

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 001-40049

SPRINGBIG HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

88-2789488

(I.R.S. Employer
Identification No.)

621 NW 53rd Street
Ste. 340

Boca Raton, Florida 33487
(Address of principal executive offices and zip code)

(800) 772-9172

(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None		

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

Title of each class
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). **Yes** **No**

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, based on the closing price of the shares of common stock on the OTCQB Venture Market on June 30, 2025, was \$1.4 million.

As of March 9, 2026, there were 48,584,437 shares of common stock, \$0.0001 par value issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

SpringBig Holdings, Inc. (the “Company,” “we,” “us,” “our,” or “SpringBig”) previously filed its Annual Report on Form 10-K for the year ended December 31, 2025 (the “Original Form 10-K”) with the Securities and Exchange Commission (the “SEC”) on March 27, 2026. In accordance with General Instruction G(3) of Form 10-K, this Amendment No. 1 to the Original Form 10-K (this “Amendment”) is being filed solely for the purpose of filing the information required to be filed in Part III of Form 10-K, including the deletion of the reference on the cover of the Original Filing to the incorporation by reference of certain information from our proxy statement into Part III of the Original Filing.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), this Amendment also contains new certifications by the principal executive officer and the principal financial officer of the Company as required by Section 302 of the Sarbanes-Oxley Act of 2002. Accordingly, Item 15(a)(3) of Part IV of this Annual Report on Form 10-K is amended to include the currently dated certifications as exhibits. As no financial statements have been included in this Amendment and it does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted. The Company is not including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 as no financial statements are being filed with this Amendment.

Except as expressly noted in this Amendment, this Amendment does not reflect events occurring after the filing of the Original Form 10-K or modify or update in any way any of the other disclosures contained in the Original Form 10-K including, without limitation, the financial statements. Accordingly, this Amendment should be read in conjunction with the Original Form 10-K and the Company’s other filings with the SEC. Capitalized terms used, but not defined herein, shall have the meanings ascribed to them in the Original Form 10-K.

TABLE OF CONTENTS

	<u>Page</u>
	<u>Part III</u>
Item 10. Directors, Executive Officers and Corporate Governance	1
Item 11. Executive Compensation	5
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters	17
Item 13. Certain Relationships and Related Transactions and Director Independence	19
Item 14. Principal Accountant Fees and Services	20
	<u>Part IV</u>
Item 15. Exhibits, Financial Statement Schedules	21
Signatures	22

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Our business and affairs are managed under the direction of our Board of Directors. Our Board of Directors consists of two members, with Jaret Christopher serving as Chairman, for a total of five board seats, three of which are vacant. Our Bylaws provide for a classified Board of Directors divided into three classes, with the classes to be as nearly equal in number as possible, serving staggered terms as follows:

- Class I, which consists of two vacant seats, and which terms would have expired at SpringBig's fourth annual meeting following the effectiveness of its Certificate of Incorporation;
- Class II, which consists of Jaret Christopher, whose term will expire at SpringBig's fifth annual meeting following the effectiveness of its Certificate of Incorporation, and one vacant seat, which term would have expired at the same time; and
- Class III, which consists of Larry Ellis, whose term will expire at the third annual meeting following the effectiveness of its Certificate of Incorporation.

At each annual meeting of stockholders, directors will be elected to succeed the class of directors whose terms have expired. This classification of our Board of Directors could have the effect of increasing the length of time necessary to change the composition of a majority of the Board of Directors. Our Certificate of Incorporation provides that the Board of Directors shall be fixed from time to time by the Board pursuant to a resolution adopted by a majority of the Board.

Recent Board Developments

On April 23, 2025, the Board increased its size from five to six members and appointed Mr. Christopher as a Class II director. Except for the Offer Letter, Mr. Christopher was not selected pursuant to any arrangement or understanding between him and any other person.

Effective on July 29, 2025, Jeffrey Harris informed the Company that he had resigned as a member of the Board, of which he served as Chairman. Mr. Harris' resignation email did not state that his resignation was due to any disagreements with the Company or the Board. On August 11, 2025, the Company received a letter from Mr. Harris (the "Harris Letter") indicating that disagreements with the Company led to his decision to resign from the Board. See "Item 11. Executive Compensation—Executive and Director Compensation—Executive Employment Arrangements—Mr. Harris Agreement."

On August 4, 2025, the Board appointed Mr. Christopher, the Company's Chief Executive Officer, as Chairman of the Board. Mr. Christopher was not selected pursuant to any arrangement or understanding between him and any other person. In addition, the Board reduced the size of the Board to five directors.

On September 4, 2025, Sergey Sherman notified the Board of his resignation as a member of the Board, including its Audit Committee, effective as of such date. Mr. Sherman's resignation did not result from any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

On September 24, 2025, the Board appointed Larry Ellis to the Board and to serve on the Audit Committee following the resignation of Sergey Sherman on September 4, 2025. The Board determined that Mr. Ellis is an independent director and an "audit committee financial expert." Mr. Ellis serves as a Class III director with a term expiring at the Annual Meeting. Mr. Ellis was not selected pursuant to any arrangement or understanding between him and any other person.

On September 29, 2025, Marc Shiffman notified the Board of his resignation as a member of the Board, including its Audit Committee, effective as of such date. Mr. Shiffman's resignation did not result from any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

On February 5, 2026, Matt Sacks and Mark Silver notified the Board of their resignations as members of the Board. The resignations of Mr. Sacks and Mr. Silver were not due to any disagreements with the Company or the Board on any matter relating to the Company's operations, policies, or practices. Since that date, the Board has comprised of Jaret Christopher and Larry Ellis.

Board of Directors (ages listed herein are as of February 10, 2026)

Jaret Christopher, age 54, has served as the Company's Chief Executive Officer since April 1, 2025, a member of the Board of Directors since April 23, 2025 and Chairman of the Board since August 4, 2025. He brings extensive leadership experience in Software as a Service (SaaS)-based businesses and knowledge of the cannabis market. Most recently, Mr. Christopher was General Manager and Vice President, CRM Software at WM Technologies, Inc., a position he held from 2021 until 2024 following the sale of Sprout, a customer relationship management (CRM) and marketing software company he founded, to WM Technologies, Inc. in 2021. Prior to starting Sprout in 2017, Mr. Christopher was founder and Chief Executive Officer of multiple SaaS-based technology start-up businesses that he led to successful exits.

Mr. Christopher is qualified to serve on the Board of Directors of SpringBig based on his service as the Company's Chief Executive Officer, as well as his substantial business, leadership and management experience in the industry.

Larry Ellis, age 49, has served as a member of the Board of Directors of SpringBig since September 24, 2025. Mr. Ellis brings over 20 years of experience advising boards of directors and executive leadership, with a deep focus on clients operating in technology and regulated industries. Mr. Ellis has been a partner at Miller Thomson LLP, a leading national Canadian law firm, since January 2020, and has continued to concentrate on special situations, governance, and operational transitions, including high-impact mandates involving tech companies in regulated verticals such as energy, healthcare, and fintech. Mr. Ellis has acted for dozens of public companies, advising on fiduciary duties, governance frameworks, strategic transactions, operational restructuring, capital markets activity, and litigation management. He is particularly well regarded for guiding companies through periods of uncertainty or industry disruption—especially where regulatory frameworks intersect with innovation. His experience includes supporting boards on risk oversight, compliance strategy, and corporate growth in environments requiring regulatory navigation and technological scaleup. In 2024, Mr. Ellis earned his Executive MBA from the Kellogg School of Management at Northwestern University, where he focused on strategy, finance, and leadership in emerging and regulated industries. Mr. Ellis brings a boardroom-tested perspective, cross-border experience, and a strong alignment with companies operating in complex or regulated sectors—particularly those undergoing rapid growth, technological transformation, or governance change.

We believe that Mr. Ellis's experience on our Board of Directors, as well as his extensive management, legal, and advisory experience in the legal and technology space, make him well qualified to serve on SpringBig's Board of Directors.

Certain Former Members of the Board of Directors

Jeffrey Harris, age 61, served as Chairman and a member of the Board of Directors of SpringBig since founding the Company until his resignation in July 2025. Mr. Harris served as Chief Executive Officer of SpringBig since founding the Company until his resignation in March 2025. Mr. Harris was the CEO of legacy SpringBig, Inc. since founding the company and became CEO of SpringBig in connection with the closing of the merger. Prior to founding SpringBig, Mr. Harris also founded InteQ (formally SHC Direct LLC) in 1997, a leading customer relationship marketing company offering specialized expertise in the planning, implementation and ongoing execution of strategic loyalty programs.

We believe Mr. Harris' experience made him well qualified to serve on the Board of Directors of SpringBig at the time when he had that role.

Matt Sacks, age 34, served as a member of the Board of Directors from his appointment by the Board on January 23, 2024 until his resignation on February 5, 2026. Mr. Sacks brought extensive experience of investing in technology businesses from his role as Co-Managing Partner of Lightbank, which he has served since 2020, and previously as a Principal at New Enterprise Associates. Since 2018, Mr. Sacks has served as Executive Chairman of Luminary Media, a podcasting company he founded. From 2018 to 2020, Mr. Sacks served as Chief Executive Officer of Luminary Media. In addition, Mr. Sacks has served on the board of directors of Sparkplug Corporation since December 2022. He started his career as a member of the Technology, Media and Telecom investment banking team at Goldman Sachs.

We believe that Mr. Sacks's extensive experience investing in and managing technology businesses, made him well qualified to serve on SpringBig's Board of Directors at the time when he had that role.

Sergey Sherman, age 55, served as a member of the Board of Directors of SpringBig from June 14, 2022 until his resignation on September 4, 2025. He has served as Tuatara's Chief Financial Officer since its inception until June 2022 and brought over 20 years of professional experience across investment banking and finance with expertise in private equity, mergers and acquisitions, leveraged finance and credit. Mr. Sherman joined Tuatara Capital in 2019 and as Managing Director - Investments is responsible for all aspects of the investment process including origination, transaction structuring, due diligence, financing and portfolio management. Prior to Tuatara Capital, Mr. Sherman was a Managing Director at Société Générale's investment banking group in the U.S. and was previously in the financial sponsors groups at RBC Capital Markets and J.P. Morgan. Prior to investment banking, he was an executive in the business development/mergers and acquisitions group at GE Capital. Mr. Sherman started his career as a nuclear submarine officer in the U.S. Navy. Mr. Sherman has a B.S. in Electrical Engineering from Carnegie Mellon University and holds an MBA from The George Washington University.

We believe Mr. Sherman's experience in transaction execution, investment banking and the investing in the cannabis sector made him well qualified to serve on SpringBig's Board of Directors at the time when he had that role.

Marc Shiffman, age 58, served as a member of the Board of Directors, Lead Independent Director and member of the Audit Committee of SpringBig from September 23, 2024 until his resignation on September 29, 2025. Mr. Shiffman is the former President and Chief Executive Officer, and served on the board of directors, at SMS Assist, a technology platform serving the property services management industry, which was acquired by Lessen Inc. in January 2023. Before being named CEO in April 2019, Mr. Shiffman was President and Chief Financial Officer. Mr. Shiffman currently serves on the Chicago Innovation Board of Advisors. Mr. Shiffman earned his bachelor's degree in economics from the Wharton School of the University of Pennsylvania and his M.B.A. from The University of Chicago Booth School of Business.

We believe that Mr. Shiffman's experience on our Board of Directors, as well as his extensive management and financial experience in technology businesses, made him well qualified to serve on SpringBig's Board of Directors at the time when he had that role.

Mark Silver, age 66, served as a member of the Board of Directors from his appointment by the Board on May 10, 2024 until his resignation on February 5, 2026. Mr. Silver is President of Optus Capital Corporation. Mr. Silver has made significant real estate investments in both development stage and income producing properties in the residential, commercial and industrial sectors over his 36-year business career. Over the last 23 years, these investments have been made through his company, Optus Capital Corporation. Mr. Silver was a founding partner and Chief Executive Officer of Universal Energy, which was sold in 2009 to Just Energy Group Inc. He co-founded Direct Energy Marketing and grew the company to over \$1.3 billion in revenues before selling to Centrica PLC (also known as British Gas) in 2000. Mr. Silver is Chairman and Chief Executive Officer of Eddy Smart Home Solutions Ltd.

We believe that Mr. Silver's experience on our Board of Directors, as well as his extensive management and investment experience, made him well qualified to serve on SpringBig's Board of Directors at the time when he had that role.

Family Relationships

There are no family relationships between the members of our Board of Directors and our executive officers.

Director Independence

The Board of Directors of SpringBig has determined that Mr. Ellis qualifies as an independent director, as defined under the listing rules of The Nasdaq Stock Market LLC (the "Nasdaq listing rules"), and that the Board of Directors of SpringBig consists of one "independent director", as defined under the rules of the SEC and Nasdaq listing rules relating to director independence requirements, notwithstanding the fact that our Common Stock is no longer listed on Nasdaq.

Board Committees

The Board of Directors of SpringBig maintains an audit committee. The Board of Directors of SpringBig has adopted a charter for this committee, which complies with the applicable requirements of current SEC rules. A copy of the charter for this committee is available on the investor relations portion of SpringBig's website.

Audit Committee

SpringBig's audit committee consists of Larry Ellis and one vacancy. Mr. Ellis serves as chair of the audit committee. The Board of Directors has determined that the member of the audit committee satisfies the independence and other requirements of Nasdaq and Rule 10A-3 under the Exchange Act, including that each member of the audit committee can read and understand fundamental financial statements in accordance with Nasdaq audit committee requirements (even though our Common Stock is no longer listed on Nasdaq). In arriving at this determination, the Board of Directors of SpringBig examined the audit committee member's scope of experience and the nature of their prior and/or current employment.

The Board of Directors of SpringBig has determined that the chair of the audit committee qualifies as an audit committee financial expert within the meaning of SEC regulations and meets the financial sophistication requirements of Nasdaq listing rules (even though our Common Stock is no longer listed on Nasdaq). In making this determination, the Board of Directors of SpringBig considered Mr. Ellis's formal education and previous and extensive experience in management and advisory roles. Both SpringBig's independent registered public accounting firm and management periodically meet privately with SpringBig's audit committee.

The functions of this committee include, among other things:

- approve the hiring, discharging and compensation of SpringBig's independent auditors;
- oversee the work of SpringBig's independent auditors;
- approve engagements of the independent auditors to render any audit or permissible non-audit services;
- review the qualifications, independence and performance of the independent auditors;
- review SpringBig's financial statements and review SpringBig's critical accounting policies and estimates;
- review the adequacy and effectiveness of SpringBig's internal controls; and
- review and discuss with management and the independent auditors the results of SpringBig's annual audit, SpringBig's quarterly financial statements and SpringBig's publicly filed reports.

The Board will consider director candidates recommended by stockholders. The Board does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth above, based on whether or not the candidate was recommended by a stockholder. Stockholders who wish to recommend individuals for consideration by the Board to become nominees for election to the Board may do so by providing timely notice in writing to our Chief Financial Officer at c/o SpringBig Holdings, Inc., 621 NW 53rd Street, Suite 340, Boca Raton, Florida 33487. To be timely, we must receive the notice not less than 90 days nor more than 120 days prior to the anniversary of the prior year's annual meeting of stockholders; *provided, however*, that in the event that the date of the annual meeting is more than 30 days before or more than 30 days after such anniversary date, we must receive the stockholder's notice (i) no earlier than the close of business on the 120th day prior to the proposed date of the annual meeting and (ii) no later than the close of business on the later of the 90th day prior to the annual meeting or the 10th day following the day on which we first make a public announcement of the date of the annual meeting. Submissions must include the specific information required in Article III of our Bylaws. For additional information about our director nomination requirements, please see our Bylaws.

Meetings of The Board and Its Committees

The Board met 7 times during the fiscal year ended December 31, 2024 and 4 times during the fiscal year ended December 31, 2025. The Audit Committee met 4 times during the fiscal year ended December 31, 2024 and 4 times during the fiscal year ended December 31, 2025. Each director attended 75% or more of the aggregate number of meetings of the Board and of the committees on which he or she served, held during the portion of the fiscal year ended December 31, 2024 and December 31, 2025 for which he or she was a director or committee member.

Director Compensation

See “Executive and Director Compensation” under Item 11. Executive Compensation above for information regarding compensation paid to our directors.

Executive Officers (ages listed herein are as of February 10, 2026)

Jaret Christopher also serves as a member and Chairman of the Board of Directors of SpringBig. See above under the heading “— Board of Directors.”

Jason Moos, age 46, has served as the Chief Financial Officer of SpringBig since May 8, 2025. Mr. Moos brings over 20 years of financial and operational leadership. Mr. Moos previously served as the Chief Financial Officer at Fleetworthy Solutions from July 2024 through March 2025, where he led two major acquisitions and expanded the company’s market presence in the fleet software sector. Prior to that role, he held senior leadership roles over 12 years at SMS Assist, including as Chief Financial Officer from February 2022 to March 2024, Executive Vice President, Finance & Accounting from February 2021 to February 2022 and Vice President Finance May 2016 to February 2021, where he was instrumental in scaling the company’s revenue and driving one of the largest private-to-private deals in proptech history. Mr. Moos is a C.P.A. and holds a Bachelor’s Degree from Miami University, with a deep background in mergers and acquisitions, financial strategy, and operational growth.

James Cabral, age 53, has served as the Chief Operating Officer of SpringBig since May 8, 2025. Mr. Cabral brings a wealth of experience in leading high-performance go-to-market teams. With a track record of success at both early-stage startups and large public companies, Mr. Cabral most recently served at Warehouse Exchange as Chief Operating Officer from July 2024 to April 2025 and Chief Revenue Officer from March 2021 to July 2024. There, he oversaw sales, marketing, and operations for a platform dedicated to optimizing commercial real estate usage. Prior to that, he held key executive roles at Gordian—where he led the RSMean division through its acquisition by Fortive—and OneSource, where he played a pivotal role in guiding the company through a successful acquisition.

DELINQUENT SECTION 16(A) REPORTS

Section 16(a) of the Exchange Act requires the Company’s directors and executive officers, and persons who own more than 10% of a registered class of the Company’s equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than 10% stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

To the Company’s knowledge, based solely on a review of the copies of such reports furnished to the Company and written representations that no other reports were required, during the year ended December 31, 2025, we believe that all of our officers, directors and greater than 10% beneficial owners timely filed all reports required by Section 16(a) of the Exchange Act except for one untimely report on Form 3 for James Cabral, Chief Operating Officer, and one untimely report on Form 3 for Larry Ellis, Director, in each case, due to an unanticipated delay in obtaining the reporting persons’ EDGAR filing codes.

ITEM 11. EXECUTIVE COMPENSATION

EXECUTIVE AND DIRECTOR COMPENSATION

Unless the context otherwise requires, all references in this “Executive and Director Compensation” section to “we,” “us,” “our,” “SpringBig,” or the “Company” refer to SpringBig, Inc. prior to the consummation of the business combination.

This discussion may contain forward-looking statements that are based on SpringBig’s current plans, considerations, expectations and determinations regarding future compensation programs. Actual compensation programs that it adopts following the completion of the business combination may differ materially from the currently planned programs summarized in this discussion.

SpringBig’s named executive officers, including its principal executive officer, as of December 31, 2025, were:

- Jaret Christopher, SpringBig’s Chief Executive Officer;
- Jason Moos, SpringBig’s Chief Financial Officer;
- James Cabral, SpringBig’s Chief Operating Officer;

Table

The following table provides information regarding the compensation earned by or paid to SpringBig's named executive officers.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Jaret Christopher <i>Chief Executive Officer⁽¹⁾</i>	2025	\$ 356,280	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 356,280
Jason Moos <i>Chief Financial Officer⁽²⁾</i>	2025	\$ 272,940	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 272,940
James Cabral <i>Chief Operating Officer⁽³⁾</i>	2025	\$ 191,667	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 191,667
Jeffrey Harris <i>Former Chief Executive Officer⁽⁴⁾</i>	2025	\$ 112,500	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 112,500
	2024	\$ 450,000	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 450,000
Paul Sykes <i>Former Chief Financial Officer⁽⁵⁾</i>	2025	\$ 128,227	\$ —	\$ —	\$ —	\$ —	\$ 120,000	\$ 248,227
	2024	\$ 362,833	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 362,833

(1) Mr. Christopher was appointed Chief Executive Officer effective April 1, 2025.

(2) Mr. Moos was appointed Chief Financial Officer effective May 8, 2025.

(3) Mr. Cabral was appointed Chief Operating Officer effective May 8, 2025.

(4) Mr. Harris's employment as Chief Executive Officer ceased effective March 31, 2025.

(5) Mr. Sykes's employment as Chief Financial Officer ceased effective May 7, 2025. All other compensation consists of \$120,000 paid to Mr. Sykes pursuant to the Sykes Separation Agreement. See below under "—Executive Employment Arrangements—Mr. Sykes Agreement."

Narrative Disclosure to Summary Compensation Table

For 2025, the compensation programs for SpringBig's named executive officers consisted of base salary, which is set at a level that is intended to reflect the executive's duties, authorities, contributions, prior experience and performance.

Benefits and Perquisites

SpringBig provides benefits to its named executive officers on the same basis as provided to all of its employees, including medical, vision and dental insurance; life insurance; short and long-term disability insurance; and a 401(k) plan. SpringBig does not maintain any executive-specific benefit or executive perquisite programs.

Retirement Plans

SpringBig maintains a tax-qualified retirement plan that provides its employees, including its named executive officers, who satisfy certain eligibility requirements with an opportunity to save for retirement on a tax advantaged basis. Eligible employees are able to participate in the 401(k) plan as of the first day of the month following attainment of age 21 and completion of one month of service.

Executive Employment Arrangements

CEO Offer Letter, VICE CRM Acquisition and Employment Agreement

Offer Letter. In connection with the CEO Appointment, the Company and Mr. Christopher entered into that certain offer letter dated March 13, 2025 (“CEO Offer Letter”). As set forth in the CEO Offer Letter, the Company has intended to acquire VICE CRM LLC, a Massachusetts limited liability company, which is an artificial intelligence (AI)-enabled performance marketing platform designed to optimize return on investment for consumer marketing campaigns in highly regulated industries, as well as the assets consisting of the source code and related intellectual property that is being licensed to it (the “Acquisition”). Mr. Christopher founded VICE CRM LLC, was its majority shareholder and served as its Chief Executive Officer. The Company completed the Acquisition on July 31, 2025 in exchange for 2,383,126 shares of the Company’s common stock, par value \$0.0001 per share, issued in a private placement transaction, half of which was issued at closing (of which 772,133 shares were issued to Mr. Christopher) and the remaining half of which would be issued entirely to Mr. Christopher after 12 months of Mr. Christopher’s continuous service to the Company.

The Company has agreed to pay Mr. Christopher a base salary of \$450,000 per year and make him eligible for an annual discretionary performance bonus based on achieving specific to be determined metrics or goals, with a target of 50% of then-applicable base salary

The Company has also agreed to grant Mr. Christopher 4,766,251 restricted stock awards (“RSAs”) under the Company’s 2022 Amended and Restated Long-Term Incentive Plan (the “Plan”). The RSAs will vest over a four-year period, with 25% vesting after 12 months of continuous service and the remaining 75% vesting in equal quarterly installments over the following three years.

Additionally, the Company has agreed to grant Mr. Christopher 8,125,000 restricted stock units (“RSUs”) under the Plan representing the right to receive Common Shares upon milestone-based vesting as follows:

- Milestone 1: 1,932,500 RSUs will vest if the Common Share price achieves and sustains an average closing price above \$1.00 for 180 consecutive trading days.
- Milestone 2: An additional 1,996,500 RSUs will vest if the Common Share price achieves and sustains an average closing price above \$2.00 for 180 consecutive trading days.
- Milestone 3: An additional 2,062,000 RSUs will vest if the Common Share price achieves and sustains an average closing price above \$3.00 for 180 consecutive trading days.
- Milestone 4: An additional 2,134,000 RSUs will vest if the Common Share price achieves and sustains an average closing price above \$4.00 for 180 consecutive trading days.

The Company intends to enter into customary grant agreements with Mr. Christopher to evidence the grants of the RSAs and RSUs and which will contain customary terms and conditions, including repurchase rights and obligations upon a separation event (the “Award Agreements”).

Mr. Christopher has the right to serve as an observer to the Company’s Board, which affords him information rights afforded to each of the Board directors and allows him to participate in all meetings of the Board, but no right to vote on any matter submitted to the Board or otherwise considered for approval, or consent, by the Board. Upon his appointment as Chief Executive Officer, the Board intends to appoint Mr. Christopher as a member of the Board (without additional compensation), increasing the size of the Board as necessary.

Mr. Christopher is generally eligible to participate in the Company’s regular medical, dental, vision, disability, and life insurance benefits. He is also subject to confidentiality and assignment of intellectual property provisions and certain restrictive covenants, including two years post-employment non-competition and non-solicitation of employees and customer provisions.

Employment Agreement. Following the CEO Offer Letter, on April 1, 2026, the Company and Mr. Christopher entered into an Executive Employment Agreement (the “Employment Agreement”) with Mr. Christopher. The Employment Agreement formalizes and supersedes the terms of the CEO Offer Letter.

The material terms of the Employment Agreement are summarized below. To the extent not described below, the Employment Agreement contains terms that are materially consistent with the terms of the CEO Offer Letter as previously disclosed on the Form 8-K filed on March 21, 2025

Pursuant to the Employment Agreement, Mr. Christopher will continue to serve as Chief Executive Officer of the Company for an initial term of three years from the Effective Date, with automatic one-year renewal periods thereafter unless either party provides at least 60 days' prior written notice of non-renewal. Non-renewal by the Company is treated as a termination by the Company without Cause (as defined in the Employment Agreement).

The Employment Agreement provides for an annual base salary of \$450,000, subject to annual review by the Board or a committee thereof, and a target annual cash bonus opportunity equal to 50% of Mr. Christopher's then-current annual base salary, in each case consistent with the terms of the Offer Letter.

In connection with the Employment Agreement, Mr. Christopher is eligible to receive additional equity incentive awards under the Company's long-term incentive plan as in effect from time to time, as determined by the Board or a committee thereof. On the Effective Date of the Employment Agreement, the Company and Mr. Christopher also executed a Restricted Stock Award Agreement (the "RSA Agreement"), pursuant to which Mr. Christopher was granted 12,891,251 shares of restricted common stock of the Company. Approximately 8,320,939 of such shares vested on the Effective Date, with the remaining shares vesting in equal quarterly installments over approximately three years, subject to Mr. Christopher's continued service. The restricted stock is subject to accelerated vesting upon certain qualifying events, including specified terminations of employment, as set forth in the RSA Agreement. In the event of a termination by the Company without cause or by Mr. Christopher for good reason (as defined in the RSA Agreement), an additional portion of the unvested Restricted Stock shall immediately become vested, subject to the terms and conditions set forth therein.

The Employment Agreement provides that, in connection with a Change in Control (as defined in the Employment Agreement by reference to the Plan (as defined below)), Mr. Christopher may be entitled to receive additional cash compensation upon a qualifying termination of employment in connection with such Change in Control, subject to the terms and conditions set forth in the Employment Agreement.

The Employment Agreement sets forth the circumstances under which Mr. Christopher's employment may be terminated, including for Cause, without Cause, for Good Reason, without Good Reason, and upon death or Disability (each as defined in the Employment Agreement). In the event of a termination by the Company without Cause or by Mr. Christopher for Good Reason (each, a "Qualifying Termination"), subject to Mr. Christopher's execution and non-revocation of a release of claims:

- *Outside of a Change in Control:* Mr. Christopher will be entitled to (i) continued payment of his annual base salary for a period of 12 months following such termination, (ii) a pro-rata annual bonus for the year of termination based on actual performance, (iii) Company-paid COBRA continuation coverage for up to 12 months, and (iv) any other earned and vested but unpaid amounts.
- *Within 18 months following a Change in Control:* In the event of a Qualifying Termination within a specified period following a Change in Control (as set forth in the Employment Agreement), Mr. Christopher will be entitled to (i) a lump-sum cash severance payment equal to the sum of his annual base salary plus target annual bonus, (ii) Company-paid COBRA continuation coverage for up to 12 months, and (iii) any other earned and vested but unpaid amounts.

Good Reason under the Employment Agreement includes, among other things, a material breach of the Employment Agreement by the Company, a material adverse change in Mr. Christopher's duties or responsibilities, Mr. Christopher no longer serving as Chief Executive Officer, or a reduction in his annual base salary or a material reduction in target annual bonus.

In addition, in connection with a Change in Control (as such term is defined in the Plan), subject to the terms and conditions set forth in the applicable bonus agreement, Mr. Christopher is eligible to a retention bonus amount of \$18,075.32 in cash.

Restrictive Covenants. The Employment Agreement contains customary nonsolicitation, nondisclosure, assignment of inventions and noncompetition covenants. The post-employment noncompetition and nonsolicitation restrictive periods are for a period of 12 months post-employment.

The foregoing description of the Employment Agreement and RSA Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Employment Agreement and RSA Agreement, copies of which will be filed as exhibits to the Company's next periodic report on Form 10-Q.

CFO Offer Letter

In connection with the CFO Appointment, the Company and Mr. Moos agreed to an offer letter (the “CFO Offer Letter”). The Company has agreed to pay Mr. Moos a base salary of \$350,000 per year and make him eligible for an annual discretionary performance bonus based on achieving specific to be determined metrics or goals, with a target of 50% of then-applicable base salary.

The Company has also agreed to grant Mr. Moos 953,613 restricted stock units (“RSUs”) under the Company’s 2022 Amended and Restated Long-Term Incentive Plan. The RSUs will vest over a four-year period, with 25% vesting after 12 months of continuous service and the remaining 75% vesting in equal quarterly installments over the following three years.

Additionally, the Company has agreed to grant Mr. Moos 953,613 RSU under the 2022 Amended and Restated Long-Term Incentive Plan representing the right to receive Common Shares upon milestone-based vesting as follows:

- Milestone 1: 158,936 RSUs will vest if the Common Share price achieves and sustains an average closing price above \$0.25 for 180 consecutive trading days.
- Milestone 2: An additional 158,936 RSUs will vest if the Common Share price achieves and sustains an average closing price above \$0.35 for 180 consecutive trading days.
- Milestone 3: An additional 158,935 RSUs will vest if the Common Share price achieves and sustains an average closing price above \$0.45 for 180 consecutive trading days.
- Milestone 4: An additional 158,935 RSUs will vest if the Common Share price achieves and sustains an average closing price above \$0.55 for 180 consecutive trading days.
- Milestone 5: An additional 158,935 RSUs will vest if the Common Share price achieves and sustains an average closing price above \$0.65 for 180 consecutive trading days.
- Milestone 6: An additional 158,936 RSUs will vest if the Common Share price achieves and sustains an average closing price above \$0.75 for 180 consecutive trading days.

The Company intends to enter into customary grant agreements with Mr. Moos to evidence the grants of the RSUs which will contain customary terms and conditions, including repurchase rights and obligations upon a separation event (the “Award Agreements”).

Mr. Moos is generally eligible to participate in the Company’s regular medical, dental, vision, disability, and life insurance benefits. He is also subject to confidentiality and assignment of intellectual property provisions and certain restrictive covenants, including two years post-employment non-competition and non-solicitation of employees and customer provisions.

COO Offer Letter

In connection with the COO Appointment, the Company and Mr. Cabral agreed to an offer letter (the “COO Offer Letter”). The Company has agreed to pay Mr. Cabral a base salary of \$275,000 per year and is generally eligible to participate in the Company’s regular medical, dental, vision, disability, and life insurance benefits.

CFO and COO Compensatory Arrangements

On April 1, 2026, the Board approved bonus arrangements (the “Bonus Arrangements”) for certain executive officers of the Company, including Jason Moos, the Company’s Chief Financial Officer, and James Cabral, the Company’s Chief Operating Officer. The Bonus Arrangements will provide for retention and phantom bonuses to be paid to Messrs. Moos and Cabral in connection with a Change in Control (as such term is defined in the Plan), subject to the terms and conditions set forth in the applicable bonus agreements. Under the Bonus Arrangements, Mr. Moos is eligible to receive 1,907,229 phantom units and a cash bonus amount of \$165,000, and Mr. Cabral is eligible to receive 1,056,824 phantom units and a cash bonus amount of \$110,000.

Mr. Harris Agreement

On March 31, 2025, Mr. Harris stepped down as the Company's CEO. Pursuant to agreements entered into between Mr. Harris and the Company, the Company is required to grant to Mr. Harris 250,000 restricted stock units pursuant to its 2022 Long-Term Incentive Plan subject to vesting on the earlier of the occurrence of a change of control and March 31, 2026. Furthermore, the Company is required to pay Mr. Harris 3% and 2% of all revenue from gaming customers for years ending December 31, 2025, and 2026 respectively. In addition, the Company and Mr. Harris entered into a consulting agreement, whereby Mr. Harris will provide services to the Company for a twelve-month period commencing on April 1, 2025, including being available to the Board and management to help with questions that may arise and to assist the Company with strategic planning. As consideration for his services, Mr. Harris will receive a consulting fee of \$450,000 payable in eighteen equal monthly instalments.

The Company and Mr. Harris then engaged in litigation brought by Mr. Harris related to these agreements. In 2026, the Company entered into a confidential settlement agreement with Mr. Harris, to resolve previously disclosed disputes. The Company believes the agreement reduces potential litigation exposure and uncertainty associated with this matter and does not expect the resolution to have a material adverse effect on its financial position, results of operations, or liquidity. The Company will pay Mr. Harris \$200,000 in eight bi-monthly installments of \$25,000, beginning April 1, 2026. No other cash payments will be made and the 250,000 restricted stock units will not be issued.

Mr. Sykes Agreement

On January 22, 2025, the Company reported that Paul Sykes has announced his intention to separate from his position as the Company's CFO and an employee of the Company. On the Execution Date, the Board and Mr. Sykes reached an understanding regarding his decision to separate from the Company. On the Execution Date, the Company and Mr. Sykes entered into a Separation and Release of Claims Agreement (the "Sykes Separation Agreement") pursuant to which the last day of service for Mr. Sykes as the CFO of the Company will be June 14, 2025 (the "Sykes Separation Date").

From the Execution Date through the Sykes Separation Date, Mr. Sykes will be entitled to his current annualized base salary of \$364,000. On the Sykes Separation Date, Mr. Sykes will be entitled to an aggregate bonus of \$227,500.05, payable in fifteen semimonthly installments of \$15,166.67. In addition, on the Sykes Separation Date, the Company is required to accelerate the vesting of 86,667 restricted stock units previously granted to Mr. Sykes pursuant to the Plan. Furthermore, if Mr. Sykes timely and properly elects COBRA continuation coverage under the Company's health plan, the Company will generally be required to contribute up to \$1,228.93 per month toward premiums under the health plan for up to twelve months following the Sykes Separation Date.

As previously disclosed, Mr. Sykes is party to a Nonsolicitation, Nondisclosure and Assignment of Inventions Agreement and a Noncompetition Agreement, each dated as of November 8, 2021. The Sykes Separation Agreement provides that both agreements will remain in full force and effect except (i) in both agreements, the Sykes Separation Date would be deemed to be the termination of the relationship between the Company and Mr. Sykes and (ii) in both agreements, the definition of "Business of the Company" was expanded to cover the gaming industry in addition to the cannabis industry.

The Company may terminate the Sykes Separation Agreement immediately for Cause (as defined in the Sykes Separation Agreement) in which case it would no longer be obligated to make any payments or provide any benefits to Mr. Sykes. The Sykes Separation Agreement also contains customary provisions relating to, among other things, a release of claims, return of property and non-disparagement.

On May 7, 2025 (the "Amendment Date") the first amendment to the separation agreement with Mr. Sykes was executed, which revised the terms of the original agreement with Mr. Sykes. Per the amendment, the separation date for Mr. Sykes was accelerated to the Amendment Date, and Mr. Sykes is entitled to a revised bonus of \$120,000, payable in twelve equal semimonthly installments. The Company will no longer accelerate the unvested restricted stock units previously granted to Mr. Sykes pursuant to its 2022 Long-Term Incentive Plan. All other terms of the Sykes Separation Agreement will remain in effect.

Outstanding Equity Awards at December 31, 2025

The following table presents estimated information regarding outstanding equity awards held by SpringBig's named executive officers as of December 31, 2025.

	Grant Date	Vesting Commencement Date	Option Awards			
			Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Option exercise price (\$)	Option expiration date
Jaret Christopher	—	—	—	—	—	—
Jason Moos	—	—	—	—	—	—
James Cabral	—	—	—	—	—	—

	Stock Awards			
	Grant Date	Vesting Commencement Date	Number of shares or units of stock that have not (#) vested	Market value of shares or units of stock that have not (\$) vested
Jaret Christopher	–	–	–	–
Jason Moos	–	–	–	–
James Cabral	–	–	–	–

Employee Benefit Plans

SpringBig, Inc. 2017 Equity Incentive Plan

Prior to the closing of the merger, SpringBig maintained the SpringBig Plan, which was originally established effective December 1, 2017. The SpringBig Plan was subsequently amended on January 30, 2018 and November 30, 2018 and the amended and restated SpringBig Plan was approved by the Board of Directors of SpringBig on April 10, 2019. The SpringBig Plan permits the grant of incentive stock options, non-qualified stock options, restricted stock awards, and restricted stock unit awards to SpringBig and its affiliates' employees, consultants and directors. SpringBig will not grant any additional awards under the SpringBig Plan following the business combination; see "SpringBig Holdings, Inc. 2022 Long-Term Incentive Plan," below for a discussion of the equity incentive plan that was adopted in connection with the closing of the business combination.

Authorized Shares. 7,495,594 shares of common stock of SpringBig were authorized under the SpringBig Plan. Awards granted under the SpringBig Plan that are canceled, forfeited or expired prior to exercise or realization will become available for future grant while the SpringBig Plan remains in effect. As of October 7, 2021, 2,317 shares of common stock of SpringBig were available for issuance under the SpringBig Plan.

Plan Administration. The SpringBig Plan is administered by SpringBig's Board of Directors or a committee of one or more members of the Board of Directors appointed by the board to administer the SpringBig Plan. Subject to the provisions of the SpringBig Plan, the administrator has the power to determine the terms of each award, such as the form of awards and vesting schedule of awards. The administrator is authorized to interpret the SpringBig Plan, prescribe the terms and conditions of the awards granted thereunder, and make all other determinations necessary or advisable for administering the SpringBig Plan.

Plan Awards. Awards to be granted under the SpringBig Plan may be subject to various restrictions, including restrictions on transferability and forfeiture provisions, as determined by the administrator and consistent with the SpringBig Plan terms. Subject to the terms of the SpringBig Plan, the administrator will determine the number of awards granted and other terms and conditions of such awards. The administrator may impose whatever conditions to vesting it determines to be appropriate. Awards that have not vested are subject to SpringBig's right of repurchase or forfeiture. The economic and other rights associated with awards granted under the SpringBig Plan are governed by the SpringBig certificate of incorporation, as may be amended and in effect from time to time.

Non-Transferability of Awards. The awards are subject to certain transferability restrictions and requirements.

Certain Adjustments. The outstanding awards may be subject to adjustment, substitution, exchange or, to the extent then unvested, cancellation by SpringBig's Board of Directors so as to proportionately reflect any unit splits, reverse splits, dividends or distributions, recapitalizations, reclassifications, or other relevant changes in SpringBig's capitalization or corporate structure.

Amendment, Termination. SpringBig's Board of Directors has the authority to amend, suspend or terminate all or any part of the SpringBig Plan in its sole discretion. Awards outstanding following the business combination will be assumed by SpringBig.

SpringBig Holdings, Inc. 2022 Long-Term Incentive Plan

At the special meeting of stockholders of Tuatara held on June 9, 2022, the stockholders of Tuatara adopted and approved the Plan.

The purpose of the Plan is to secure and retain the services of employees, directors and consultants, to provide incentives for such persons to exert maximum efforts for our success and to provide a means by which such persons may be given an opportunity to benefit from increases in value of the common stock through the granting of awards thereunder.

Summary of the Incentive Plan

This section summarizes certain principal features of the incentive plan. The summary is qualified in its entirety by reference to the complete text of the incentive plan.

Eligibility. SpringBig's employees, consultants and directors, and employees and consultants of its affiliates, may be eligible to receive awards under the incentive plan.

Award Types. The incentive plan provides for the grant of incentive stock options ("ISOs") to employees and for the grant of nonstatutory stock options ("NSOs"), stock appreciation rights, restricted stock awards, restricted stock unit awards, performance awards and other forms of stock awards to employees, directors and consultants.

Share Reserve. The number of shares of common stock initially reserved for issuance under the incentive plan is 1,525,175 (the amount of shares of common stock equal to 5% of the sum of (i) the number of shares of our common stock outstanding as of the consummation of the business combination and (ii) the number of shares of our common stock underlying stock options issued under the SpringBig, Inc. 2017 Equity Incentive Plan (as amended and restated) that were outstanding as of the consummation of the transactions contemplated by the merger agreement). Shares subject to stock awards granted under the incentive plan that expire or terminate without being exercised in full, or that are paid out in cash rather than in shares, will not reduce the number of shares available for issuance under the incentive plan. At our Annual Meeting of Stockholders held on June 13, 2023, our stockholders approved an amendment to the Incentive Plan, which among other things, added an automatic annual increase in the number of shares authorized for issuance of up to 5% of the number of shares of our common stock issued and outstanding on December 31 of the immediately preceding calendar year, beginning with the fiscal year ending December 31, 2023; provided that the annual increase with respect to the fiscal year ending December 31, 2023, which is 1,332,986 shares of common stock, took effect on the first business day following the date of stockholder approval of the Amended Plan proposal, which was June 14, 2023. We may seek shareholder approval to increase this amount from time to time.

Plan Administration. The board of directors of SpringBig, or a duly authorized committee thereof, will have the authority to administer the incentive plan. The board of directors of SpringBig may also delegate to one or more officers the authority to (i) designate employees other than officers to receive specified stock awards and (ii) determine the number of shares to be subject to such stock awards. Subject to the terms of the incentive plan, the plan administrator has the authority to determine the terms of awards, including recipients, the exercise price or strike price of stock awards, if any, the number of shares subject to each stock award, the fair market value of a share, the vesting schedule applicable to the awards, together with any vesting acceleration, the form of consideration, if any, payable upon exercise or settlement of the stock award and the terms and conditions of the award agreements for use under the incentive plan. The plan administrator has the power to modify outstanding awards under the incentive plan. Subject to the terms of the incentive plan, the plan administrator also has the authority to reprice any outstanding option or stock award, cancel and re-grant any outstanding option or stock award in exchange for new stock awards, cash or other consideration, or take any other action that is treated as a repricing under generally accepted accounting principles, with the consent of any materially adversely affected participant.

Stock Options. ISOs and NSOs are granted under stock option agreements adopted by the plan administrator. The plan administrator determines the exercise price for stock options, within the terms and conditions of the incentive plan, provided that the exercise price of a stock option generally cannot be less than 100% of the fair market value of a share of common stock on the date of grant (however, a stock option may be granted with an exercise or strike price lower than 100% of the fair market value on the date of grant of such award if such award is granted pursuant to an assumption of or substitution for another option pursuant to a corporate transaction, as such term is defined in the incentive plan, and in a manner consistent with the provisions of Sections 409A and, if applicable, 424(a) of the Code). Options granted under the incentive plan vest at the rate specified in the stock option agreement as determined by the plan administrator. The plan administrator determines the term of stock options granted under the incentive plan, up to a maximum of ten years. Unless the terms of an optionholder's stock option agreement provide otherwise, if an optionholder's service relationship ceases for any reason other than cause, the optionholder may generally exercise any vested options for a period of three (3) months following the cessation of service, but only within three (3) months following such termination, unless another period of time is provided in the applicable award agreement or other agreement, subject to the limitations in the incentive plan. The option term may be extended in the event that the exercise of the option following such a termination of service is prohibited by applicable securities laws or SpringBig's insider trading policy. Options generally terminate immediately upon the termination of an optionholder's service for cause. In no event may an option be exercised beyond the expiration of its term. Acceptable consideration for the purchase of common stock issued upon the exercise of a stock option will be determined by the plan administrator and may include (i) cash, check, bank draft, or money order, (ii) a broker-assisted cashless exercise, (iii) the tender of shares of common stock previously owned by the optionholder, (iv) a net exercise of the option if it is an NSO and (v) other legal consideration approved by the plan administrator.

Tax Limitations on ISOs. The aggregate fair market value, determined at the time of grant, of common stock with respect to ISOs that are exercisable for the first time by an optionholder during any calendar year under all stock plans maintained by SpringBig may not exceed \$100,000. Options or portions thereof that exceed such limit will generally be treated as NSOs. No ISO may be granted to any person who, at the time of the grant, owns or is deemed to own stock possessing more than 10% of SpringBig's total combined voting power or that of any of SpringBig's affiliates unless (1) the option exercise price is at least 110% of the fair market value of the stock subject to the option on the date of grant, and (2) the option is not exercisable after the expiration of five years from the date of grant.

Restricted Stock Awards. Restricted stock awards are granted under restricted stock award agreements adopted by the plan administrator. A restricted stock award may be awarded in consideration for cash, check, bank draft or money order, past services, or any other form of legal consideration that may be acceptable to the plan administrator and permissible under applicable law. The plan administrator determines the terms and conditions of restricted stock awards, including vesting and forfeiture terms. Except as provided otherwise in the applicable award agreement, if a participant's service relationship ends for any reason, SpringBig may receive through a forfeiture condition or a repurchase right any or all of the shares held by the participant under his or her restricted stock award that have not vested as of the date the participant terminates service.

Restricted Stock Unit Awards. Restricted stock units are granted under restricted stock unit award agreements adopted by the plan administrator. Restricted stock units may be granted in consideration for any form of legal consideration that may be acceptable to the plan administrator and permissible under applicable law. A restricted stock unit may be settled by cash, delivery of stock, a combination of cash and stock as deemed appropriate by the plan administrator, or in any other form of consideration set forth in the restricted stock unit agreement. Additionally, dividend equivalents may be credited in respect of shares covered by a restricted stock unit. Except as otherwise provided in the applicable award agreement, restricted stock units that have not vested will be forfeited once the participant's continuous service ends for any reason.

Stock Appreciation Rights. Stock appreciation rights are granted under stock appreciation grant agreements adopted by the plan administrator. The plan administrator determines the purchase price or strike price for a stock appreciation right, which generally cannot be less than 100% of the fair market value of common stock on the date of grant (however, a stock appreciation right may be granted with an exercise or strike price lower than 100% of the fair market value on the date of grant of such award if such award is granted pursuant to an assumption of or substitution for another option pursuant to a corporate transaction, as such term is defined in the incentive plan, and in a manner consistent with the provisions of Sections 409A). A stock appreciation right granted under the incentive plan vests at the rate specified in the stock appreciation right agreement as determined by the plan administrator.

Performance Awards. The incentive plan permits the grant of performance-based stock and cash awards. The plan administrator may structure awards so that the shares of common stock, cash, or other property will be issued or paid only following the achievement of certain pre-established performance goals during a designated performance period. The performance criteria that will be used to establish such performance goals may be based on any measure of performance selected by the plan administrator. The performance goals may be based on a company-wide basis, with respect to one or more business units, divisions, affiliates, or business segments, and in either absolute terms or relative to the performance of one or more comparable companies or the performance of one or more relevant indices. Unless specified otherwise (i) in the award agreement at the time the award is granted or (ii) in such other document setting forth the performance goals at the time the goals are established, the plan administrator will appropriately make adjustments in the method of calculating the attainment of performance goals as follows: (1) to exclude restructuring and/or other nonrecurring charges; (2) to exclude exchange rate effects; (3) to exclude the effects of changes to generally accepted accounting principles; (4) to exclude the effects of any statutory adjustments to corporate tax rates; (5) to exclude the effects of items that are "unusual" in nature or occur "infrequently" as determined under generally accepted accounting principles; (6) to exclude the dilutive effects of acquisitions or joint ventures; (7) to assume that any business divested by SpringBig achieved performance objectives at targeted levels during the balance of a performance period following such divestiture; (8) to exclude the effect of any change in the outstanding shares of common stock by reason of any stock dividend or split, stock repurchase, reorganization, recapitalization, merger, consolidation, spin-off, combination or exchange of shares or other similar corporate change, or any distributions to stockholders other than regular cash dividends; (9) to exclude the effects of stock based compensation and the award of bonuses under SpringBig's bonus plans; (10) to exclude costs incurred in connection with potential acquisitions or divestitures that are required to expense under generally accepted accounting principles; and (11) to exclude the goodwill and intangible asset impairment charges that are required to be recorded under generally accepted accounting principles. In addition, the plan administrator retains the discretion to reduce or eliminate the compensation or economic benefit due upon attainment of the performance goals. Partial achievement of the specified criteria may result in the payment or vesting corresponding to the degree of achievement as specified in the applicable award agreement or the written terms of a performance cash award. The performance goals may differ from participant to participant and from award to award.

Other Stock Awards. The plan administrator may grant other awards based in whole or in part by reference to common stock. The plan administrator will set the number of shares under the stock award and all other terms and conditions of such awards.

Non-Employee Director Compensation Limit. The aggregate value of all compensation granted or paid by SpringBig to any individual for service as a non-employee director with respect to any calendar year (such period, the "annual period"), including stock awards and cash fees paid by SpringBig to such non-employee director, will not exceed (i) \$750,000 in total value or (ii) in the event such non-employee director is first appointed or elected to the board of directors of SpringBig during such annual period, \$1,000,000 in total value. For purposes of these limitations, the value of any such stock awards is calculated based on the grant date fair value of such stock awards for financial reporting purposes.

Changes to Capital Structure. In the event there is a specified type of change in SpringBig’s capital structure, such as a merger, consolidation, reorganization, recapitalization, reincorporation, stock dividend, dividend in property other than cash, large nonrecurring cash dividend, stock split, reverse stock split, liquidating dividend, combination of shares, exchange of shares, change in corporate structure or any similar equity restructuring transaction, appropriate adjustments will be made to (i) the class(es) and maximum number of shares of common stock subject to the incentive plan and the maximum number of shares by which the share reserve may annually increase; (ii) the class(es) and maximum number of shares that may be issued pursuant to the exercise of ISOs; and (iii) the class(es) and number of securities and exercise price, strike price or purchase price of common stock subject to outstanding awards.

Corporate Transactions. The following applies to stock awards under the incentive plan in the event of a corporate transaction, as defined in the incentive plan, unless otherwise provided in a participant’s stock award agreement or other written agreement with SpringBig or unless otherwise expressly provided by the plan administrator at the time of grant. In the event of a corporate transaction, any stock awards outstanding under the incentive plan may be assumed, continued or substituted by any surviving or acquiring corporation (or its parent company), and any reacquisition or repurchase rights held by SpringBig with respect to the stock award may be assigned to the successor (or its parent company). If the surviving or acquiring corporation (or its parent company) does not assume, continue or substitute such stock awards, then with respect to any such stock awards that are held by participants whose continuous service has not terminated prior to the effective time of the transaction, or current participants, the vesting (and exercisability, if applicable) of such stock awards will be accelerated in full to a date prior to the effective time of the transaction (contingent upon the effectiveness of the transaction), and such stock awards will terminate for no consideration if not exercised (if applicable) at or prior to the effective time of the transaction, and any reacquisition or repurchase rights held by SpringBig with respect to such stock awards will lapse (contingent upon the effectiveness of the transaction). With respect to performance awards with multiple vesting levels depending on performance level, unless otherwise provided by an award agreement or by the plan administrator, the award will accelerate at 100% of target. If the surviving or acquiring corporation (or its parent company) does not assume, continue or substitute such stock awards, then with respect to any such stock awards that are held by persons other than current participants, such awards will terminate for no consideration if not exercised (if applicable) prior to the effective time of the transaction, except that any reacquisition or repurchase rights held by SpringBig with respect to such stock awards will not terminate and may continue to be exercised notwithstanding the transaction. The plan administrator is not obligated to treat all stock awards or portions of stock awards in the same manner and is not obligated to take the same actions with respect to all participants. In the event a stock award will terminate if not exercised prior to the effective time of a transaction, the plan administrator may provide, in its sole discretion, that the holder of such stock award may not exercise such stock award but instead will receive a payment equal in value, at the effective time, to the excess (if any) of (1) the value of the property the participant would have received upon the exercise of the stock award over (2) any exercise price payable by such holder in connection with such exercise.

Change in Control. In the event of a change in control, as defined under the incentive plan, awards granted under the incentive plan will not receive automatic acceleration of vesting and exercisability, although this treatment may be provided for in an award agreement.

Plan Amendment or Termination. The board of directors of SpringBig has the authority to amend, suspend, or terminate the incentive plan, provided that such action does not materially impair the existing rights of any participant without such participant’s written consent. No ISOs may be granted after the tenth anniversary of the date the board of directors of Tuatara adopts the incentive plan.

Incentive Plan Benefits. Grants of awards under the incentive plan are subject to the discretion of the plan administrator. Therefore, it is not possible to determine the future benefits that will be received by participants under the incentive plan.

Director Compensation

On April 1, 2026, as previously disclosed, the Special Purpose Committee of the Board, consisting of Mr. Christopher as its sole disinterested member (the “Special Purpose Committee”), approved the compensation arrangements for Larry Ellis, an independent director of the Company. The compensation was approved following the establishment of the Special Purpose Committee by the Board to review and approve director compensation for Mr. Ellis, who was not eligible to participate in the approval of his own compensation.

Pursuant to the Special Purpose Committee’s approval, Mr. Ellis was awarded 1,193,623 restricted stock units (“RSUs”), with each RSU representing the right to receive one share of the Company’s common stock upon vesting and settlement. The RSUs were granted under the Company’s 2022 Amended and Restated Long-Term Incentive Plan (the “Plan”) and are subject to the terms of the Plan and the applicable RSU Award Grant Notice and RSU Award Agreement.

The RSUs vest solely based on Mr. Ellis’s continued service as a director over a three-year period, with one-third (1/3) of the award vesting on each annual anniversary of the grant date in annual cliff installments. The RSUs are subject to 100% acceleration upon the consummation of a Change in Control (as defined in the Plan), provided that Mr. Ellis’s service as a director is terminated in connection therewith.

In addition, the Special Purpose Committee approved a cash retainer for Mr. Ellis consisting of (i) a one-time cash retainer of \$60,000 in consideration of his services as a director during the period commencing with his appointment to the Board on September 24, 2025 through and including March 24, 2026, and (ii) a monthly cash retainer of \$10,000 per month, commencing March 25, 2026 and continuing for so long as Mr. Ellis remains on the Board, unless earlier modified by the Special Purpose Committee, the Board, or a duly appointed committee thereof.

The following tables set forth information regarding the compensation earned by or paid to non-employee directors for service on our Board during the fiscal year ended December 31, 2025. Mr. Christopher and Mr. Harris did not receive any additional compensation for their service as director.

Name	Fees Earned or Paid in Cash	Restricted Stock Awards	Total
Larry Ellis ⁽¹⁾	\$ 30,000	–	\$ 30,000
Matt Sacks ⁽²⁾	–	–	–
Sergey Sherman ⁽³⁾	–	–	–
Marc Shiffman ⁽⁴⁾	–	\$ 31,830	
Mark Silver ⁽²⁾	–	–	–

(1) Appointed to the Board on September 24, 2025, and this represents compensation for his time on the Board from that date through and including December 31, 2025.

(2) Resigned as a member of the Board on February 5, 2026.

(3) Resigned as a member of the Board on September 4, 2025.

(4) Resigned as a member of the Board on September 29, 2025. Amounts reported represent the aggregate grant date fair value of restricted stock awards granted to such non-executive director during 2025 under the 2022 Plan, computed in accordance with ASC Topic 718. The assumptions used in calculating the grant date fair value of the awards reported in this column are set forth in Note 14 — Stock Based Compensation to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 27, 2026.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Securities Authorized For Issuance Under Equity Compensation Plans

The following table presents information about compensation plans under which our equity securities are authorized for issuance. See Note 14 of the Notes to the Consolidated Financial Statements for further information about these stock-based compensation plans.

Equity Compensation Plan Information as of December 31, 2025

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)(2)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for further issuance under equity compensation plans (excluding securities reflected in column (a)) (in thousands) (c)
Equity compensation plans approved by stockholders ⁽¹⁾	7,442,566	\$ -	-

(1) Consists of 7,442,566 restricted stock units outstanding under the 2022 Incentive Plan.

(2) The outstanding restricted stock units do not have exercise prices.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information regarding the beneficial ownership of the Common Shares as of March 9, 2026 by:

- each person known by the Company to be the beneficial owner of more than 5% of outstanding Common Shares;
- each of the Company’s named executive officers and directors; and
- all executive officers and directors of the Company as a group.

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she, or it possesses sole or shared voting or investment power over that security, including options and warrants that are currently exercisable or exercisable within 60 days. The ownership percentages set forth in the table below are based on 48,584,437 Common Shares issued and outstanding as of March 9, 2026 and unless otherwise noted below, do not take into account the issuance of any Common Shares issuable (i) upon exercise of warrants or (ii) underlying vested incentive equity awards, where the number of shares underlying such awards is not determinable until the actual payment date of such awards. For information on the ownership of incentive equity awards by our named executive officers, please refer to “Executive and Director Compensation—Outstanding Equity Awards at Fiscal Year End.” However, shares that a person has the right to acquire within 60 days of March 9, 2026 are deemed issued and outstanding for purposes of computing the percentage ownership of the person holding such rights, but are not deemed issued and outstanding for purposes of computing the percentage ownership of any other person, except with respect to the percentage ownership of all directors and executive officers as a group. Unless otherwise noted in the footnotes to the following table, and subject to applicable community property laws, we believe the persons and entities named in the table have sole voting and investment power with respect to their beneficially owned Common Shares.

Unless otherwise indicated, the Company believes that each person named in the table below has sole voting and investment power with respect to all shares of common stock beneficially owned by such person. Except as otherwise noted below, the address for persons or entities listed in the table is c/o SpringBig Holdings, Inc., 621 NW 53rd Street, Ste. 340, Boca Raton, FL 33487. Unless otherwise indicated, the number of shares of Common Stock issuable to the holder of any Convertible Notes reported in the table below does not give effect to any accrued and unpaid interest that is payable by adding such interest to the outstanding amount owing under the Convertible Notes.

Name of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned	Percentage of Outstanding Common Stock
5% Stockholders		
Mark Silver ⁽¹⁾	19,899,999	29.1
Lightbank Asset Management, LLC ⁽²⁾	16,000,000	24.8
Jeffrey Harris ⁽³⁾	7,300,756	14.7
Tuatara Capital Fund, II, L.P. ⁽⁴⁾	4,470,000	9.2
AWM Investment Company, Inc. ⁽⁵⁾	4,448,974	9.2
Executive Officer and Directors of the Company		
Jaret Christopher ⁽⁶⁾	797,133	1.6
Jason Moos ⁽⁷⁾	—	—
James Cabral ⁽⁸⁾	—	—
Larry Ellis ⁽⁹⁾	—	—
All directors and named executive officers of SpringBig as a group post-business combination (4 individuals):	797,133	1.6

* Represents beneficial ownership of less than 1% of the outstanding shares of our common stock.

- (1) Based on a Form 4 filed by Mr. Silver on May 19, 2025. Consists of shares of Common Stock issuable upon conversion of the Convertible Notes. The Convertible Notes are held for the account of Shalcor Management, Inc. Mr. Silver is the President of Shalcor Management, Inc. and as such could be deemed to share voting control and investment power over shares that may be deemed to be beneficially owned by Shalcor Management, Inc., but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (2) Based on a Schedule 13D filed by Lightbank Asset Management, LLC on August 8, 2024. Consists of shares of Common Stock issuable upon conversion of the Convertible Notes. The Convertible Notes are held for the account of Lightbank II, L.P. (“Lightbank II”), an investment fund managed by Lightbank Asset Management LLC, a Delaware limited liability company (“LAM”), which are convertible into 16,000,000 shares of Common Stock within 60 days of August 1, 2024 (the “Event Date”). Eric Lefkofsky (“Mr. Lefkofsky” and, together with LAM, the “Reporting Persons”) is the Co-Managing Partner of LAM. As a result, each of LAM and Mr. Lefkofsky share the power to vote and the power to direct the disposition of all securities of the Company reported herein. Thus, each of LAM and Mr. Lefkofsky may be deemed to beneficially own 16,000,000 shares of Common Stock deemed issued and outstanding as of such date. The principal business address for each of the beneficial owners is 600 West Chicago Avenue, Chicago, Illinois 60654.

- (3) Based on a Schedule 13D/A filed by Mr. Harris on January 22, 2025. Includes 1,066,666 shares of Common Stock issuable upon conversion of the Convertible Notes. Includes the shares of common stock held by Medici Holdings V, Inc., an estate planning vehicle through which Mr. Harris shares ownership with family members of Mr. Harris and for which Mr. Harris may be deemed to have investment discretion and voting power. Includes 265,365 options exercisable for shares of common stock within 60 days.
- (4) Based on a Schedule 13G filed by TCAC Sponsor, LLC on February 9, 2022. Includes 3,870,000 shares of common stock held by TCAC Sponsor, LLC (the “Sponsor”) and 600,000 shares of common stock held by Tuatara Capital Fund II, L.P. Tuatara Capital Fund II, L.P. (“Fund II”) is the sole member of TCAC Sponsor, LLC. Accordingly, shares of common stock held by TCAC Sponsor, LLC may be attributed to Fund II. Fund II is controlled by a board of managers comprised of three individuals - Albert Foreman, Mark Zittman and Marc Riiska. Any action by our sponsor with respect to our company or the founders’ shares, including voting and dispositive decisions, requires a majority vote of the managers of the board of managers of Fund II. Under the so-called “rule of three,” because voting and dispositive decisions are made by a majority of Fund II’s managers, none of the managers is deemed to be a beneficial owner of our sponsor’s securities, even those in which he holds a pecuniary interest. Accordingly, none of the managers is deemed to have or share beneficial ownership of the founders’ shares held by the Sponsor. The principal business address for each of the beneficial owners is 655 Third Avenue, 8th Floor, New York, New York 10017.
- (5) Based on a Schedule 13G filed by AWM Investment Company, Inc., a Delaware corporation (“AWM”) on May 9, 2025. AWM is the investment adviser to Special Situations Cayman Fund, L.P. (“CAYMAN”), Special Situations Fund III QP, L.P. (“SSFQP”) and Special Situations Private Equity Fund, L.P. (“SSPE”). (CAYMAN, SSFQP and SSPE will hereafter be referred to as the “Funds”). As the investment adviser to the Funds, AWM holds sole voting and investment power over 449,767 shares of Common Stock held by CAYMAN, 1,568,426 shares of Common Stock held by SSFQP and 2,430,781 shares of Common Stock held by SSPE. David M. Greenhouse (“Greenhouse”) and Adam C. Stettner (“Stettner”) are members of: SSCayman, L.L.C., a Delaware limited liability company (“SSCAY”), the general partner of CAYMAN; MGP Advisers Limited Partnership, a Delaware limited partnership (“MGP”), the general partner of SSFQP and MG Advisers, L.L.C., a New York limited liability company (“MG”), the general partner of SSPE. Greenhouse and Stettner are also controlling principals of AWM. The principal business address for AWM is c/o Special Situations Funds, 527 Madison Avenue, Suite 2600, New York, NY 10022.
- (6) On April 1, 2026, which was the Effective Date of Mr. Christopher’s Employment Agreement, the Company and Mr. Christopher also executed the RSA Agreement, pursuant to which Mr. Christopher was granted 12,891,251 shares of restricted common stock of the Company. Approximately 8,320,939 of such shares vested on such Effective Date, with the remaining shares vesting in equal quarterly installments over approximately three years, subject to Mr. Christopher’s continued service. For information on certain equity-related arrangements of Mr. Christopher, see “CEO Offer Letter, VICE CRM Acquisition and Employment Agreement” under “Item 11. Executive Compensation—Executive and Director Compensation—Executive Employment Arrangements.”
- (7) For information on certain equity-related arrangements of Mr. Moos, see “CFO Offer Letter” and “CFO and COO Compensatory Arrangements” under “Item 11. Executive Compensation—Executive and Director Compensation—Executive Employment Arrangements.”
- (8) For information on certain equity-related arrangements of Mr. Cabral, see “CFO and COO Compensatory Arrangements” under “Item 11. Executive Compensation—Executive and Director Compensation—Executive Employment Arrangements.”
- (9) For information on certain equity arrangements of Mr. Ellis, see “Director Compensation” under “Item 11. Executive Compensation—Executive and Director Compensation.”

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

There are no related party transactions since January 1, 2023, to which SpringBig has been a party in which the amount involved exceeded the lesser of \$120,000 or one percent of the Company’s total assets at year end for December 31, 2024 and December 31, 2025 and in which any of SpringBig’s executive officers, directors, managers, promoters, beneficial holders of more than 5% of SpringBig’s membership interests, or any associates or affiliates thereof had or will have a direct or indirect material interest, other than compensation, employment and other arrangements which are described in “Item 11. Executive Compensation” and other than as mentioned below.

On January 23, 2024, the Company issued \$1.6 million aggregate principal amount of 2024 Secured Term Notes and \$6.4 million aggregate principal of 2024 Secured Convertible Notes to a group of investors. The investors include Shalcor Management, Inc., which had Shawn Dym serve as a member of the Company’s Board from January 23, 2024 to September 23, 2024 and Mark Silver serve as a member of the Company’s Board from May 10, 2024 to February 5, 2026, and Lightbank II, L.P., which had Matt Sacks serve as a member of the Company’s Board of Directors from January 23, 2024 until his resignation on February 5, 2026. Shalcor and Lightbank purchased \$2,800,000 and \$2,400,000 of 2024 Secured Convertible Notes, respectively, and \$700,000 and \$600,000 of 2024 Secured Term Notes, respectively.

In addition, Jeffrey Harris, former Chief Executive Officer, purchased \$320,000 2024 Secured Convertible Notes, and \$80,000 2024 Secured Term Notes, and Paul Sykes, former Chief Financial Officer, purchased \$25,000 2024 Secured Convertible Notes, and \$6,250 2024 Secured Term Notes. In January 2025, Shalcor purchased \$160,000 of the 2024 Secured Convertible Notes and \$40,000 of the 2024 Secured Term Notes from Jeffrey Harris, as well as \$25,000 of 2024 Secured Convertible Notes and \$6,250 2024 Secured Term Notes from Paul Sykes in May 2025.

The 2024 Secured Term Notes were initially due in January 2026 and accrued interest payable in cash semi-annually at a rate of 12% per annum. The 2024 Secured Convertible Notes were initially due in January 2026 and accrued interest which is added to the outstanding principal balance semi-annually at a rate of 8% per annum.

On November 11, 2024, the Company amended the terms of the 2024 Secured Term Notes and 2024 Secured Convertible Notes including extending the maturity date to January 23, 2027, amending the interest rates and adjusting the requirement for the Company to maintain a minimum cash balance of at least \$1 million with the provision now applicable only at the end of any calendar month commencing on or after February 1, 2025.

The interest rates on the 2024 Secured Term Notes and 2024 Secured Convertible Notes increase to 17% and 13%, respectively, with effect from the date of amendment, with the interest rates then reducing by 0.75% for each three-month period that the Company reports an Adjusted EBITDA exceeding \$900,000, starting with the three months ending March 31, 2025, subject to a maximum reduction to 14% and 10%, respectively. In addition, a sum of \$64,000 is payable to the holders of the 2024 Secured Term Notes in January 2025, and the principal amount of the 2024 Secured Convertible Notes was increased by \$266,000 with effect from the date of the amendment.

The Company may prepay any portion of the 2024 Secured Term Notes, without penalty, at any time after February 1, 2025. The 2024 Secured Convertible Notes are convertible into common stock at a conversion price of \$0.15 per share at the holder's option any time up to the day prior to maturity in January 2027. The 2024 Secured Term Notes and 2024 Secured Convertible Notes rank pari passu and are secured on substantially all the assets of the Company.

The 2024 Secured Term Notes and 2024 Secured Convertible Notes include restrictive covenants that, among other items, limit the ability of the Company to incur additional indebtedness and guarantee indebtedness; incur liens or allow mortgages or other encumbrances; prepay, redeem, or repurchase certain other debt; pay dividends or make other distributions or repurchase or redeem our capital stock; sell assets or enter into or effect certain other transactions (including a reorganization, consolidation, dissolution or similar transaction or selling, leasing, licensing, transferring or otherwise disposing of assets of the Company or its subsidiaries) and also contain customary events of default.

The table below presents the components of outstanding debt (in thousands):

	December 31, 2025	December 31, 2024
2024 Secured Term Notes – related parties	\$ 1,386	\$ 1,386
2024 Secured Term Notes	214	214
2024 Secured Convertible Notes – related parties	6,682	5,987
2024 Secured Convertible Notes	1,030	923
	9,312	8,510

The amounts outstanding on December 31, 2025, include \$802,000 non-cash interest added to the outstanding principal of the 2024 Secured Convertible Notes since issuance. The Company recorded interest expense for the years ended December 31, 2025 and 2024, of \$1.3 million and \$1.1 million, respectively in connection with the 2024 Secured Term Notes and 2024 Secured Convertible Notes.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following tables present the aggregate fees billed by Withum Smith+Brown, PC for the fiscal years ended December 31, 2024, and December 31, 2025.

	December 31,	
	2025	2024
	(in thousands)	
Audit Fees	\$ 575	\$ 481
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total Fees	\$ 575	\$ 481

PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee is responsible for appointing, setting compensation, and overseeing the work of Withum as our independent registered public accounting firm. The Audit Committee has established a policy regarding pre-approval of all audit and non-audit services provided by the independent registered public accounting firm.

On an ongoing basis, management communicates specific projects and/or categories of service for which the advance approval of the Audit Committee is requested. The Audit Committee reviews these requests and scope of services and through discussions with Withum and management, advises management if the Audit Committee approves the engagement of Withum. The Audit Committee authorizes its chair to pre-approve all non-audit services on behalf of the Audit Committee during periods between regularly scheduled meetings, subject to ratification by the Audit Committee. On a periodic basis, management and/or Withum reports to the Audit Committee regarding the actual spending for such projects and services compared to the approved amounts. The services performed by Withum may include audit services, audit-related services, tax services, and, in limited circumstances, other services.

During the year ended December 31, 2024 and December 31, 2025, the Audit Committee approved all of the services provided by Withum in accordance with the foregoing policies and procedures.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(b) Index to Exhibits

The exhibits required to be filed by Item 15 are set forth in, and filed with or incorporated by reference in, the “Index to Exhibits” of the Original Form 10-K. The “Index to Exhibits” to this Amendment sets forth the additional exhibits required to be filed with this Amendment.

Exhibit Number	Description
31.3 *	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.4 *	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
104	Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibits 101)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 1, 2026

SpringBig Holdings, Inc.

By: /s/ Jaret Christopher

Jaret Christopher

Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jaret Christopher, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of SpringBig Holdings, Inc; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 1, 2026

By: /s/ Jaret Christopher
Name: Jaret Christopher
Title: Chief Executive Officer
(principal executive officer)

**CERTIFICATION BY THE CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jason Moos, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of SpringBig Holdings, Inc; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 1, 2026

By: /s/ Jason Moos

Name: Jason Moos

Title: Chief Financial Officer
(principal financial officer)