

RESEARCH UPDATE
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Market Statistics in USD

Price	\$ 1.53
52 week Range	\$1.00 - \$5.54
Daily Vol (3-mo. average)	138,386
Market Cap (M)	\$ 77.7
Enterprise Value (M)	\$ 98.3
Shares Outstanding: (M)	50.8
Float (M)	5.2
Public Ownership	2.4%
Institutional Ownership	7.9%

Financial Summary in USD

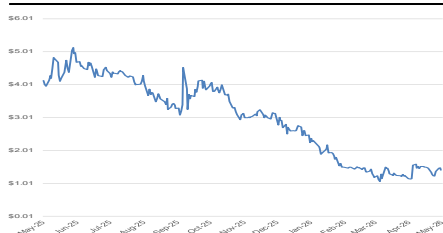
Cash (M)	\$ 11.5
Cash/Share	\$ 0.23
Debt (M)	\$ 32.2
Equity (M)	\$ 36.4
Equity/Share	\$ 0.72

FYE: Dec **2025** **2026E** **2027E**
(all figures in M, expect per share information)

Rev	\$ 31.79	\$ 35.0	\$ 56.0
Chng%	34%	10%	60%

EBITDA	\$ (17.21)	\$ (20.0)	\$ (17.1)
Net Income	\$ (69.6)	\$ (55.6)	\$ (33.7)
EPS	\$ (1.65)	\$ (1.12)	\$ (0.68)

EV/Revenue	6.3x	2.8x	1.8x
EV/EBITDA	-11.7x	-4.9x	-5.7x
P/E	N/A	-1.4x	-2.3x


COMPANY DESCRIPTION

Fold (NASDAQ: FLD) is the first publicly traded bitcoin financial services company, making it easy for individuals and businesses to earn, save, and use bitcoin. Fold is at the forefront of integrating bitcoin into everyday financial experiences. Through innovative products like the Fold App, Fold Credit Card™, Fold Bitcoin Gift Card™, and Fold Debit Card™, the Company is building the bridge between traditional finance and the bitcoin-powered future.

FOLD HOLDINGS INC. (NASDAQ: FLD)
Company Updates

Financial Results: Fold's 1Q26 reflected bitcoin-market-driven pressure on activity, but the quarter did not change the core thesis; it shifted the FY26 focus toward conversion and scaling across products now in market. Revenue declined 21.1% y/y to \$5.6M as transaction volume fell 32% y/y to \$172M, while verified accounts approached 85K with close to 2K net adds. Net loss was \$(29.2)M and adj. EBITDA was \$(5.8)M, though GAAP results were affected by bitcoin treasury fair value changes and financing-related items. Operating expenses declined 19% y/y to \$13.4M, supported by lower direct costs, lower stock-based compensation, and lower professional fees. Management noted February marked the bottom across most core KPIs, with early improvement as bitcoin recovered. We view 1Q26 as market-driven pressure in transaction-linked activity, while Fold's broader platform strategy moved closer to commercial validation.

Momentum and Execution: In our view, the key 1Q update is that Fold now has multiple acquisition and engagement channels live at the same time. The Credit Card is in early access, the Bitcoin Gift Card is being repositioned as a lower-friction acquisition channel, and Fold for Business extends the platform into employer-funded bitcoin rewards. This shifts the FY26 focus toward account quality, usage frequency, and cross-product monetization rather than bitcoin transaction volume alone. Management also noted Fold's products currently generate positive contribution margins, making fixed-cost discipline and product scaling the primary drivers of operating leverage.

Credit Card Rollout: With more than 1,000 Fold Bitcoin Rewards Credit Cards now in circulation, the focus shifts to responsible scaling and conversion from the company's roughly 80K-person waitlist. Management is phasing the rollout to validate systems, underwriting, servicing, fraud controls, and unit economics before broader distribution. Early cardholder behavior appears encouraging, with users engaging across multiple Fold products and using the card for everyday purchases as well as larger spend categories. The card did not materially contribute to 1Q results, making early cohort behavior, billing-cycle data, spend levels, revolving activity, charge-offs, and additional credit facilities the key variables for FY26 revenue acceleration.

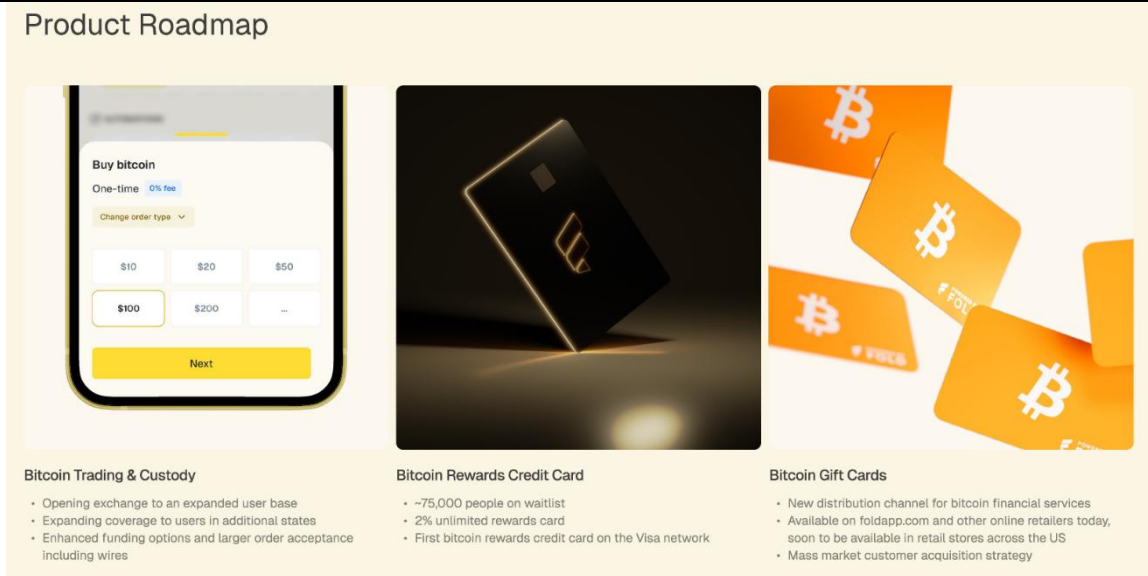
Treasury & Capital Position: Fold ended 1Q26 with \$11.5M of cash and 826 BTC in its investment treasury, valued at \$56.4M at quarter-end, with 430 BTC restricted as collateral under the Two Prime credit facility. The company also held 77 BTC in its rewards treasury, matching its bitcoin-denominated customer rewards liability. Net cash used in operating activities was \$6.6M, compared with \$5.0M in the prior-year period. Importantly, Fold extinguished both outstanding convertible notes during the quarter, simplifying the capital structure and improving financing flexibility. We view the capital actions as supportive of the operating plan, preserving liquidity and bitcoin exposure while giving Fold more flexibility to scale credit, gift card distribution, and business channels through FY26.

Valuation: We use two comp analysis to value FLD. Our blended EV/Revenue analysis arrives at a valuation range of \$3.01 to \$5.22 with a mid-point of \$4.11. Our EV/BTC NAV analysis arrives at a valuation range of \$4.80 to \$6.10 with a mid-point of \$5.45.

Business Overview

Fold Holdings, Inc. (NASDAQ: FLD) is a bitcoin-focused consumer financial services platform that integrates bitcoin into everyday financial behavior. The Company core strategy is simple: employ familiar products such as rewards, cards, custody, and trading to help mainstream consumers earn, save, and use bitcoin without the friction typically associated with crypto on-ramps. What originated as a rewards-led engagement engine has evolved into a large platform with custody and trading rails allowing for new distribution channels that expand access to bitcoin through a comprehensive suite of consumer financial services.

Exhibit 1: Fold – Product Roadmap



Source: Company Presentation

The product roadmap centers on two main distribution channels designed to scale adoption beyond the app's existing base. One channel includes a bitcoin-rewards credit card on the Visa network and the Fold Bitcoin Gift Card. The credit card is positioned to pair traditional credit economics with bitcoin rewards, creating a recurring-spend flywheel and a natural cross-sell into custody and trading. The gift card opens a mainstream opportunity for consumers who prefer online availability today and plan for broad retail distribution across the U.S., turning the well-understood gift-card category into a scalable customer acquisition channel for bitcoin exposure.

These channels are supported by platform capabilities designed to reduce friction and deepen engagement. Fold is widening state coverage and opening its exchange to more users, while adding higher-value funding options and larger order support (including wires). Features like "Bitcoin Sends" let users move bitcoin to any wallet address, reinforcing Fold as a practical hub for everyday activity, not just speculation, and guiding users from casual earners to active participants.

Strategically, Fold operates with an explicit bitcoin-native treasury framework. Management evaluates capital deployment through a "sats-per-share" lens, favoring growth funded by operations and using external capital only when it increases the "satoshis" attributable to each share, aligned with product milestones and market conditions. The goal is to balance product investment with disciplined, accretive treasury management.

The Company is uniquely positioned at the intersection of consumer fintech and bitcoin adoption. Fold competes with cashback cards, neobanks, exchanges, and wallets, but differentiates through every day-spend use cases and reward-driven behavior change.

By meeting consumers where they already transact (cards, gifting, simple custody/trading) Fold addresses crypto-curious users who value simplicity and familiarity. Platform features and improved funding rails support deeper engagement and retention over time.

Near-term execution focuses on launching and scaling the credit card, expanding the gift card’s retail footprint, broadening exchange access across additional states, and sharpening unit economics across interchange, spreads, and rewards liabilities. A pipeline of adjacent personal-finance features offers logical extensions of the platform. Successful delivery should lift the share of active, transacting users and diversify revenue beyond legacy rewards.

Segment Overview

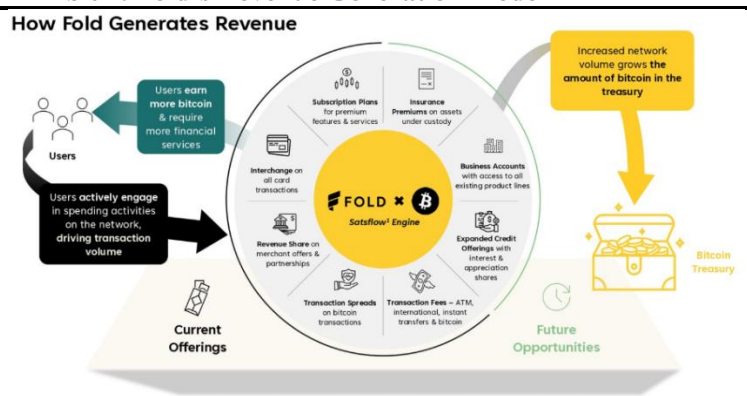
Rewards & Distribution (Credit Card + Bitcoin Gift Card):

Fold’s distribution engine is built around two familiar entry points that meet consumers where they already spend. With the Fold Bitcoin Rewards Credit Card now live, the Company is moving beyond concept and into rollout, giving it a higher-frequency engagement product that can increase share of wallet, deepen retention, and improve cross-sell across the broader Fold ecosystem. Management has also suggested early demand has been strong and acquisition economics attractive, with the waitlist built largely through organic interest rather than heavy marketing spend. In parallel, the Fold Bitcoin Gift Card introduces first-time exposure through a purchase many consumers already understand, extending Fold’s reach both online and through physical retail distribution. Partnerships like the one with Steak ‘n Shake add another layer of awareness and onboarding. Together, the credit card and gift card broaden acquisition beyond performance marketing, create a cleaner handoff into the app, and strengthen Fold’s ability to convert discovery into recurring spend, engagement, and monetization.

Banking & Payments:

Banking & Payments serves as the day-to-day on-ramp into the Fold app and remains a key engagement layer within the ecosystem. Users interact through checking, a spend card, and a merchant rewards marketplace that accrues value in bitcoin rather than fiat, allowing customers to earn bitcoin passively through routine spending behavior. Bank partners provide deposit infrastructure and compliance support, while card-linked offers and category-based rewards help encourage repeat usage and habit formation. The experience is intentionally familiar, which lowers friction for mainstream users and helps Fold bring customers into bitcoin through everyday financial activity rather than requiring an immediate step

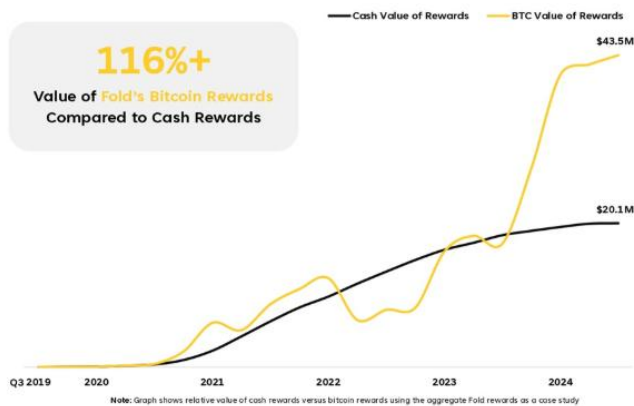
Exhibit 2: Fold’s Revenue Generation Model



Source: Company Reports (2024)

Exhibit 3: Customer Benefits

Promoting Access to Value Appreciation for Fold's Customers



Source: Company Reports (2024)

into trading or higher-intent products. Over time, this recurring activity can build balances, increase comfort with the platform, and support migration into higher-value offerings such as exchange, rewards, and credit. In our view, Banking & Payments is important not just as an onboarding tool, but as the foundational layer that reinforces engagement, retention, and ecosystem stickiness over time.

Custody & Trading:

Custody & Trading is where users buy, store, and move bitcoin once they have entered through rewards or banking. Fold continues to expand access and improve functionality in ways that should reduce friction for

Exhibit 4: Custody & Trading



Source: Company Presentation (2024)

higher-intent and higher-value users, including broader availability, larger order capabilities, and funding options that better support bigger transactions. Features such as Bitcoin Sends allow transfers to any wallet address, supporting both on-platform activity and self-custody preferences. Revenue is driven primarily by spreads and transaction fees, with insured custody supported by specialist partners. Strategically, we view this layer as important because it gives Fold a monetization path beyond passive rewards, while helping normalize bitcoin activity through a more accessible and familiar user experience. As convenience and functionality improve, engagement, trading activity, and monetization per active user should benefit over time.

Platform Infrastructure & Compliance:

Fold combines network rails, retail distribution, and risk systems with a state-by-state licensing strategy. This approach widens the addressable market while maintaining controls for KYC, fraud, and chargebacks. Phased geographic activation allows the Company to pace growth responsibly and tune onboarding flows, verification throughput, and funding success rates. The same infrastructure supports quicker introduction of new SKUs such as category boosts and merchant-specific offers. Partner connectivity with payment networks and distributors shortens the path from plan to placement on store shelves and in digital marketplaces. The net effect is a resilient funnel that scales while preserving program integrity.

Treasury & Capital Strategy:

Fold manages a corporate bitcoin treasury using a “sats-per-share” framework that ties capital decisions to shareholder alignment. External capital is considered when it increases the “satoshis” attributable to each share and accelerates product milestones.

The Company also has an equity purchase facility that provides flexibility to add bitcoin or speed up go-to-market initiatives such as licensing and distribution. This toolkit complements operating cash generation and helps keep the brand’s bitcoin-native stance credible to users and investors. Treasury transparency further supports Fold’s positioning with a community that values asset alignment. In combination, these policies provide both strategic signaling and practical funding optionality.

Growth Drivers

- **Channel scale & conversion**

Fold's growth starts with reach, then turns that reach into verified, active users. The credit card converts a large, intent-rich waitlist into high-frequency spenders whose daily transactions create repeat engagement. In parallel, the bitcoin gift card captures broad retail traffic and seasonal demand, with redemption seamlessly funneling recipients into account creation. Because both channels live where consumers already transact, they reduce the need for heavy paid acquisition and lower blended CAC over time. As cohorts mature, cross-sell into custody and trading deepens monetization and improves LTV relative to pure rewards-only users.

- **Friction removal leads to higher ARPU**

Expanding state availability, enabling wire funding, and raising transaction limits remove practical barriers that keep higher-value customers on the sidelines. When users can fund quickly and place larger orders without workarounds, both ticket size and frequency tend to rise. Features that tighten the earn-buy-send loop reduce drop-off between steps and keep activity on-platform. Over time, these improvements translate into higher average revenue per active user and better conversion from registered to transacting cohorts. The compounding effect shows up as operating leverage as volumes scale against largely fixed platform costs.

- **Every day-spend habit formation**

Rewards are the behavioral engine that turns occasional interest into routine engagement. By paying in bitcoin rather than fiat cashback, Fold gives users exposure to an asset they value while preserving the familiar act of card spend. Even if near-term card margins compress after rewards, the trade-off is acceptable when it enlarges the pool of active users who later trade, custody, and redeem across the platform. Consistent accrual creates touchpoints for targeted boosts, merchant offers, and lifecycle messaging that curb churn. The outcome is a steadier, more predictable engagement curve than episodic trading alone.

- **Retail ubiquity of bitcoin gifting**

Gift-card placement at nationally recognized retailers extends Fold's presence to mainstream aisles and high-traffic digital marketplaces. Shoppers encounter a bitcoin product alongside everyday brands, which lowers cognitive load and encourages first-time purchases. Seasonal peaks amplify discovery, and every redemption requires an account—turning retail footfall into sign-ups with minimal friction. Channel economics typically improve in physical retail, which can enhance contribution margins as distribution widens. Over time, this creates a durable, brand-accretive acquisition flywheel that complements the card program.

- **Brand-treasury flywheel**

A clear sats-per-share framework signals that treasury decisions serve long-term holders and users who care about bitcoin alignment. The ability to lean on a flexible equity facility during favorable market windows adds optionality to fund product milestones without overreliance on operating cash. Transparent treasury actions also reinforce Fold's identity with bitcoin-native audiences, strengthening word-of-mouth and community advocacy. This credibility helps differentiate the platform from generic rewards programs that merely "add crypto." In concert, capital discipline and brand alignment support stickier cohorts and smoother execution.

- **Partnership leverage**

Working with established networks, processors, and retail distributors compresses time-to-market and reduces execution risk. These partners provide compliance scaffolding, program reliability, and access to scaled distribution that would be costly to replicate in-house. They also enable faster iteration on rewards constructs, category boosts, and placements as data informs what resonates. As placements expand, partner co-marketing and sales motions can further amplify reach. The result is a more capital-efficient growth path with institutional-grade rails.

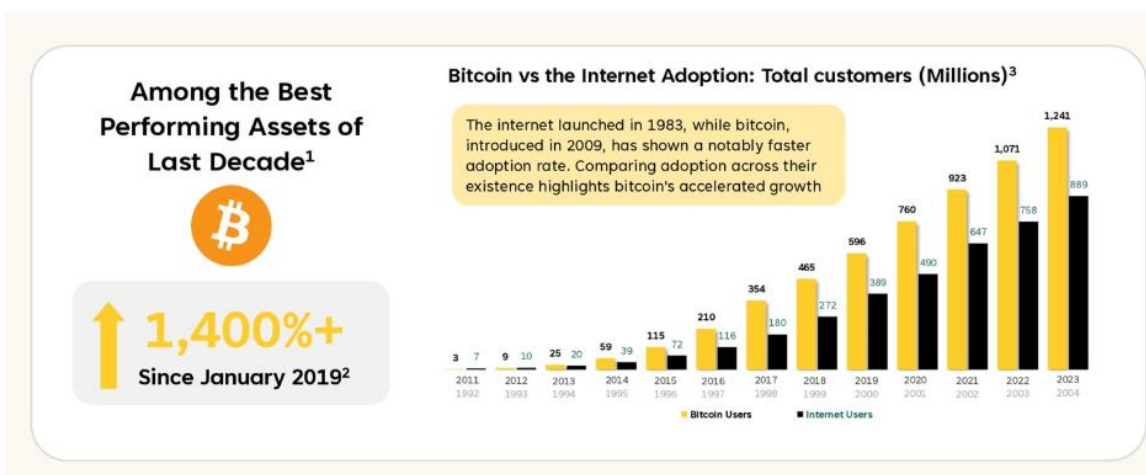
- **Regulatory expansion**

State-by-state licensing unlocks new geographies and improves conversion from curious sign-ups to fully verified, transacting users. As more states come online, addressable demand grows without proportional marketing spend. Clear compliance pathways and robust KYC/AML raise trust, which matters for users contemplating larger balances and wire funding. Regulatory progress also broadens potential partner relationships across banking and payments. Over time, this creates a compounding coverage advantage that competitors must match to remain relevant.

Market Overview

Bitcoin & Crypto Backdrop

Exhibit 6: Fold – Bitcoin Adoption



Source: Company Presentation (2024)

Bitcoin’s market capitalization has been hovering in the multi-trillion-dollar band in 2025, with elevated mainstream awareness and a steadily rising global crypto user base (hundreds of millions). This creates a large pool of “crypto-curious” consumers who prefer familiar financial interfaces and regulated rails. Products that embed bitcoin into everyday behaviors such as spending, gifting, saving are structurally advantaged versus pure trading venues because they convert ambient interest into repeatable actions. Fold’s approach

sits uniquely in this secular shift. It lets the Company meet users in familiar channels, hide the complexity, and let BTC accumulate quietly in the background of everyday life.

U.S. Credit Cards & Rewards

The U.S. card market is massive, rewards-driven, and intensely competitive, with rewards a principal vector for acquisition/retention. For a bitcoin-rewards card, the addressable opportunity is to substitute fiat cashback with BTC rewards for users who want upside exposure without changing spending patterns. Interchange economics plus cardholder-engagement features (category boosts, merchant rewards) underpin unit economics, while Visa/Stripe stack reduces operational complexity. Over time, category-specific boosts (e.g., travel, dining) and on-platform behaviors (buy, send, custody) can raise earn velocity and deepen attachment.

Gift Cards & Stored Value

The gift-card category remains a trillion-dollar-scale market globally and a dominant consumer habit (gifting, rewards, self-use). Digital distribution is growing fast, aided by marketplaces and retailer e-comm. By introducing a bitcoin-denominated gift card through Giftcards.com and BHN's network, Fold repurposes an existing, high-velocity channel as a crypto on-ramp. The category's seasonality (Q4 peaks), ubiquitous placement, and low cognitive load (familiar checkout) make it a compelling acquisition lever for crypto exposure.

Crypto On-Ramps, Wallets, and Neobanks

Fold competes at the seams between exchanges (trade-first), wallets (self-custody), and neobanks (fiat-first). The differentiation is behavioral: Fold's first touch is spend/gift, not "open an exchange account and trade." Custody/trading then acts as a utility layer rather than the destination. This sequencing reduces user intimidation, aligns with mainstream habits, and can yield steadier engagement than speculative trading cycles. As the platform broadens state coverage and funding options (e.g., wires), Fold increases its relevance for higher-value users who want both convenience and interoperability.

Regulatory & Partner Ecosystem

U.S. digital-asset rules continue to evolve unevenly across states. Firms that can navigate licensing, program management, and partner compliance earn a distribution advantage. Fold's approach—working with established networks (Visa), processors/issuers (Stripe), and retail aggregators (BHN)—is purpose-built for scalability within these constraints, shifting the challenge from "can we launch?" to "how fast can we expand SKU coverage and geography?"

Implications for TAM

Fold's serviceable opportunity is the overlap of (a) mainstream U.S. cardholders drawn to high-frequency rewards, (b) gift-card buyers (gifts and self-use) reachable through BHN/marketplaces, and (c) crypto-curious users who want simple, regulated, interoperable bitcoin access. As these circles converge—and as feature work like Bitcoin Sends and large-order funding reduces friction—the attach into custody/trading should rise, expanding ARPU and lifetime value.

Risks

- **Limited operating/earnings history.** Negative EBITDA and a short public track record increase forecast uncertainty and execution risk. Visibility on the path to sustained profitability is limited, and small variances in growth or cost can disproportionately affect outcomes.
- **BTC exposure & volatility.** Treasury and rewards are tied to Bitcoin, creating mark-to-market swings that influence sentiment, EV/BTC NAV, and user engagement. A sharp BTC drawdown could dampen spend and growth just as funding costs rise.
- **Regulatory & accounting change.** Evolving crypto, payments, AML/KYC, privacy, and custody standards can add cost, delay launches, or restrict certain revenue streams. Accounting treatment (e.g., fair-value measurements and incentives) may remain fluid, raising disclosure complexity and restatement risk.
- **Technology, security & data.** Reliable scaling, uptime, and secure custody are mission-critical; outages, bugs, or breaches could impair trust and slow adoption. As products expand, the attack surface and compliance overhead (e.g., SOC, PCI) increase.
- **Partner & network dependencies.** Reliance on issuer banks, card networks, processors, and KYC vendors introduces counterparty and contract risk. Rule or pricing changes (e.g., interchange adjustments, BIN sponsorship shifts) could compress economics or force program changes.
- **Adoption, competition & CAC.** Fold must extend beyond early adopters amid competition from crypto apps, exchanges, neobanks, and large payments networks. Higher customer acquisition costs or weaker retention would delay operating leverage and weigh on valuation.
- **Unit economics & liquidity.** Rewards intensity, network fees, and BTC dynamics must balance against interchange and other take-rates to protect contribution margins. While EBITDA is negative, external capital needs may persist, creating dilution and covenant risks.
- **Macro/model sensitivity.** Consumer softness, higher rates, or risk-off markets can pressure volumes and peer multiples. Revenue-based and EV/BTC NAV frameworks can diverge in stress, widening the valuation range and raising uncertainty.

VALUATION

We value Fold using a comp analysis viewed through the lens of both an EV/Revenue and EV/Bitcoin NAV. We are not using EV/EBITDA as a primary metric yet, but expect that as operating leverage continues to improve and profitability turns positive via the numerous growth initiatives, we will add EV/EBITDA as a formal cross-check. This keeps the focus on top-line scale and treasury strength, the two clearest drivers of value at this stage.

Our comp set deliberately mixes Bitcoin/finance-native platforms with transaction & payments (T&P) processors. The BTC cohort captures Fold's core user base, brand authority, and balance-sheet optionality while the T&P cohort reflects the Company's trajectory as card, gift-card, and payments features deepen. Between the two comp sets, BTC-native peers carry the higher EV/Revenue multiple, though that forward multiple premium seems to become more balanced when we look at EV/EBITDA.

Comparative Analysis
(all figures in M, except per share information)

Company Name	Symbol	Price ⁽¹⁾	Mrkt Cap	EV	EV/Revenue ^(2, 3)			EV/EBITDA ^(2, 3)		
					2025	2026E	2027E	2025	2026E	2027E
Applied Digital Corporation	APLD	\$ 46.71	\$ 13,348.3	\$ 15,431.6	31.3x	32.81x	16.31x	108.7x	81.8x	31.6x
Bit Digital, Inc.	BTBT	\$ 2.13	\$ 695.6	\$ 861.7	5.6x	5.80x	2.90x	N/A	19.8x	5.5x
Bitcoin Depot Inc.	BTM	\$ 2.78	\$ 30.9	\$ 29.8	0.18x	0.07x	0.07x	2.2x	N/A	1.7x
Coinbase Global, Inc.	COIN	\$212.01	\$ 55,856.3	\$ 53,382.7	8.57x	8.57x	6.81x	35.3x	29.8x	17.0x
DMG Blockchain Solutions Inc.	DMGI	\$ 0.23	\$ 48.2	\$ 52.6	1.00x	1.98x	N/A	6.1x	N/A	N/A
				Average	9.3x	9.8x	6.5x	38.1x	43.8x	14.0x
				Median	5.6x	5.8x	4.9x	20.7x	29.8x	11.3x
Fiserv, Inc.	FI	NA	\$ 28,507.8	\$ 57,006.8	3.09x	2.84x	2.73x	7.4x	6.6x	6.4x
Global Payments Inc.	GPN	\$ 67.33	\$ 18,417.7	\$ 37,025.8	4.26x	2.98x	2.82x	9.5x	6.3x	5.9x
Mastercard Incorporated	MA	\$489.94	\$432,903.1	\$ 443,489.1	15.89x	11.96x	10.64x	25.4x	18.9x	16.8x
PayPal Holdings, Inc.	PYPL	\$ 45.04	\$ 39,730.0	\$ 42,058.0	1.69x	1.22x	1.17x	8.4x	6.3x	6.3x
Visa Inc.	V	\$322.52	\$607,596.3	\$ 618,187.3	16.38x	13.21x	12.02x	23.4x	18.7x	17.0x
WEX Inc.	WEX	\$134.02	\$ 4,646.2	\$ 4,474.4	2.37x	1.57x	1.53x	5.9x	3.6x	3.5x
				Average	7.3x	5.6x	5.2x	13.3x	10.1x	9.3x
				Median	3.7x	2.9x	2.8x	9.0x	6.5x	6.3x
				Average	8.2x	7.5x	5.7x	23.2x	21.3x	11.2x
				Median	4.3x	3.0x	2.9x	9.0x	18.7x	6.3x
Fold Holdings, Inc.	FLD	\$ 1.53	\$ 77.7	\$ 98.3	6.3x	2.8x	1.8x	-11.7x	-4.9x	-5.7x

(1) Previous day's closing price

(2) Estimates are from Capital IQ

(3) Forward estimates as of calendar year

Source: Company reports, CapitalIQ, Stonegate Capital Partners

When selecting a EV/Revenue multiple to apply to FLD we derive a blended rate from the two cohorts. To account for the early stage of FLD's credit card and other more traditional products we apply a very conservative 10% weighting to the selected T&P multiple, leaving a 90% weighting to the BTC multiple. We're comfortable assigning Fold a premium to T&P processors (given white-space product optionality and faster growth) and a disciplined position within BTC-native ranges to avoid peak-cycle prints. As revenue scales and the customer base expands beyond the crypto currency fluent early adopters, we expect the weighting to drift toward T&P.

Currently FLD is trading at a FY26 EV/Revenue of 1.8x compared to comps at a combined average of 5.7x. We are using our F26 expected Revenue, and a blended EV/Revenue range of 3.1x to 5.1x with a midpoint of 4.1x. This arrives at a valuation range of \$3.01 to \$5.22 with a mid-point of \$4.11.

	EV/Revenue		
BTC Multiple	3.00x	4.00x	5.00x
BTC Weight	90%	90%	90%
T&P Multiple	4.00x	5.00x	6.00x
T&P Weight	10%	10%	10%
2027E Blended	3.10x	4.10x	5.10x
Revenue	56.0	56.0	56.0
TEV	173.6	229.5	285.5
Cash	11.5	11.5	11.5
Debt	32.2	32.2	32.2
Mrkt Cap	152.9	208.9	264.9
S/O	50.8	50.8	50.8
Price	\$ 3.01	\$ 4.11	\$ 5.22

In addition to the EV/Revenue multiple we also use an EV/BTC NAV multiple when valuing FLD. We note that FLD is more than a traditional Bitcoin treasury company, however we still recognize that FLD is trading at a significant discount to other companies based on the NAV of its Bitcoin holdings. It should be noted that there is significant volatility in this metric as it is tied to the underlying BTC price which is notorious for its excessive price action.

Comparative Analysis

(all figures in M, except per share information)

Company Name	Symbol	Price ⁽¹⁾	Mrkt Cap	EV	BitCoin Holdings	BitCoin NAV (2)	EV/NAV
Strategy Inc	MSTR	\$186.97	\$ 65,615.3	\$ 80,650.4	818,869	\$65,510	1.23x
MARA Holdings, Inc.	MARA	\$ 13.29	\$ 5,067.1	\$ 7,118.7	52,850	\$ 4,228	1.68x
Bullish	BLSH	\$ 39.46	\$ 5,984.0	\$ 6,202.3	24,300	\$ 1,944	3.19x
Riot Platforms, Inc.	RIOT	\$ 24.62	\$ 9,310.1	\$ 9,981.6	18,005	\$ 1,440	6.93x
Coinbase Global, Inc.	COIN	\$212.01	\$ 55,856.3	\$ 53,382.7	16,492	\$ 1,319	40.46x
Hut 8 Corp.	HUT	\$109.37	\$ 12,314.4	\$ 12,887.7	13,696	\$ 1,096	11.76x
Average					157,369	12,589	10.9x
Median					21,153	1,692	5.1x
Fold Holdings, Inc.	FLD	\$ 1.53	\$ 77.7	\$ 98.3	826.00	\$ 66	1.5x

(1) Previous day's closing price

(2) Based on a BTC Price of \$80,000 USD per BTC as of 05/14/2026

Source: Company reports, CapitalIQ, Stonegate Capital Partners, coinmarketcap.com

Currently FLD is trading at a EV/BTC NAV of 1.5x compared to comps at an average of 5.1x. We are applying an EV/NAV range of 4.0x to 5.0x with a midpoint of 4.5x. This arrives at a valuation range of \$4.80 to \$6.10 with a mid-point of \$5.45.

	EV/BTC NAV		
2027E	4.00x	4.50x	5.00x
BTC	66.1	66.1	66.1
TEV	264.3	297.4	330.4
Cash	11.5	11.5	11.5
Debt	32.2	32.2	32.2
Mrkt Cap	243.7	276.7	309.8
S/O	50.8	50.8	50.8
Price	\$ 4.80	\$ 5.45	\$ 6.10

BALANCE SHEET

Fold Holdings, Inc.							
Consolidated Balance Sheets (\$M)							
Fiscal Year End: December							
ASSETS	FY 2024	Q1 Mar-25	Q2 Jun-25	Q3 Sep-25	Q4 Dec-25	FY 2025	Q1 Mar-26
Cash and cash equivalents	18.3	11.7	6.6	6.7	7.7	7.7	11.5
Accounts receivable, net	0.5	0.9	0.7	0.3	0.7	0.7	0.5
Inventories	0.3	0.4	0.3	0.4	0.5	0.5	0.5
Digital assets - rewards treasury	8.6	7.4	9.4	9.3	6.9	6.9	5.3
Prepaid expenses and other current assets	0.7	4.0	3.6	2.5	2.4	2.4	2.2
Other	-	-	-	-	-	-	-
Total Current Assets	28.3	24.4	20.7	19.1	18.1	18.1	20.0
Digital assets - investment treasury	93.6	123.0	159.9	170.4	133.7	133.7	56.4
Capitalized software development costs, net	1.0	1.2	1.2	1.2	1.4	1.4	1.7
Deferred transaction costs	2.8	-	-	-	-	-	-
Other	-	-	0.4	0.3	0.3	0.3	0.3
Total Assets	125.7	148.5	182.1	191.0	153.5	153.5	78.3
LIABILITIES AND SHAREHOLDERS' EQUITY							
Accounts payable	1.1	1.5	1.3	1.1	0.7	0.7	1.7
Accrued expenses and other current liabilities	0.1	1.9	1.9	2.2	3.2	3.2	2.6
Convertible note, net	11.8	-	-	-	-	-	-
Feb 2026 Note	-	-	-	-	-	-	12.2
Credit Facility	-	-	-	-	10.0	10.0	20.0
Customer rewards liability	8.6	7.4	9.4	9.3	6.9	6.9	5.3
Deferred revenue	0.4	0.4	0.3	0.4	0.4	0.4	0.3
Total Current Liabilities	21.9	11.1	12.9	13.0	21.1	21.1	42.0
Deferred revenue, long-term	0.5	0.5	0.5	0.4	-	-	-
Convertible note, net	-	12.3	21.8	21.6	21.5	21.5	-
Convertible note - related party	-	52.8	58.1	60.8	47.2	47.2	-
Simple Agreements for Future Equity ("SAFEs")	171.1	-	-	-	-	-	-
Other Non-current Liabilities	-	-	0.3	0.5	0.7	0.7	-
Total Liabilities	193.5	76.7	93.6	96.3	90.5	90.5	42.0
Preferred stock	0.0	-	-	-	-	-	-
Common Stock	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Additional paid-in-capital	33.5	222.1	225.3	230.9	233.9	233.9	236.5
Accumulated deficit	(101.3)	(150.2)	(136.8)	(136.2)	(170.9)	(170.9)	(200.1)
Total Parent Net Equity	(67.8)	71.9	88.5	94.7	63.0	63.0	36.4
Minority interest	-	-	-	-	-	-	-
Total Consolidated Equity	(67.8)	71.9	88.5	94.7	63.0	63.0	36.4
Total Liabilities and Shareholders' Equity	125.7	148.5	182.1	191.0	153.5	153.5	78.3

INCOME STATEMENT

Fold Holdings, Inc.																
Consolidated Statements of Income (in USD\$ M, except per share amounts)																
Fiscal Year End: December																
	FY 2024	Q1 Mar-25	Q2 Jun-25	Q3 Sep-25	Q4 Dec-25	FY 2025	Q1 Mar-26	Q2 E Jun-26	Q3 E Sep-26	Q4 E Dec-26	FY 2026E	Q1 E Mar-27	Q2 E Jun-27	Q3 E Sep-27	Q4 E Dec-27	FY 2027E
Revenue	\$ 23.8	\$ 7.1	\$ 8.2	\$ 7.4	\$ 9.1	\$ 31.8	\$ 5.6	\$ 7.5	\$ 9.1	\$ 12.7	\$ 35.0	\$ 13.4	\$ 13.7	\$ 14.2	\$ 14.7	\$ 56.0
Total Revenues	23.8	7.1	8.2	7.4	9.1	31.8	5.6	7.5	9.1	12.7	35.0	13.4	13.7	14.2	14.7	56.0
Banking and payment costs	22.5	6.8	7.7	6.5	7.7	28.7	4.8	6.4	7.8	10.8	29.8	11.3	11.6	12.1	12.5	47.6
Custody and trading costs	0.2	0.0	0.1	0.2	0.6	1.0	0.6	0.3	0.4	0.5	1.8	0.5	0.5	0.6	0.6	2.2
Compensation and benefits	3.2	6.5	3.7	3.7	3.8	17.7	4.0	4.5	4.5	4.5	17.5	4.5	4.5	4.5	4.5	18.0
Marketing expenses	0.5	0.4	0.6	0.2	0.5	1.7	0.3	0.3	0.4	0.5	1.5	0.5	0.5	0.5	0.5	2.0
Professional fees	1.9	1.8	1.3	1.3	1.1	5.4	1.7	1.5	1.5	1.5	6.2	1.5	1.5	1.5	1.5	6.0
Amortization expense	0.3	0.1	0.1	0.2	0.1	0.6	0.2	0.1	0.1	0.1	0.5	0.1	0.1	0.1	0.1	0.4
(Gain) loss on customer rewards liability	5.2	(1.1)	2.1	0.5	(2.3)	(0.8)	(1.5)	1.0	1.0	1.0	1.5	1.0	1.0	1.0	1.0	4.0
(Gain) loss on digital assets - rewards treasury	(5.6)	1.0	(2.3)	(0.6)	2.4	0.4	1.7	(1.0)	(1.0)	(1.0)	(1.3)	(1.0)	(1.0)	(1.0)	(1.0)	(4.0)
Other SG&A expenses	1.4	1.1	1.3	1.2	1.3	4.9	1.7	1.4	1.4	1.4	5.8	1.3	1.4	1.4	1.4	5.5
Total Operating Expenses	29.6	16.6	14.5	13.3	15.1	59.5	13.4	14.5	16.0	19.3	63.2	19.8	20.1	20.6	21.1	81.7
Other income (expense)	(5.8)	(9.5)	(6.3)	(5.9)	(6.0)	(27.7)	(7.8)	(6.9)	(6.9)	(6.6)	(28.2)	(6.5)	(6.5)	(6.4)	(6.4)	(25.7)
Loss on digital assets - investment treasury	29.2	(15.6)	36.6	10.2	(40.4)	(9.2)	(28.6)	-	-	-	(28.6)	-	-	-	-	-
Change in fair value of SAFEs	(88.4)	(6.5)	-	-	(0.7)	(7.2)	-	-	-	-	-	-	-	-	-	-
Change in fair value of convertible note	-	(6.5)	(5.3)	(2.6)	13.5	(0.9)	13.2	-	-	-	13.2	-	-	-	-	-
Convertible note issuance costs and fes	-	(9.6)	-	-	-	(9.6)	-	-	-	-	-	-	-	-	-	-
Loss on extinguishment of debt	-	-	(9.6)	-	-	(9.6)	(4.0)	-	-	-	(4.0)	-	-	-	-	-
Interest expense	(0.2)	(1.3)	(2.0)	(1.2)	(1.3)	(5.7)	(2.3)	(2.0)	(2.0)	(2.0)	(8.3)	(2.0)	(2.0)	(2.0)	(2.0)	(8.0)
Other income	0.1	0.1	0.1	0.1	0.1	0.4	0.4	-	-	-	0.4	-	-	-	-	-
Other income (expense), net	(65.1)	(48.9)	13.4	0.6	(34.7)	(69.6)	(29.2)	(8.9)	(8.9)	(8.6)	(55.6)	(8.5)	(8.5)	(8.4)	(8.4)	(33.7)
Income tax expense	0.0	0.0	0.0	(0.0)	(0.0)	0.0	0.0	-	-	-	0.0	-	-	-	-	-
Net Income	(65.1)	(48.9)	13.4	0.6	(34.7)	(69.6)	(29.2)	(8.9)	(8.9)	(8.6)	(55.6)	(8.5)	(8.5)	(8.4)	(8.4)	(33.7)
Basic EPS	\$ (11.15)	\$ (1.92)	\$ 0.29	\$ 0.01	\$ (0.82)	\$ (1.65)	\$ (0.59)	\$ (0.18)	\$ (0.18)	\$ (0.17)	\$ (1.12)	\$ (0.17)	\$ (0.17)	\$ (0.17)	\$ (0.17)	\$ (0.68)
Diluted EPS	\$ (11.15)	\$ (1.92)	\$ 0.28	\$ 0.01	\$ (0.82)	\$ (1.65)	\$ (0.59)	\$ (0.18)	\$ (0.18)	\$ (0.17)	\$ (1.12)	\$ (0.17)	\$ (0.17)	\$ (0.17)	\$ (0.17)	\$ (0.68)
WTD Shares Out - Basic	5.8	25.4	46.5	46.9	42.2	42.2	49.7	49.7	49.7	49.7	49.7	49.7	49.7	49.7	49.7	49.7
WTD Shares Out - Diluted	5.8	25.4	47.6	46.9	42.2	42.2	49.7	49.7	49.7	49.7	49.7	49.7	49.7	49.7	49.7	49.7
Adjusted EBITDA	(6.3)	(4.2)	(4.7)	(4.2)	(4.1)	(17.2)	(5.8)	(5.0)	(4.8)	(4.5)	(20.0)	(4.3)	(4.3)	(4.3)	(4.2)	(17.1)
Adjusted EBITDA	\$ (6.3)	\$ (4.2)	\$ (4.7)	\$ (4.2)	\$ (4.1)	\$ (17.2)	\$ (5.8)	\$ (5.0)	\$ (4.8)	\$ (4.5)	\$ (20.0)	\$ (4.3)	\$ (4.3)	\$ (4.3)	\$ (4.2)	\$ (17.1)
Margin Analysis																
Operating Margin	-24.5%	-134.0%	-77.4%	-80.3%	-65.3%	-87.2%	-140.0%	-92.1%	-75.2%	-51.9%	-80.7%	-48.5%	-47.2%	-45.2%	-43.3%	-45.9%
EBITDA Margin	-26.6%	-59.4%	-57.4%	-56.8%	-45.0%	-54.1%	-102.8%	-66.2%	-52.8%	-35.0%	-57.2%	-32.4%	-31.5%	-30.0%	-28.7%	-30.6%
Pre-Tax Margin	-274.0%	-689.6%	164.2%	7.5%	-380.0%	-218.9%	-521.5%	-118.7%	-97.1%	-67.6%	-158.9%	-63.5%	-61.8%	-59.2%	-56.8%	-60.2%
Net Income Margin	-274.0%	-689.6%	164.2%	7.5%	-379.9%	-218.9%	-521.6%	-118.7%	-97.1%	-67.6%	-158.9%	-63.5%	-61.8%	-59.2%	-56.8%	-60.2%
Tax Rate	0.0%	0.0%	0.0%	-0.2%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Growth Rate Y/Y																
Total Revenue		43.7%	59.1%	41.2%	8.2%	33.9%	-21.1%	-7.9%	23.5%	39.2%	10.0%	138.7%	81.8%	55.5%	15.9%	60.1%
Total cost of revenues		186.7%	129.2%	41.7%	87.7%	101.3%	-19.1%	-0.3%	20.1%	28.0%	6.2%	47.7%	39.3%	28.8%	9.3%	29.3%
Operating Income		1011.5%	432.0%	42.5%	-1595.1%	377.0%	-17.6%	9.6%	15.7%	10.7%	1.8%	-17.4%	-6.9%	-6.7%	-3.4%	-8.9%
Pre-Tax Income		5116.5%	-678.8%	-100.9%	-7339.6%	6.9%	-40.3%	-166.5%	-1703.8%	-75.2%	-20.1%	-71.0%	-5.3%	-5.2%	-2.6%	-39.3%
Net Income		5072.2%	-678.8%	-100.9%	-7232.4%	6.9%	-40.3%	-166.5%	-1701.2%	-75.2%	-20.1%	-71.0%	-5.3%	-5.2%	-2.6%	-39.3%

Source: Company Reports, Stonegate Capital Partners estimates

CASH FLOW STATEMENT

Fold Holdings, Inc. Consolidated Cash Flow Statements (\$M) Fiscal Year End: December						
CASH FLOW	Q1 Mar-25	Q2 Jun-25	Q3 Sep-25	Q4 Dec-25	FY 2025	Q1 Mar-26
Operating Activities						
Net loss	(48.9)	13.4	0.6	(34.7)	(69.6)	(29.2)
Amortization expense	0.1	0.1	0.2	0.1	0.6	0.2
Loss (gain) on digital assets - rewards treasury	1.0	(2.3)	(0.6)	2.4	0.4	1.7
Loss on digital assets - investment treasury	15.6	(36.6)	(10.2)	40.4	9.2	28.6
(Gain) loss on customer rewards liability	(1.1)	2.1	0.5	(2.3)	(0.8)	(1.5)
Change in fair value of convertible note	6.5	5.3	2.6	(13.5)	0.9	(13.2)
Convertible note issuance costs and fees	9.6	-	-	-	9.6	-
Loss on extinguishment of debt	-	0.4	(0.2)	(0.3)	(0.0)	4.0
Amortization of debt issuance costs	-	-	-	0.7	0.7	0.0
Amortization of debt discount	-	0.4	(0.2)	(0.3)	(0.0)	4.0
Change in fair value of SAFEs	-	-	-	0.7	0.7	0.0
Share-based compensation expense	5.2	1.7	1.6	1.5	10.0	1.7
Other	-	-	-	-	-	(0.3)
Cash Flow from operating activities before working capital changes	(5.0)	(6.1)	(5.6)	(5.6)	(22.2)	(8.1)
Accounts receivable, net	(0.5)	0.2	0.4	(0.4)	(0.3)	0.2
Inventories	(0.1)	0.1	(0.0)	(0.1)	(0.2)	0.0
Prepaid expenses and other current assets	(1.0)	0.4	1.2	0.1	0.7	(0.0)
Accounts payable	0.4	(0.2)	(0.3)	(0.3)	(0.4)	0.9
Accrued expenses and other current liabilities	0.7	0.7	1.0	1.4	3.8	0.8
Customer reward liability	0.6	0.7	0.5	0.6	2.4	0.3
Deferred revenue	(0.0)	(0.1)	0.1	(0.5)	(0.5)	(0.1)
Other Non-current Liabilities	-	0.3	0.2	0.2	0.7	(0.7)
Cash flow generated/(absorbed) from operating Activities	(5.0)	(4.0)	(2.5)	(4.7)	(16.1)	(6.6)
Investing Activities						
Purchases of digital assets	(1.6)	(0.8)	(0.8)	(4.9)	(8.0)	(0.7)
Proceeds from sales of digital assets	-	-	-	-	-	14.4
Payments for capitalized software development costs	(0.3)	(0.2)	(0.2)	(0.3)	(1.0)	(0.5)
Cash flow generated by Investing Activities	(1.8)	(1.0)	(0.9)	(5.2)	(9.0)	13.2
Financing Activities						
Proceeds from recapitalization	0.8	0.0	(0.0)	-	0.8	-
Proceeds from issuance of Note	-	-	-	-	-	13.0
Repayment of Convertible Note	-	-	-	-	-	(25.2)
Payments of deferred IPO costs	(0.7)	-	-	-	(0.7)	-
Proceeds received from SAFE financings	-	-	-	-	-	-
Payment of debt issuance costs	-	(0.1)	-	-	(0.1)	-
Proceeds from issuance of common stock	-	-	3.5	0.9	4.4	0.4
Proceeds from credit facility	-	-	-	10.0	10.0	10.0
Common Stock withheld for Employee Tax Obligations	-	-	-	-	-	(0.9)
Cash flow generated/(absorbed) by financing Activities	0.2	(0.1)	3.5	10.9	14.4	(2.7)
Net Cash flow in the year	(6.6)	(5.1)	0.0	1.0	(10.7)	3.9
Cash and Cash Equivalents						
Beginning Cash balance	18.3	11.7	6.6	6.7	18.3	7.7
Ending Cash balance	11.7	6.6	6.7	7.7	7.7	11.5

Source: Company Reports, Stonegate Capital Partners

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