

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

SUZANNE POIRIER, Individually and On Behalf of All
Others Similarly Situated,

Plaintiff,

v.

BAKKT HOLDINGS, INC. f/k/a VPC IMPACT
ACQUISITION HOLDINGS, JOHN MARTIN, OLIBIA
STAMATOGLU, GORDON WATSON, KAI SCHMITZ,
and KURT SUMMERS,

Defendants.

Case No. 1:22-cv-02283-EK-PK

PROOF OF CLAIM AND RELEASE

PART I – INTRODUCTION

A. General Instructions

1. To recover as a member of the Settlement Class based on your claims in the action entitled *Poirier v. Bakkt Holdings, Inc., et al.*, Case No. 1:22-cv-02283-EK-PK (the “Action”), you must complete, and on page 4 (and page 8, if applicable), sign this Proof of Claim and Release (“Claim Form”). If you fail to submit a properly addressed (as set forth in paragraph 3 below) Claim Form, postmarked or received by the date shown below, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed settlement of the Action (the “Settlement”).¹

2. Submission of this Claim Form, however, does not assure that you will share in the proceeds of settlement in the Action.

3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED CLAIM FORM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, ON OR BEFORE JANUARY 9, 2024, TO THE COURT-APPOINTED CLAIMS ADMINISTRATOR AT THE FOLLOWING ADDRESS:

Bakkt Securities Settlement
c/o A.B. Data, Ltd.
P.O. Box 173027
Milwaukee, WI 53217

Online submissions: www.BakktSecuritiesSettlement.com

If you are NOT a member of the Settlement Class, as defined below and in the Notice of (i) Proposed Settlement, (ii) Motion for an Award of Attorneys’ Fees and Litigation Expenses, and (iii) Settlement Fairness Hearing (the “Notice”), DO NOT submit a Claim Form.

4. If you are a member of the Settlement Class and you do not timely and validly request exclusion from the Settlement Class, you are bound by the terms of any judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A CLAIM FORM.

5. It is important that you read the Notice that accompanies this Claim Form, including the Plan of Allocation of the Net Settlement Fund set forth in the Notice. The Notice describes the proposed Settlement, how Settlement Class Members are affected by the Settlement, and the manner in which the Net Settlement Fund will be distributed if the Settlement and Plan of Allocation are approved by the Court. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Claim Form. By signing and submitting this Claim Form, you will be certifying that you have read the Notice, including the terms of the releases described in the Notice and provided for in the Settlement.

¹ This Proof of Claim and Release incorporates the definitions in the Stipulation and Agreement of Settlement (the “Stipulation”), which can be obtained at www.BakktSecuritiesSettlement.com.

B. Claimant Identification

1. You are a member of the Settlement Class if you purchased or otherwise acquired publicly traded common stock of Bakkt Holdings, Inc. (“Bakkt”) f/k/a VPC Impact Acquisition Holdings (“VIH”) or warrants issued by VIH and/or Bakkt to purchase shares of common stock of VIH and/or Bakkt, respectively, including shares or warrants registered by the Registration Statement on Form S-1 filed by VIH with the U.S. Securities Exchange Commission on March 31, 2021 and declared effective (as amended) as of September 17, 2021, during the period from time from March 31, 2021 through November 19, 2021, both dates inclusive. Excluded from the Settlement Class are: (i) Defendants; (ii) current and former officers and directors of Bakkt; (iii) members of the Immediate Family of each of the Individual Defendants; (iv) all subsidiaries and affiliates of Bakkt and the directors and officers of Bakkt and their respective subsidiaries or affiliates; (v) all persons, firms, trusts, corporations, officers, directors, and any other individual or entity in which any Defendant has a controlling interest, provided, however, that any “Investment Vehicle” shall not be excluded from the Settlement Class; and (vi) the legal representatives, agents, affiliates, heirs, successors-in-interest or assigns of all such excluded parties; and (vii) any persons or entities who properly exclude themselves by filing a valid and timely request for exclusion.

2. If you purchased or otherwise acquired and held Bakkt Securities in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or otherwise acquired Bakkt Securities that were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.

3. Use Part II of this form entitled “Claimant Identification” to identify the beneficial owner(s) of Bakkt Securities. The complete name(s) of the beneficial owner(s) must be entered. If you held the eligible Bakkt Securities in your own name, you are the beneficial owner as well as the record owner. If, however, your shares of eligible Bakkt Securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner of these shares, but the third party is the record owner. **THIS CLAIM MUST BE SUBMITTED AND SIGNED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S), OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S), OF THE BAKKT SECURITIES UPON WHICH THIS CLAIM IS BASED.**

4. All joint purchasers must sign this Claim Form and be identified in Part II. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

5. **One Claim Form should be submitted for each separate legal entity.** A separate Claim Form should be submitted for each separate legal entity (e.g., a claim for joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual’s name). Conversely, a single Claim Form should be submitted on behalf of one legal entity including all transactions made by that entity, no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions made in all accounts on one Claim Form).

6. Agents, executors, administrators, guardians, and trustees must complete and sign the Claim Form on behalf of persons or entities represented by them, and they must:

- (a) expressly state the capacity in which they are acting;
- (b) identify the name, account number, Social Security number (or taxpayer identification number), address, and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Bakkt Securities; and
- (c) provide evidence of their authority to bind the person or entity on whose behalf they are acting. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of trust documents. (Authority to complete and sign a Claim Form cannot be established by a stockbroker demonstrating only that it has discretionary authority to trade securities in another person or entity’s accounts.)

7. By submitting a signed Claim Form, you will be swearing that you:

- (a) own or owned the Bakkt Securities you have listed in the Claim Form; or
- (b) are expressly authorized to act on behalf of the owner thereof.

C. Transactions in Bakkt Securities

1. Use Part III of this form entitled “Schedule of Transactions in Bakkt Securities” to supply all required details of your transaction(s) in Bakkt Securities. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to all of your purchases, acquisitions, and sales of Bakkt Securities that took place at any time from March 31, 2021 through February 17, 2022, both dates inclusive, including whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim. Also, list the number of Bakkt Securities held as of the opening of trading on March 31, 2021, and as of the close of trading February 17, 2022.

3. List each of the transactions separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

4. For short-sale transactions, the date of covering a “short sale” is deemed to be the date of purchase of Bakkt Securities, and the date of a “short sale” is deemed to be the date of sale of Bakkt Securities.

5. You are required to submit genuine and sufficient documentation for all of your transactions in and holdings of Bakkt Securities set forth in the Claim Form. Documentation may consist of copies of brokerage confirmation slips or monthly brokerage account statements, or an authorized statement from your broker containing the transactional and holding information found in a broker confirmation slip or account statement. The Parties and the Claims Administrator do not independently have information about your investments in Bakkt Securities. **IF THESE DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OF THE DOCUMENTS OR EQUIVALENT DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN THE REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS. Please keep a copy of all documents that you send to the Claims Administrator. Also, do not highlight any portion of the Claim Form or any supporting documents.**

6. The requests in this Claim Form are designed to gather the minimum amount of information necessary to process the simplest claims. The Claims Administrator may request additional information as required to efficiently and reliably process your claim.

7. If the Court approves the Settlement, payments to eligible Authorized Claimants pursuant to the Plan of Allocation (or such other plan of allocation as the Court approves) will be made after any appeals are resolved, and after the completion of all claims processing. The claims process will take substantial time to complete fully and fairly. Please be patient.

8. **PLEASE NOTE:** As set forth in the Plan of Allocation, each Authorized Claimant shall receive his, her or its *pro rata* share of the Net Settlement Fund. If the prorated payment to any Authorized Claimant calculates to less than \$10, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.

9. If you have questions concerning the Claim Form, or need additional copies of the Claim Form or the Notice, you may contact the Claims Administrator, Bakkt Securities Settlement c/o A.B. Data, Ltd., at the address on the first page of the Claim Form, by email at info@BakktSecuritiesSettlement.com, or by toll-free phone at (877) 390-3468, or you can visit the website, www.BakktSecuritiesSettlement.com, where copies of the Claim Form and Notice are available for downloading.

10. **NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. (This is different than submitting a claim online using the Settlement website.) All such claimants **MUST** also submit a manually signed paper Claim Form whether or not they also submit electronic copies. To obtain the **mandatory** electronic filing requirements and file layout, please visit the Settlement website at www.BakktSecuritiesSettlement.com or you may email the Claims Administrator’s electronic filing department at efiling@abdata.com. **Any file not in accordance with the required electronic filing format will be subject to rejection.** Only one claim should be submitted for each separate legal entity (*see* ¶B.4 above) and the **complete** name of the beneficial owner(s) of the Bakkt Securities must be entered where called for (*see* ¶B.2 above). No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email indicating receipt and acceptance of electronically submitted data. **Do not assume that your file has been received until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the Claims Administrator’s electronic filing department at efiling@abdata.com to inquire about your file and confirm it was received.**

IMPORTANT: PLEASE NOTE

YOUR CLAIM IS NOT DEEMED SUBMITTED UNTIL YOU RECEIVE AN ACKNOWLEDGEMENT POSTCARD OR EMAIL. THE CLAIMS ADMINISTRATOR WILL ACKNOWLEDGE RECEIPT OF YOUR CLAIM FORM WITHIN 60 DAYS. IF YOU DO NOT RECEIVE AN ACKNOWLEDGEMENT WITHIN 60 DAYS, CALL THE CLAIMS ADMINISTRATOR TOLL FREE AT (877) 390-3468.

PART II – CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last)

Joint Beneficial Owner's Name (if applicable) (First, Middle, Last)

Name of Representative, if applicable (executor, administrator, trustee, c/o, etc.), if different from Beneficial Owner

Street Address

Address 2 (apartment, unit, or box number)

City

State or Province

<input type="text"/>	<input type="text"/>
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Zip Code or Postal Code

Country

<input type="text"/>	<input type="text"/>
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Social Security Number or Taxpayer Identification Number

Telephone Number (home/cell)

Telephone Number (work)

<input type="text"/>	<input type="text"/>
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Email Address

Record Owner's Name (if different from beneficial owner listed above)

Claimant Account Type (check appropriate box):

- | | |
|---|---------------------------------------|
| <input type="checkbox"/> Individual (includes joint owner accounts) | <input type="checkbox"/> Pension Plan |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Estate |
| <input type="checkbox"/> IRA/401k | <input type="checkbox"/> Trust |
| <input type="checkbox"/> Other (please specify): _____ | |

PART III – SCHEDULE OF TRANSACTIONS IN BAKKT SECURITIES

COMMON STOCK:

Please be sure to include proper documentation with your Claim Form as described in detail in ¶C.3 of the Instructions. Do not include information regarding securities other than Bakkt Securities.

A. Number of shares of Bakkt common stock held at the opening of trading on March 31, 2021. (Must be documented.)

If none, write “zero”: _____

B. Purchases or acquisitions of Bakkt common stock from March 31, 2021 through February 17, 2022, both dates inclusive. (Must be documented.):

Date of Purchase/ Acquisition (Trade Date) Mo. / Day / Year	Number of Shares Purchased or Acquired	Purchase / Acquisition Price Per Share	Total Purchase or Acquisition Price (excluding any taxes, commissions, and fees)
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$

IMPORTANT: If any purchase listed covered a “short sale,” please mark Yes: Yes

C. Purchases for Section 11 Recognized Loss Calculations – State the total number of shares of Bakkt common stock purchased from February 18, 2022 through and including April 20, 2022. ² _____.

D. Sales of Bakkt common stock from March 31, 2021 through April 20, 2022, both dates inclusive. (Must be documented.):

Date of Sale (Trade Date) Mo. / Day / Year	Number of Shares Sold	Sale Price Per Share	Total Sales Price (not deducting any taxes, commissions, and fees)
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$

E. Number of shares of Bakkt common stock held at the close of trading on April 20, 2022. (Must be documented.)

If none, write “zero”: _____.

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

² Information requested in this Claim Form with respect to your transactions on November 22, 2021 through and including the close of trading on April 20, 2022, is needed only in order for the Claims Administrator to confirm that you have reported all relevant transactions. Purchases during this period, however, are not eligible for a recovery because these purchases are outside the Class Period and will not be used for purposes of calculating your Recognized Claim pursuant to the Plan of Allocation.

WARRANTS:

Please be sure to include proper documentation with your Claim Form as described in detail in ¶C.3 of the Instructions. Do not include information regarding securities other than Bakkt Securities.

- A. State the total number of Bakkt Warrants owned at the opening of the U.S. financial markets on March 31, 2021, (Must be documented.) If none, write “zero”: _____
- B. Separately list each and every purchase of Bakkt Warrants during the period from March 31, 2021 through February 17, 2022, both dates inclusive, and provide the following (Must be documented.):

Date of Purchase/ Acquisition (Trade Date) Mo. / Day / Year	Ticker Symbol (VIWAH or BKKT.WS)	Number of Warrants Purchased	Price Per Warrant (excluding commissions, taxes, and other fees)	Total Purchase Price (excluding commissions, taxes, and other fees)	Exercised? (Y/N)	Exercise Date (MM/DD/YY)
/ /			\$	\$		/ /
/ /			\$	\$		/ /
/ /			\$	\$		/ /
/ /			\$	\$		/ /
/ /			\$	\$		/ /

- C. Purchases for Section 11 Recognized Loss Calculations – State the total number of Bakkt Warrants purchased from February 18, 2022 through and including April 20, 2022 ³. _____.
- D. Separately list each and every sale of Bakkt Warrants during the period from March 31, 2021 through April 20, 2022, both dates inclusive, and provide the following information. (Must be documented.):

Date of Sale (Trade Date) Mo. / Day / Year	Ticker Symbol (VIWAH or BKKT.WS)	Number of Warrants Sold	Price Per Warrant (excluding commissions, taxes, and other fees)	Total Sale Price (excluding commissions, taxes, and other fees)
/ /			\$	\$
/ /			\$	\$
/ /			\$	\$
/ /			\$	\$
/ /			\$	\$

- E. State the total number of Bakkt Warrants owned at the close of the U.S. financial markets on April 20, 2022, (Must be documented.) If none, write “zero”: _____.

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

³ Information requested in this Claim Form with respect to your transactions on November 22, 2021 through and including the close of trading on April 20, 2022, is needed only in order for the Claims Administrator to confirm that you have reported all relevant transactions. Purchases during this period, however, are not eligible for a recovery because these purchases are outside the Class Period and will not be used for purposes of calculating your Recognized Claim pursuant to the Plan of Allocation.

YOU MUST READ AND SIGN THE RELEASE BELOW.

FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

PART IV – SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Claim Form under the terms of the Stipulation and Agreement of Settlement dated April 12, 2023 (“Stipulation”) described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Eastern District of New York, with respect to my (our) claim as a Settlement Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to Lead Counsel and/or the Claims Administrator to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases, acquisitions, or sales of Bakkt Securities during the Class Period and know of no other person or entity having done so on my (our) behalf.

PART V – RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release, relinquish and discharge all of the Released Plaintiffs’ Claims (including Unknown Claims) against each and all of the Defendants’ Releasees (including all Defendants), all as defined herein and in the Notice and Stipulation.
2. This release shall be of no force or effect unless and until the Court approves the Stipulation and it becomes effective on the Effective Date.
3. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof and have not submitted any other claim covering the same purchases of Bakkt Securities and know of no other person or entity having done so on my (our) behalf.
4. I (We) hereby warrant and represent that I (we) have included all requested information about all of my (our) holdings of Bakkt Securities on the dates set forth above and my (our) purchases, acquisitions, and sales of Bakkt Securities during the time periods set forth above.
5. The Social Security (or taxpayer identification) number(s) shown on this form is (are) correct.
6. I (We) waive the right to trial by jury, to the extent it exists, and agree to the determination by the Court of the validity or amount of this claim, and waive any right of appeal or review with respect to such determination.
7. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code.

(NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out Item 7 above.)

8. I (We) declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this ____ day of _____, 2023,
(Month/Year)

in _____,
(City) (State/Country)

(Sign your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g., Beneficial Purchaser or Acquirer, Executor or Administrator)

For Joint Beneficial Purchaser, if any:

(Sign your name here)

(Type or print your name here)

ACCURATE CLAIMS PROCESSING TAKES A
SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

1. Please sign the above release and acknowledgment.
2. Remember to attach copies of supporting documentation.
3. Do not send originals of stock certificates or other documentation as they will not be returned to you.
4. Keep a copy of your Claim Form and all supporting documentation for your records.
5. Your claim is not deemed submitted until you receive an acknowledgement postcard. The Claims Administrator will acknowledge receipt of your Claim Form within 60 days. **If you do not receive an acknowledgement postcard or email within 60 days, please call the Claims Administrator toll free at (877) 390-3468.**
6. If you move, please send your new address to the address below.
7. Do not use highlighter on the Claim Form or supporting documentation.
8. If you have any questions or concerns regarding your claim, contact the Claims Administrator at *Bakkt Securities Settlement* c/o A.B. Data, by email at info@BakktSecuritiesSettlement.com, or by toll-free phone at (877) 390-3468, or you may visit www.BakktSecuritiesSettlement.com. DO NOT call the Court, Bakkt, the other Defendants, or their counsel with questions regarding your claim.