially alert to potential red flags and other bribery concerns in their dealings with government officials—including those handling licensing, regulatory approvals, contracting, procurement, customs duties, taxes, and other activities. Examples of red flags that can arise in relation to dealings with government officials include requests for payments that do not appear authorized or required by local laws; requirements to pay in cash; the potential that a payment will accrue to a government official's personal benefit (as opposed to that of the relevant government or agency); and suspicious requests to document payments as contracting arrangements, consulting fees, licensing fees, or taxes in a manner that appears designed to conceal the true purpose of the relevant payments.

Third-Party Representatives

The Company violates Anti-Corruption Laws if it authorizes a Third-Party Representative to make an improper payment on its behalf. In addition, the Company could be held liable if it ignores red flags that alerted the Company that a Third-Party Representative intended to make an improper payment on its behalf. As such, it is critical that the Company, in addition to Know Your Customer requirements, conduct risk-based due diligence screening on all Third-Party Representatives who may be reasonably expected to represent or act on behalf of the Company. This screening should take place before the Company engages the Third-Party Representative and will ensure that the Third-Party Representative is committed to compliance with the Anti-Corruption Laws.

Risk-based due diligence is the process of investigating or vetting a Third-Party Representative based on the particular risks that the Third-Party Representative presents. Before signing or renewing a contract with a Third-Party Representative, Team Members must assess each Third-Party Representative's reputation for, and history of, legal compliance, particularly with respect to the Anti-Corruption Laws, the Third-Party Representative's qualifications, and the reasonableness of its compensation. Team Members must consult with the Compliance Officer before undertaking due diligence on a Third-Party Representative to ensure that the scope and nature of the process is consistent with the Company's expectations and applicable Anti-Corruption Laws. Due diligence on the Third-Party Representative should be refreshed periodically, at intervals determined by the particular risks that the Third-Party Representative presents.

After due diligence is completed and any risks are adequately mitigated, the Third-Party Representative's relationship with the Company must be memorialized in a written contract that includes appropriate

representations, warranties, and covenants requiring the Third-Party Representative to comply with the Anti-Corruption Laws and prohibiting the Third-Party Representative from hiring agents or sub-agents without prior written approval from the Company. The Company should, where appropriate, obtain and exercise audit rights and require periodic certifications from the Third-Party Representative attesting that it has complied with the Anti-Corruption Laws.

Throughout the relationship with a Third-Party Representative, Team Members are responsible for monitoring its performance and must escalate any concerns regarding its compliance with the Anti-Corruption Laws to the Compliance Officer.

Team Members should be particularly alert to any “red flags” that may be encountered during due diligence or throughout a relationship with Third-Party Representatives. “Red flags” can arise with any third party involved with the Company’s business operations but arise more frequently in dealings with joint venture partners and foreign agents (such as promoters, sales agents, consultants, and other intermediaries).

“Red flags” that do not present serious issues at one stage of a transaction or relationship may pose significant liability risks when they appear at a different stage or in combination with a different overall set of facts. Thus, the significance of “red flags” must be considered in context rather than in isolation. If you become aware of any “red flags,” you should immediately contact the Compliance Officer. The basic rule is simple: a “red flag” cannot be ignored, it must be addressed.

The following are examples of “red flags” that frequently arise with Third-Party Representatives involved in non-U.S. operations:

- a reference check reveals that the Third-Party Representative has a flawed background or reputation;
- the relationship or transaction involves a country known for corrupt payments;
- a government official, particularly one with authority over the business at issue, suggests that the Company use a specific Third-Party Representative;
- the Third-Party Representative objects to audit rights or anti-corruption representations in Company agreements;
- the Third-Party Representative has a family, business, or close personal relationship with a Foreign or Public Official;
- the Third-Party Representative requests unusual contract terms or payment arrangements, such as payment in cash, payment in another country’s currency, payment to an account in another party’s name, or payment in a third country;
 1. the Third-Party Representative requires that his or her identity or, if it is a company, the identity of the company’s owners, principals, or employees not be disclosed;
 2. the Third-Party Representative’s commission exceeds the “going rate” in the jurisdiction where it operates;
 3. the Third-Party Representative indicates that a particular amount of money is needed in order to “get the business” or “make the necessary arrangements” or because “you know how business is done”; or
- the Third-Party Representative asks the Company to prepare or accept false invoices or any other type of false documentation.

Corporate Transactional Activity

The corruption risks posed by potential merger, acquisition, joint venture, or other corporate transactional activity will vary depending on a number of factors, including the nature of the transaction or relationship contemplated by the Company. The Company's Compliance Officer must be involved at the earliest stage possible of any such contemplated activities to devise an appropriate approach to anti-corruption due diligence and post-transaction integration and monitoring to assure compliance with the Anti-Corruption Laws.

Employee Onboarding

Hiring decisions could pose corruption risks, particularly if the Company selects a candidate at the request of a Foreign or Public Official. As a result, the Company will conduct risk-based due diligence on potential new hires. As part of the Company's employee onboarding process, potential new hires will:

- be vetted and approved through an anti-corruption due diligence process as prescribed by the Human Resources Department and the Compliance Officer, which may, for example, require additional scrutiny of prospective employees who have immediate family members or close personal relationships with individuals who are Foreign Officials, Public Officials, or otherwise affiliated with any of the Company's significant commercial partners;
- certify that they will comply with the Anti-Corruption Laws and this Policy; and
- disclose whether they, any member of their immediate families, or close personal friends are or were Foreign Officials, Public Officials, or otherwise affiliated with any of the Company's significant commercial partners.

Political Contributions

The Company reserves the right to communicate its position on important issues to elected representatives and other government officials. It is, however, always the Company's policy to comply fully with all applicable laws regarding political contributions. Donations to political campaigns or causes could violate campaign finance laws and Anti-Corruption Laws, especially if contributions are made to a campaign at the request or suggestion of a Foreign or Public Official.

To mitigate the risk of an improper payment or the appearance of an improper payment, no Company funds, facilities, or services of any kind may be provided to any Foreign or Public Official, including any candidate or prospective candidate for public office, to any political party, or to any political initiative, referendum, or other form of political campaign unless pre-approved in writing by the Legal Department.

Charitable Contributions

The Company is committed to improving and promoting the interests of the communities where it operates. Donations to charitable organizations, however, can, like political contributions, present a risk under the Anti-Corruption Laws, particularly if they are made at the request or suggestion of a Foreign or Public Official. Therefore, you must obtain prior written approval from the Compliance Officer before making any charitable donation on behalf of the Company or using Company funds, directly or indirectly.

Books and Records and Internal Controls

This Policy requires the Company to keep books and records reflecting transactions that are detailed, accurate, and truthful. In addition, this Policy requires that the Company maintain a system of internal accounting controls

that provide reasonable assurances that all transactions are permitted by the Company's policies and procedures and are accurately recorded in the Company's books and records.

Consequently, all Team Members (not just those working in finance) must ensure that the Company's books and records are accurate and must never create, submit, authorize, or otherwise permit false information in the Company's books and records. All Company funds must be properly accounted for, and no side, off-the-books, or slush funds may be maintained by the Company or its Team Members. In addition, employees must not engage in accounting or record-keeping practices that seek to conceal, misstate, or misrepresent payments that are suspected or known to involve bribery or other illicit activity.

Additionally, under certain circumstances, the Company could be liable under the Anti-Corruption Laws if Team Members know of certain misconduct by Third-Party Representatives. For example, if Team Members know or believe that a Third-Party Representative has created slush funds or any sort of off-the-books accounts that are used for illicit purposes, the Company could be liable. In that situation, Team Members must notify the Compliance Officer.

Penalties

Violations of the Anti-Corruption Laws can result in severe criminal and civil penalties for both the Company and the individuals involved, including imprisonment, forfeiture of profits, and significant fines. In addition, bribery is always a violation of the Company's policies and may result in disciplinary action, up to and including termination of employment or of a Third-Party Representative's relationship with the Company.

Reporting Violations or Suspected Violations of this Policy

If a Team Member or Third-Party Representative suspects or becomes aware of any action or contemplated action related to bribery, recordkeeping, or internal controls that he or she believes may be illegal, unethical, or inappropriate or otherwise violates this Policy, the person must immediately report the situation. The person should not hesitate to do so even if the activity involves his or her fellow employees, including managers or supervisors. Any Team Member or Third-Party Representative can report a potential or suspected violation in the following ways: (1) contact the Compliance Officer or (2) submit concerns via the Company's whistleblower hotline at 844-951-5166.

The Company will not permit retaliation of any kind against anyone who makes a report or complaint in good faith. The Company encourages and highly values reporting of conduct that may violate the Anti-Corruption Laws.

Whom Should I Contact if I Have Questions?

If you have any questions about this Policy, the Anti-Corruption Laws, or their applicability to the Company's business affairs or to any particular conduct, please contact the Compliance Officer. They will work with you to ensure that the Company follows this Policy and follows the law without hindering our ability to do business.

Annual Review

The Compliance Officer or a designee will conduct an annual review to confirm the adequacy and effective implementation of this Anti-Corruption Policy. To the extent any material irregularities are noted during such reviews, the Compliance Officer or a designee shall promptly take any actions deemed necessary or appropriate, including determining whether any regulatory notifications, disclosures, or internal investigations may be required.

