

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Greenidge Generation Holdings Inc.**  
**(Name of Registrant as Specified in Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11.
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# GREENIDGE GENERATION

Greenidge Generation Holdings Inc.  
135 Rennell Drive, 3<sup>rd</sup> Floor  
Fairfield, CT 06890

Dear Stockholder:

You are cordially invited to attend the 2023 Annual Meeting of Stockholders (the “Annual Meeting”) of Greenidge Generation Holdings Inc. (“Greenidge,” the “Company,” “we,” “us,” and “our”), which will be held on September 11, 2023, at 10 a.m. EDT. The Annual Meeting will be held in a virtual meeting format only and conducted via live audio webcast to enable our stockholders to participate from locations around the world. You will be able to attend the meeting, vote and submit your questions via the internet by visiting [www.virtualshareholdermeeting.com/GREE2023](http://www.virtualshareholdermeeting.com/GREE2023) and entering the control number included on your proxy card. You will not be able to attend the virtual Annual Meeting physically in person.

Attached to this letter are a Notice of Annual Meeting of Stockholders and proxy statement, which describe the business to be conducted at the Annual Meeting.

Whether you own a few shares or many, and whether or not you plan to attend the Annual Meeting, we urge you to promptly submit your vote via the internet, telephone or mail. Returning the proxy does not deprive you of your right to attend and vote your shares electronically at the Annual Meeting.

On behalf of the Board of Directors and management, I would like to thank you for choosing to invest in Greenidge and look forward to your participation at our Annual Meeting.

Very truly yours,



Robert Loughran  
Chief Financial Officer  
August 4, 2023

## **YOUR VOTE IS IMPORTANT**

On or about August 14, 2023, we expect to mail to our stockholders a Notice of Proxy (the “Notice”) containing our proxy statement for the 2023 Annual Meeting of Stockholders (the “Proxy Statement”) and our Annual Report on Form 10-K for the year ended December 31, 2022 (“2022 Annual Report”). The Notice provides instructions on how to vote online or by telephone and includes instructions on how to receive a paper copy of proxy materials by mail. This Proxy Statement and our 2022 Annual Report can be accessed directly online at [www.proxyvote.com](http://www.proxyvote.com) using the control number located on the Notice, on your proxy card or in the instructions that accompanied your proxy materials. A copy of our 2022 Annual Report and Proxy Statement are also available on our investor relations website at [www.ir.greenidge.com/](http://www.ir.greenidge.com/).

Whether or not you plan to attend the meeting, we hope you will vote as soon as possible by signing and returning a proxy card or by using our internet or telephonic voting system.

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
OF GREENIDGE GENERATION HOLDINGS INC.**

**Date and Time:** September 11, 2023, at 10 a.m. EDT

**Place:** The Annual Meeting will be held as a virtual meeting via live webcast on the internet. Because the meeting is completely virtual and being conducted via the internet, stockholders will not be able to attend the meeting in person. You will be able to attend the Annual Meeting, vote and submit your questions on the day of the meeting via the internet by visiting [www.virtualshareholdermeeting.com/GREE2023](http://www.virtualshareholdermeeting.com/GREE2023) and entering the control number included on your proxy card.

- Items of Business:**
1. To elect ten directors, David Anderson, Timothy Fazio, George (Ted) Rogers, Andrew M. Bursky, David Filippelli, Jerome Lay, Timothy Lowe, Michael Neuscheler, Daniel Rothaupt, and Jordan Kovler, each to hold office until our Annual Meeting of Stockholders in 2024 and until his successor is duly elected and qualified, or until his earlier death, resignation or removal;
  2. To ratify the selection of MaloneBailey LLP as our independent registered public accounting firm for the year ending December 31, 2023; and
  3. Such other business as properly may come before the Annual Meeting or any adjournments or postponements of the Annual Meeting.

The foregoing items of business are more fully described in the proxy statement accompanying this Notice.

Our Board of Directors recommends that you vote:

**“FOR”** the director nominees named in Proposal One, and

**“FOR”** the ratification of the selection of MaloneBailey LLP as our independent registered public accounting firm as described in Proposal Two.

**Record Date:** The Board of Directors set August 10, 2023 as the record date for the Annual Meeting (the “Record Date”). Only stockholders of record at the close of business on the Record Date are entitled to receive notice of, and to vote at, the Annual Meeting.

**Voting:** **YOUR VOTE IS VERY IMPORTANT.** Whether or not you plan to attend the Annual Meeting, we encourage you to read the Proxy Statement and submit your proxy or voting instructions as soon as possible. You can vote your shares electronically via the internet, by telephone or by completing and returning the proxy card or voting instruction card if you requested paper proxy materials. Voting instructions are printed on your proxy card and included in the accompanying Proxy Statement. You can revoke a proxy at any time prior to its exercise at the Annual Meeting by following the instructions in the Proxy Statement.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: our 2022 Annual Report is available free of charge at: [www.proxyvote.com](http://www.proxyvote.com).**

By order of the Board of Directors,

Robert Loughran  
Chief Financial Officer  
August 4, 2023

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## GENERAL INFORMATION

### THE ANNUAL MEETING

The 2023 Annual Meeting of Stockholders (the “Annual Meeting”) of Greenidge Generation Holdings Inc. (“Greenidge,” the “Company,” “we,” “us,” and “our”) will take place on September 11, 2023, at 10 a.m. EDT.

This year’s annual meeting will be a completely virtual meeting of stockholders through an audio webcast live over the internet. There will be no physical meeting location. The meeting will only be conducted via an audio webcast. Please go to [www.virtualshareholdermeeting.com/GREE2023](http://www.virtualshareholdermeeting.com/GREE2023) for instructions on how to attend and participate in the Annual Meeting. Any stockholder may attend and listen live to the webcast of the Annual Meeting over the internet at such website. Stockholders as of the Record Date may vote and submit questions while attending the annual meeting via the internet by following the instructions listed on your proxy card. The webcast starts at 10 a.m. EDT on September 11, 2023. We encourage you to access the meeting prior to the start time. Technicians will be available to assist you if you experience technical difficulties accessing the virtual meeting website. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number posted at [www.virtualshareholdermeeting.com/GREE2023](http://www.virtualshareholdermeeting.com/GREE2023).

You may vote by telephone, over the internet or by completing, signing, dating and returning your proxy card as soon as possible in the enclosed postage prepaid envelope.

### VOTING RIGHTS

**Stockholder of Record.** If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are considered the “stockholder of record,” with respect to those shares. The proxy materials will be sent to you by mail directly by us. As a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting virtually, we urge you to vote on the internet or by phone or mail as instructed in the proxy card to ensure your vote is counted.

**Beneficial Owner.** If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the “beneficial owner” of shares held in street name. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank, or other agent on how to vote the shares in your account. Your brokerage firm, bank, or other agent will not be able to vote in the election of directors unless they have your voting instructions, so it is very important that you indicate your voting instructions to the institution holding your shares. As a beneficial owner of shares, you are also invited to attend the Annual Meeting virtually. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy from your broker, bank, or other agent.

Only holders of the Company’s common stock (“common stock”) as recorded in our stock register at the close of business on August 10, 2023, may vote at the annual meeting. On August 10, 2023, there were [\_\_\_\_\_] shares of class A common stock and [\_\_\_\_\_] shares of class B common stock issued and outstanding. Each holder of Class A common stock is entitled to one vote per share and each holder of Class B common stock is entitled to ten votes per share on any matter submitted to a vote of our stockholders.

### ITEMS OF BUSINESS

There are two matters scheduled for a vote:

- **Proposal 1:** To elect ten directors, David Anderson, Timothy Fazio, George (Ted) Rogers, Andrew M. Bursky, David Filippelli, Jerome Lay, Timothy Lowe, Michael Neuscheler, Daniel Rothaupt, and Jordan Kovler, each to hold office until our Annual Meeting of Stockholders in 2024 and until his successor is duly elected and qualified, or until his earlier death, resignation or removal; and
- **Proposal 2:** To ratify the selection MaloneBailey LLP as our independent registered public accounting firm for the year ending December 31, 2023.

Aside from the election of directors and the ratification of the selection of our independent registered public accounting firm, the Company’s Board of Directors (“Board of Directors” or the “Board”) knows of no matters

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to be presented at the Annual Meeting. If any other matter is properly brought before the Annual Meeting, shares represented by all proxies received by the Board will be voted with respect thereto in accordance with the judgment of the persons appointed as proxies.

### VOTING RECOMMENDATION OF THE BOARD

The Board recommends that you vote your shares:

- **“For”** the election of ten directors, David Anderson, Timothy Fazio, George (Ted) Rogers, Andrew M. Bursky, David Filippelli, Jerome Lay, Timothy Lowe, Michael Neuscheler, Daniel Rothaupt, and Jordan Kovler, each to hold office until our Annual Meeting of Stockholders in 2024 and until his successor is duly elected and qualified, or until his earlier death, resignation or removal; and
- **“For”** the ratification of the selection of MaloneBailey LLP as our independent registered public accounting firm for the year ending December 31, 2023.

### HOW TO VOTE

For Proposal 1, you may vote “For All,” “Withhold All” or “For All Except” with respect to each nominee to the Board. For Proposal 2, you may vote “For,” “Against” or “Abstain”.

If you are a stockholder of record as of the Record Date, you may vote during the Annual Meeting by (i) attending the Annual Meeting virtually and following the instructions posted at [www.virtualshareholdermeeting.com/GREE2023](http://www.virtualshareholdermeeting.com/GREE2023) or (ii) by proxy (x) over the internet at [www.proxyvote.com](http://www.proxyvote.com), (y) by phone by calling 1-800-579-1639 or (z) by signing and returning the proxy card in the enclosed envelope. Whichever method you use, giving us your proxy means you authorize us to vote your shares at the meeting in the manner you direct. If you submit a proxy but do not specify how to vote, the Company representative named in the proxy will vote your shares in favor of the director nominees identified in this Proxy Statement, and for Proposal 2.

Whether or not you plan to attend the Annual Meeting virtually, we urge you to vote by proxy to ensure your vote is counted. You may still attend the Annual Meeting virtually and vote during the Annual Meeting if you have already voted by proxy.

If you are a beneficial owner and hold shares through another party, such as a bank or brokerage firm, you may receive material from them asking how you want to vote. Simply follow the instructions to ensure that your vote is counted. To vote virtually at the Annual Meeting, you must obtain a valid proxy from your broker, bank, or other agent. Follow the instructions from your broker, bank, or other agent included with the notice, or contact your broker, bank, or other agent.

You may receive more than one set of proxy materials depending on how you hold your shares. Please vote all of your shares. To ensure that all of your shares are voted, for each set of proxy materials, please submit your proxy by phone, via the internet, or by signing, dating and returning the enclosed proxy card in the enclosed envelope.

### REVOKING A PROXY

A stockholder of record may revoke any proxy which is not irrevocable by submitting a new proxy bearing a later date, by voting by telephone or over the internet, or by delivering to the Chief Financial Officer of the Company a revocation of the proxy in writing so that it is received by the Company prior to the Annual Meeting at 135 Rennell Drive, 3<sup>rd</sup> Floor, Fairfield, CT 06890. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power.

If you are a beneficial owner, you may revoke your proxy by submitting new instructions to your broker, bank, or other agent, or if you have received a proxy from your broker, bank, or other agent giving you the right to vote your shares at the Annual Meeting, by attending the meeting virtually and voting during the meeting.

### SOLICITATION

These proxy materials are being provided in connection with the solicitation of proxies by the Company and are first being sent to stockholders on or about August 10, 2023. In addition to this mailing, the Company’s employees may solicit proxies personally, electronically or by telephone. The Company pays the costs of

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soliciting proxies. We also reimburse brokers and other nominees for their expenses in sending these materials to you and obtaining your voting instructions. Stockholders voting via the telephone or Internet should understand that there may be costs associated with telephonic or electronic access, such as usage charges from telephone companies and internet service providers, which must be borne by the stockholder.

### VOTES REQUIRED

The vote required for Proposal 1 for the election of directors by stockholders shall be the plurality of the votes cast with respect to a director nominee. This means that the ten director nominees receiving the highest number of affirmative “for” votes will be elected. As a result, any shares not voted “for” a particular nominee, whether as a result of a “withhold” vote or a “broker non-vote” (as defined below), will not be counted in such nominee’s favor and will have no effect on the outcome of the election.

Approval of Proposal 2 for the ratification of the selection of MaloneBailey LLP as our independent registered public accounting firm requires the affirmative vote of the holders of a majority of the voting power of the shares of stock present at the virtual Annual Meeting or represented by proxy and entitled to vote on the subject matter. An abstention will have the same effect as a vote against the proposal because an abstention represents a share considered present and entitled to vote.

If your shares are held by a broker, the broker will ask you how you want your shares to be voted. If you give the broker instructions, your shares must be voted as you direct. If you do not give instructions for Proposal 2 to ratify the selection of the Company’s independent registered public accounting firm, the broker may vote your shares at its discretion. For the election of directors, the broker cannot vote your shares at all. When that happens, it is called a “broker non-vote.” Broker non-votes are counted in determining the presence of a quorum at the meeting, but they will have no effect on the voting for the election of directors because they do not represent shares present and entitled to vote.

### QUORUM

In order to carry on the business of the meeting, we must have a quorum. This means that the holders of record of a majority of the voting power of the issued and outstanding shares of capital stock of the Company entitled to vote at the Annual Meeting must be represented at the Annual Meeting, either by proxy or present at the internet meeting.

Notwithstanding the foregoing, where a separate vote by a class or classes or series is required, a majority of the voting power of the issued and outstanding shares of such class or classes or series, present at the virtual Annual Meeting or represented by proxy, shall constitute a quorum entitled to take action with respect to the vote on that matter. None of the matters scheduled for a vote at the Annual Meeting require a separate vote by class or classes or series of common stock. Once a quorum is present to organize a meeting, it shall not be broken by the subsequent withdrawal of any stockholders.

### IMPLICATIONS OF BEING AN “EMERGING GROWTH COMPANY”

We qualify as an “emerging growth company” under the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”) and a “smaller reporting company” (as defined in the Securities and Exchange Commission (the “SEC”) rules) under the reporting rules set forth under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). As a result, we are permitted to, and intend to, rely on exemptions from certain disclosure requirements. For so long as we are an emerging growth company, we will not be required to:

- have an auditor report on our internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act;
- comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor’s report providing additional information about the audit and the financial statements (i.e., an auditor discussion and analysis);
- submit certain executive compensation matters to shareholder advisory votes, such as “say-on-pay,” “say-on-frequency” and pay ratio; and
- disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the CEO’s compensation to median employee compensation.



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In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the “Securities Act”) for complying with new or revised accounting standards.

In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period. Our financial statements may therefore not be comparable to those of companies that comply with such new or revised accounting standards.

We expect to take advantage of these reporting exemptions until we are no longer an emerging growth company or a smaller reporting company. We will remain an “emerging growth company” for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our total annual gross revenues exceed \$1.07 billion, (ii) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our class A common stock that are held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three year period. We will qualify as a smaller reporting company until our public float, as of the last day of our second fiscal quarter, exceeds \$250 million; because our common stock held by our directors, executive officers and our controlling stockholder and its affiliates are excluded from the calculation of public float, we anticipate qualifying as a smaller reporting company for the near future.

We have availed ourselves in this Proxy Statement of the reduced reporting requirements described above. Because we will be subject to ongoing public reporting requirements that are less rigorous than Exchange Act rules for companies that are not emerging growth or smaller reporting companies, stockholders could receive less information than they might expect to receive from more mature or larger public companies.

**DIRECTORS AND EXECUTIVE OFFICERS**OUR EXECUTIVE OFFICERS AND BOARD OF DIRECTORS**Directors and Executive Officers**

Set forth below is information regarding our directors and executive officers.

<b>Name</b>	<b>Age</b>	<b>Position</b>
David Anderson	50	Chief Executive Officer and Director
Dale Irwin	52	President
Robert Loughran	58	Chief Financial Officer
Scott MacKenzie	47	Chief Strategy Officer
Timothy Fazio	50	Chairman
George (Ted) Rogers	53	Vice Chairman
Andrew M. Bursky	66	Director
David Filippelli	50	Director
Jerome Lay	34	Director
Timothy Lowe	64	Director
Michael Neuscheler	62	Director
Daniel Rothaupt	72	Director
Jordan Kovler	43	Director

**David Anderson.** Mr. Anderson has served as our Chief Executive Officer and a member of our Board of Directors since October 2022. Since January 2020 Mr. Anderson has served, and continues to serve, as President and CEO of Millar Western Forest Products, an integrated forest products company based in Alberta, Canada, and a portfolio company of Atlas Holdings LLC and its affiliates (“Atlas Holdings”). Previous to January 2020, he held various roles with Millar Western, including serving as its Chief Operating Officer from 2018 to 2019 and serving as its Chief Financial Officer from 2016 to 2018. Mr. Anderson also serves as a member of Millar Western’s board of directors. Mr. Anderson earned a Bachelor of Science in Forestry and a Master of Business Administration from the University of Alberta and has been a CFA charterholder since 2016.

We believe that Mr. Anderson is qualified to serve on our Board of Directors because of his extensive leadership experience.

**Dale Irwin.** Mr. Irwin has served as our President since Greenidge was acquired by Atlas in February 2014 and began serving solely as President, overseeing day-to-day operations, in March of 2021. He previously also served as our Chief Executive Officer from 2014 until 2021. Mr. Irwin has more than 20 years of experience in leading teams and managing projects from idea to execution. In his 18+ years of experience in the energy sector, Mr. Irwin has managed numerous large and small-scale capital projects, including the conversion of Greenidge from a 1950s era coal-fired power plant to a modern, 21<sup>st</sup> century natural gas-powered plant and, ultimately, a fully compliant power plant-bitcoin mining company. He provides expertise in powerplant compliance, construction management, outage management, fossil fuel operations and maintenance training. Mr. Irwin holds a Bachelor’s degree in Organizational Management from Keuka College.

**Robert Loughran.** Mr. Loughran has served as our Chief Financial Officer since January 1, 2022, prior to which he provided consulting services to the Company’s financial department from June 2021. Before joining the Company, from April 2018 to June 2020, Mr. Loughran was employed as Vice President, Corporate Controller at Tronox Holdings plc, a preeminent titanium dioxide pigment, titanium ore and zircon producer. He previously was employed at Avon Products, Inc., a multinational cosmetic, skin care, fragrance and personal care company, from 2004 to 2018, serving in roles of increasing responsibility, including serving as Group Vice President, Chief Accounting Officer from April 2016 through March 2018. Mr. Loughran is a CPA and began his career as an auditor for six years with Price Waterhouse LLP. Mr. Loughran holds a Bachelor’s degree in Mathematics and Statistics from the University of Connecticut.

**Scott MacKenzie.** Mr. MacKenzie has served as our Chief Strategy Officer since October 2022. Since June 2019, he has served, and continues to serve, as the Vice President, Corporate Development for Millar Western, a portfolio company of Atlas Holdings. From June 2016 to June 2019, Mr. MacKenzie was the Director, Corporate

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Development and Strategic Planning at Stuart Olson, Inc., a construction services company based in Alberta, Canada. Prior to joining Stuart Olson, Mr. MacKenzie held various senior management roles with the ACTCO Group, an engineering and logistics company listed on the Toronto Stock Exchange. Mr. MacKenzie earned a Bachelor of Engineering from Lakehead University and a Master of Business Administration with a focus in finance and international business from the University of Alberta.

**Timothy Fazio.** Mr. Fazio has served as the Chairman of our Board of Directors since Greenidge was acquired by Atlas in February 2014. Mr. Fazio co-founded Atlas Holdings in 2002 and serves as its Co-Managing Partner. Since then, Atlas Holdings and its affiliated private investment funds have grown into a global family of manufacturing and distribution businesses. Prior to that, Mr. Fazio was Principal and Vice President at Pegasus Capital Advisors, L.P., a private investment partnership with approximately \$2 billion of capital under management focusing on control investments in middle-market companies at points of stress or significant change, from June 1999 to January 2002. Mr. Fazio is a 1996 graduate of the University of Pennsylvania, where he earned a B.A. in International Relations from the College of Arts and Sciences and a B.S. in Economics with a concentration in Finance from the Wharton School. He is a Fellow of the 2017 Class of the Aspen Institute's Finance Leadership Fellowship and a member of the Aspen Global Leadership Network. He serves on the Board of Advisors for the Center for High Impact Philanthropy at the University of Pennsylvania.

We believe Mr. Fazio is qualified to serve on our Board of Directors because of his extensive leadership experience.

**George (Ted) Rogers.** Mr. Rogers has served as Vice Chairman of our Board of Directors since March 2021. Before joining Greenidge, Mr. Rogers managed operations and conducted business development for Xapo, Inc., a bitcoin platform, from 2014 through 2019. While at Xapo, Inc., Mr. Rogers served on the board of directors and was a member of the Compliance Committee. He also served as President of Xapo, Inc. and oversaw the finance unit for four years and acted as a primary contact for auditors, during which period the company grew from inception to an approximately \$80 million in revenue. Since 2019, Mr. Rogers has worked to manage his portfolio of investment assets. Mr. Rogers brings years of experience in the cryptocurrency industry and an understanding of bitcoin to Greenidge's operations.

We believe Mr. Rogers is qualified to serve on our Board of Directors given his deep cryptocurrency industry knowledge and leadership experience.

**Andrew M. Bursky.** Mr. Bursky has served as a member of our Board of Directors since Greenidge was acquired by Atlas in February 2014. Mr. Bursky co-founded Atlas Holdings in 2002 and serves as its Co-Managing Partner. Since then, it has grown into a global family of manufacturing and distribution businesses. Prior to that, he was a Co-Managing Partner of Pegasus Capital Advisors, L.P., a private investment partnership with approximately \$2 billion of capital under management, from June 1999 to April 2002. He also co-founded Interlaken Capital in 1980, where he served as Managing Director until 1999, and was responsible for investment and business development activities, with a primary focus on industrial manufacturing, business and financial services, and distribution. Mr. Bursky is a 1978 graduate of Washington University in St. Louis, where he received a B.A. in economics and a B.S. and M.S. in chemical engineering. He also received an M.B.A. from Harvard in 1980. He serves as Chairman of the Board of Trustees and on the Executive Committee of the Board of Washington University, as a Director of the Washington University Investment Management Company and on the Executive Board of No Labels, an American centrist political organization composed of Republicans, Democrats, and independents whose mission is to combat partisan dysfunction in politics.

We believe Mr. Bursky is qualified to serve on our Board of Directors given his significant leadership experience.

**David Filippelli.** Mr. Filippelli has served as a member of our Board of Directors since Greenidge was acquired by Atlas in February 2014. He joined Atlas Holdings in 2014 and serves as a Partner and part of the investment team. Mr. Filippelli brings nearly two decades of policy and advocacy experience to his work supporting both Atlas Holdings' existing businesses and due diligence efforts, having held senior roles in both the public and private sectors. Prior to joining Atlas Holdings, Mr. Filippelli served as Chair of the governmental affairs practice of Gibbons P.C., a regional law firm headquartered in New Jersey. In this role, he led a team of lawyers and

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served as the primary public affairs advisor to several large companies, trade associations and nonprofit entities. Before entering the private sector, Mr. Filippelli served as legislative and communications director to a Member of Congress. Mr. Filippelli is a graduate of Fairfield University and American University's Washington College of Law.

We believe Mr. Filippelli is qualified to serve on our Board of Directors due to his legal background and leadership experience.

**Jerome Lay.** Mr. Lay has served as a member of our Board of Directors since Greenidge was acquired by Atlas in February 2014. He joined Atlas Holdings in 2009 and has served as a Partner since 2018, where he is responsible for investment and business development activities. Mr. Lay has participated in the formation, financing and oversight of several Atlas Holdings portfolio companies and has led the evaluation and analysis of numerous opportunities. He focuses on investments in merchant power generation and was part of the team at Atlas Holdings that acquired the power plant assets of Greenidge. Mr. Lay also serves on the board of directors for NPX One Holdings LLC, where he is a member of the Audit Committee, and Granite Shore Power LLC, where he is a member of the Audit and Compensation Committee. Mr. Lay is a 2009 graduate of Washington University in St. Louis with a B.S. in mechanical engineering.

We believe Mr. Lay is qualified to serve on our Board of Directors given his experience relating to the power generation industry and leadership experience.

**Timothy Lowe.** Mr. Lowe has served as a member of our Board of Directors since Greenidge was acquired by Atlas in February 2014. He has decades of experience in the pulp and paper industry, having previously served as the Chief Executive Officer of Twin Rivers Paper from June 2013 to June 2016 and prior to that, having served as the Chief Executive Officer of Finch Paper and of Northern Pulp until its sale in 2011. He previously worked at Domtar Industries Inc. for nearly 30 years in progressively senior roles, including General Manager of the Domtar Pulp Mill in Woodland, Maine. Mr. Lowe has served as a director of Twin Rivers since June 2016 and currently serves as the Chairman of the Advisory Board of Twin Rivers. Mr. Lowe also serves as a member of the Board of Managers of Finch Paper and has done so since June 2014 and the Board of Managers New Wood Resources since 2019.

We believe Mr. Lowe is qualified to serve on our Board of Directors given his deep leadership experience.

**Michael Neuscheler.** Mr. Neuscheler has served as a member of our Board of Directors and the Chairman of the Audit Committee since March 2021. Prior to joining Greenidge, Mr. Neuscheler founded and served as a director and Chief Executive Officer of Ivy Rehab Holdings, Inc., a private equity sponsored healthcare provider, from 2003 through 2017. He spent twelve years as an auditor and CPA at Ernst & Young LLP, a public accounting firm. He also served as Chief Financial Officer of Professional Sports Care Management, International Telecommunications Data Systems and i3 Mobile, all three of which were publicly traded companies and two of which involved IPOs. Mr. Neuscheler has significant experience with private equity sponsored entities and experience with numerous mergers and acquisitions.

We believe Mr. Neuscheler is qualified to serve on our Board of Directors because of his extensive experience and knowledge of accounting and financial matters as well as audit functions.

**Daniel Rothaupt.** Mr. Rothaupt has served as a member of our Board of Directors since Greenidge was acquired by Atlas in February 2014. Mr. Rothaupt also serves as the Operating Partner of Atlas Holdings and has advised Atlas Holdings regarding various business matters since 2014. He has more than 30 years of experience in operations, maintenance and new project development in the power generation industry. He previously worked for AES Corporation, a global energy company, serving as Plant Manager and Vice President of Operations for Eastern North America. He is a graduate of the U.S. Coast Guard Academy with a degree in Engineering. Mr. Rothaupt serves as an advisor to Atlas Holdings in the power generation industry.

We believe Mr. Rothaupt is qualified to serve on our Board of Directors given his extensive experience and knowledge in the power generation industry.

**Jordan Kovler.** Mr. Kovler has served on our Board of Directors since March 2023 when we expanded the size of the Board to ten directors. He co-founded a consulting and proxy advisory firm, Harkins, Kovler, Leventhal & Co., LLC doing business as HKL & Co., LLC, in 2016 and has served as a managing director of the firm since

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its founding. Since June 2022, he has also served as an advisor to the technology services company Genesis Block LLC. Prior to co-founding HKL& Co., LLC, he worked at D.F. King & Co., a proxy solicitation firm, in progressively senior roles, including as Senior Vice President. Mr. Kovler holds a Bachelor of Arts degree from Trinity College.

We believe that Mr. Kovler is qualified to serve on our Board of Directors given his leadership experience advising public companies as well as his experience in the crypto industry.

Directors hold office until the next annual meeting of the stockholders or until their successors have been elected and qualified. Executive officers serve at the pleasure of the board of directors and may be removed with or without cause at any time, subject to contractual obligations between the executive officer and us, if any.

### BOARD DIVERSITY MATRIX

The following Board Diversity Matrix presents our Board diversity statistics in accordance with Nasdaq Stock Market LLC (“Nasdaq”) Rule 5606, as self-disclosed by our directors. Each of the categories listed in the below table has the meaning as it is used in Nasdaq Rule 5605(f).

#### **Board Diversity Matrix (as of August 10, 2023)**

Total Number of Directors: 10				
<b>Part I: Gender Identity</b>	<b>Female</b>	<b>Male</b>	<b>Non-Binary</b>	<b>Did Not Disclose Gender</b>
Directors	—	10	—	—
<b>Part II: Demographic Background</b>				
African American or Black	—	—	—	—
Alaskan Native or American Indian	—	—	—	—
Asian	—	1	—	—
Hispanic or Latinx	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	—	9	—	—
Two or More Races or Ethnicities	—	—	—	—
LGBTQ+	—	—	—	—
Did Not Disclose Demographic Background	—	—	—	—

### BOARD MEETING QUORUM REQUIREMENTS

Our Amended and Restated Bylaws (“Bylaws”) provide that a majority of the total number of directors then in office will constitute a quorum.

Our Board of Directors meets periodically during the year to review significant developments affecting us and to act on matters requiring the approval of our Board of Directors. Our Board of Directors met 7 times during 2022. During 2022, each director other than Mr. Bursky attended at least 75% of the aggregate of (1) the total number of meetings of our Board of Directors held during the period for which he had been a director and (2) the total number of meetings held by all committees of our Board of Directors on which he served during the periods that he served.

We encourage our directors and nominees for director to attend our Annual Meeting.

### BOARD COMMITTEES

Our Board has established an Audit Committee and a Compensation Committee, each with its own charter posted on our website at <https://ir.greenidge.com/>. These committees aim to strengthen and support our corporate governance structure.

#### ***Audit Committee***

Our Audit Committee consists of at least three directors determined by the Board of Directors to meet the independence, financial literacy and other requirements of Nasdaq and applicable federal law, including Section 10A(m)(3) of the Exchange Act and the rules and regulations of the SEC. All directors must be

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“Non-Employee Directors” as defined by Rule 16b-3 under the Exchange Act. The members of the Audit Committee are appointed by our Board and may be removed by the Board of Directors in its discretion. The Audit Committee is entitled to delegate any of its responsibilities to subcommittees as the Audit Committee may deem appropriate, provided the subcommittees are composed entirely of directors who meet the above-listed criteria.

Currently, our Audit Committee consists of Michael Neuscheler, Timothy Lowe and Daniel Rothaupt. Michael Neuscheler serves as the Chairman of our Audit Committee. Messrs. Neuscheler, Lowe and Rothaupt meet the requirements for independence under the Nasdaq listing standards and SEC rules and regulations. Each member of our Audit Committee also meets the financial literacy and sophistication requirements of the Nasdaq listing standards.

We are required to provide the Audit Committee with the appropriate funding for payment of (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for Greenidge, (ii) compensation to any advisors employed by the Audit Committee and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee holds meetings as often as required, but no less than two (2) times per year. Minutes of each meeting of the Audit Committee are prepared by the Secretary of Greenidge or his or her or the Committee’s designee and approved by the Audit Committee. Such minutes are filed with the books and records of the Company.

The Audit Committee assists our Board in its oversight of: (1) the integrity of our financial statements, (2) the independent auditor’s qualifications and independence, (3) the performance of any internal audit function and independent auditors, and (4) our compliance with legal and regulatory requirements not specifically delegated to our other committees. In particular, the Audit Committee has the following duties:

- appointing, compensating, retaining and overseeing the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for Greenidge, and each such registered public accounting firm must report directly to the Audit Committee;
- selection and oversight of any internal auditor;
- reviewing and approving the appointment and replacement of the head of any internal auditing department;
- advising the head of any internal auditing department that he or she is expected to provide to the Audit Committee summaries of and, as appropriate, the significant reports to management prepared by the internal auditing department and management’s responses thereto;
- recommending and approving the compensation plan for the head of any internal audit in consultation with management;
- advising management, any internal auditing department and the independent auditors that they are expected to provide to the Audit Committee a timely analysis of significant financial reporting issues and practices and significant internal audit controls and procedures;
- reviewing and approving the annual audit plan and audit fee submitted by the independent auditors and discussing with the independent auditors the overall approach to and scope of the audit examination with particular attention focused on those areas where either the Audit Committee, the Board, management or the independent auditors believe special emphasis is desirable;
- reviewing and discussing with the independent auditors and management the audited financial statements, the results of the audit and the independent auditors’ report or opinion on matters related to the performance of such audit;
- reviewing any other financial statements or reports, as requested by management or determined by the Audit Committee, which are required to be filed with any federal, state or local regulatory agency prior to filing with the appropriate regulatory body;

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- reviewing and reassessing the adequacy of the Audit Committee charter on an annual basis, and making recommendations as to changes thereto as may be necessary or appropriate; and
- reporting its activities to the full Board on a regular basis, and making such recommendations the Audit Committee deems necessary or appropriate.

Our Audit Committee reviews the Audit Committee charter annually. The Audit Committee held 4 meetings during 2022.

### ***Compensation Committee***

The Compensation Committee consists of at least two members of our Board, each of whom, following the time at which we are no longer a “controlled company” as defined under the Nasdaq rules, shall qualify as “independent” under the Nasdaq independence rules and shall also be “Non-Employee Directors” as defined by Rule 16b-3 under the Exchange Act. The members of our Compensation Committee elect a chairperson to preside at all meetings of the Compensation Committee. The Compensation Committee has the authority to delegate any of its responsibilities to subcommittees as the Compensation Committee may deem appropriate, provided the subcommittees are composed entirely of directors who meet the above-listed criteria.

Currently, our Compensation Committee consists of Timothy Fazio and Jerome Lay. Timothy Fazio serves as the Chairman of our Compensation Committee. As a “controlled company,” our Compensation Committee is not required to be comprised of entirely independent directors.

The Compensation Committee holds meetings as often as required. Minutes of each meeting of the Compensation Committee are prepared by the Secretary of Greenidge or his or her or Committee’s designee and approved by the Compensation Committee. Such minutes are filed with the books and records of the Company.

The Compensation Committee is established to discharge certain of our Board’s responsibilities relating to compensation of our executive officers and directors. In particular, the Compensation Committee has the following duties:

- Making and approving all option grants and other issuances of our equity securities to our chief executive officer and other executive officers;
- Approving all other option grants and issuances of our equity securities as compensation, and recommending that our full Board make and approve such grants and issuances;
- Establishing corporate and individual goals and objectives relevant to compensation of our chief executive officer and other executive officers, and evaluating each such officer’s performance in light of those goals and objectives and certifying achievement of such goals and objectives;
- Determining the compensation of our chief executive officer;
- Determining the compensation of the Chairman of our Board and reviewing and making recommendations to our Board regarding director compensation;
- Recommending the compensation of our executive officers (other than the chief executive officer) to our Board for determination;
- Administering our cash and equity incentive plans;
- Preparing an annual compensation discussion and analysis for inclusion in our annual proxy statement in accordance with applicable SEC rules and regulations, which shall be prepared following discussion thereof with our management;
- Reviewing and evaluating, at least annually, the Compensation Committee charter and the adequacy of the Compensation Committee charter, as well as the performance of the Compensation Committee; and
- Performing any other duties or responsibilities expressly delegated to the Compensation Committee by our Board from time to time.

Our Compensation Committee reviews the Compensation Committee charter annually. The Compensation Committee held one meeting during 2022.

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**Nominating and Corporate Governance Committee**

We do not have a standing nominating and corporate governance committee, though we intend to form a nominating and corporate governance committee as and when required to do so by law or Nasdaq rules. As there is no standing nominating and corporate governance committee, we do not have a nominating and corporate governance committee charter in place.

**DIRECTOR COMPENSATION**

Our Compensation Committee has previously approved the following annual cash retainers for each of our non-employee directors: \$30,000 for service as a member of the Board; \$20,000 for service as the Vice Chair of the Board; and \$10,000 for service as the Chair of the Audit Committee. For 2022, our non-employee directors received cash retainers for their service as directors during 2022 in the amounts set forth in the table below.

Mr. Anderson does not receive any compensation for his services provided to us as a director. Messrs. Fazio, Bursky, Filippelli and Lay do not receive any compensation from us.

The table below sets forth information regarding non-employee director compensation for the year ended December 31, 2022.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(2)</sup>	Total (\$)
Timothy Fazio	—	—	—	—
George (Ted) Rogers	50,000	—	—	50,000
Andrew M. Bursky	—	—	—	—
Timothy Lowe	30,000	—	—	30,000
Daniel Rothaupt	30,000	—	—	30,000
David Filippelli	—	—	—	—
Jerome Lay	—	—	—	—
Michael Neuscheler	—	40,000	—	40,000

(1) Represents the aggregate grant date fair value of stock awards granted, computed in accordance with Financial Accounting Standards Codification (“FASB”) Topic 718. The 2021 stock awards consist of grants of RSUs granted pursuant to the Greenidge Generation Holdings Inc. 2021 Equity Incentive Plan (the “2021 Equity Incentive Plan”). The restricted stock units (“RSUs”) vest in equal annual installments on each of the first, second and third anniversaries of the grant date. As of December 31, 2022, our non-employee directors each held the following number of RSUs: Mr. Rogers—172,400; Mr. Lowe—24,000; Mr. Rothaupt—24,000; and Mr. Neuscheler—51,720.

(2) Represents the aggregate grant date fair value of Options granted, computed in accordance with FASB Topic 718.



## CORPORATE GOVERNANCE

We have adopted corporate governance policies and established committees of the Board in a manner that we believe will closely align our interests with those of our stockholders. Notable features of this corporate governance include:

- independent director representation on our Audit and Compensation Committees, when we can no longer or choose not to take advantage of the “controlled company” exemption outlined below, and regular “executive session” meetings of our independent directors without the presence of our corporate officers or non-independent directors;
- qualification of at least one of our directors as an “audit committee financial expert” as defined by the SEC; and
- adoption of other corporate governance best practices, including limits on the number of directorships held by our directors to prevent “overboarding” and implementation of a robust director education program.

### BOARD LEADERSHIP STRUCTURE

With respect to the roles of Chairman of the Board and Chief Executive Officer, our Corporate Governance Guidelines provide that the roles may be separated or combined, and our Board of Directors is able to exercise its discretion in combining or separating these positions as it deems appropriate in light of prevailing circumstances. Our Corporate Governance Guidelines provide the flexibility for our Board of Directors to modify our leadership structure in the future as appropriate. Currently, the roles of Chief Executive Officer and Chairman of the Board are separated, with Mr. Anderson serving as the former and Mr. Fazio serving as the latter.

### DIRECTOR INDEPENDENCE

Nasdaq’s rules generally require that a majority of an issuer’s board of directors must consist of independent directors. Our Board currently consists of ten directors, five of whom are not independent within the meaning of Nasdaq’s rules. Our Board has determined that each of Messrs. Neuscheler, Rogers, Rothaupt, Lowe and Kovler, are independent.

### RISK OVERSIGHT

Our risk management process places day-to-day responsibility for identifying and managing the Company’s risks on senior management. The Board is responsible for overseeing management in the execution of its risk management responsibilities and for assessing the Company’s approach to risk management. The Board accomplishes this oversight function either through the full Board or through its Audit, Capital, and Affiliate Transaction Committees, each of which examines various components of the Company’s enterprise risks as part of its responsibilities. The full Board regularly assess enterprise strategic risks, and a risk review is inherent in the Board’s consideration of our strategies and in the transactions and other matters presented to the Board, such as capital expenditures, potential transactions and significant financial matters.

The Audit Committee periodically reviews our accounting, reporting and financial practices, including the integrity of our financial statements, the surveillance of administrative and financial controls and our compliance with legal and regulatory requirements. Through its regular meetings with management, including the finance, legal and information technology functions, the Audit Committee reviews and discusses all significant areas of our business and summarizes for the Board of Directors all areas of risk and the appropriate mitigating factors.

The Capital Committee of the Board oversees issues relating to compliance with our Purchase Authority Policy, and the Affiliate Transaction Committee of the Board reviews, evaluates, negotiates, authorizes, and approves any transactions involving our controlling shareholder and its affiliates, on the one hand, and the Company and its affiliates, on the other hand.

### ANTI-HEDGING AND ANTI-PLEDGING POLICY

Our Insider Trading Policy prohibits all employees and members of our Board of Directors from engaging in the purchase or sale of financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of our securities.

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Our Insider Trading Policy further prohibits persons covered by our Insider Trading Policy from holding Company securities in a margin account or any other account that could cause the Company's common stock to be subject to a margin call or otherwise pledging Company securities as collateral for a loan.

### COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of the Compensation Committee was at any time during the year 2022, or at any other time, one of our officers or employees. We are party to certain transactions described in "Certain Relationships and Related Party Transactions." None of our executive officers has served as a member of a compensation committee (or other committee serving an equivalent function) of any entity, whose executive officers served as a director of our Board or member of our Compensation Committee.

### CODE OF BUSINESS CONDUCT AND ETHICS

We have adopted a code of business conduct and ethics applicable to our directors, officers and employees. A copy of that code is available on our website at [www.ir.greenidge.com/](http://www.ir.greenidge.com/).

### DIRECTOR NOMINATIONS AND SELECTION

Our Board is responsible for reviewing, at least annually, the appropriate skills and experience required of Board members. We have not formally established any specific, minimum qualifications that must be met or skills that are necessary for directors to possess. In general, in identifying and evaluating nominees for director, our Board considers educational background, diversity of professional experience, knowledge of our business, integrity, professional reputation, independence, wisdom, and the ability to represent the best interests of our stockholders.

In accordance with Rule 5605 of the Nasdaq rules, a majority of the independent directors may recommend a new director nominee for selection by the Board of Directors. Our Board believes that the independent directors can satisfactorily carry out the responsibility of properly selecting or approving director nominees without the formation of a standing nominating and corporate governance committee. The directors who will participate in the consideration and recommendation of director nominees are Messrs. Neuscheler, Rogers, Rothaupt, Lowe and, Kovler. Our Board recommends candidates for election to the Board in accordance with the policies, principles and criteria described in our Corporate Governance Guidelines. Our Board is responsible for recommending the nomination of those incumbent directors it deems appropriate for re-election to the Board upon the expiration of such director's term.

### STOCKHOLDER RECOMMENDATIONS

Our Board will consider director candidates recommended for nomination by our stockholders during such times as they are seeking proposed nominees to stand for election at the next annual meeting of stockholders (or, if applicable, a special meeting of stockholders). A stockholder that wishes to nominate a director for election to our Board should follow the procedures set forth in our Bylaws.

### BOARD SELF-ASSESSMENT

At least annually, the Board, or a committee designated by the Board, will oversee an evaluation of the performance of the Board against our Corporate Governance Guidelines. As part of this process, the Board will conduct a self-evaluation to determine whether the Board and its committees are functioning effectively.

### EXECUTIVE SESSIONS OF INDEPENDENT BOARD MEMBERS

Our Corporate Governance Guidelines provide that our independent directors will meet in executive session at least twice per year, with no members of management or non-independent directors present.

### COMMUNICATING WITH OUR DIRECTORS

Our Board welcomes communications from the Company's stockholders, and it is the policy of the Company to facilitate communication from stockholders. The Board generally believes it is in the Company's best interests that designated members of management speak on behalf of the Company. Stockholders and other interested parties wishing to communicate with the Board or with an individual Board member concerning the Company

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may do so by writing to the Board or to a particular Board member, by mailing such correspondence to Board of Directors, c/o Greenidge Generation Holdings Inc., 135 Rennell Drive, 3<sup>rd</sup> Floor, Fairfield, CT 06890, Attn: Chief Financial Officer. Please indicate on the envelope whether the communication is intended for the Board as a group or any specific director.

The Board has instructed the Chief Financial Officer to examine incoming communications and forward to the Board or individual directors, as appropriate, communications he deems appropriate for delivery to the Board or individual director. Certain types of communications will not be forwarded and will be redirected as appropriate.

## CORPORATE GOVERNANCE GUIDELINES

We are committed to adhering to corporate governance practices that meet applicable U.S. corporate governance standards. Our Board has adopted Corporate Governance Guidelines that serve as a flexible framework within which our Board and its committees operate. These guidelines cover a number of areas including the size and composition of the Board, board membership criteria and director qualifications, director responsibilities, board agenda, meetings of independent directors, committee responsibilities and assignments, board member access to management and independent advisors, director communications with third parties, director compensation, director orientation and continuing education, evaluation of senior management and management succession planning. The full text of our Corporate Governance Guidelines may be viewed at our website at [www.ir.greenidge.com/](http://www.ir.greenidge.com/).

## DELINQUENT SECTION 16(A) REPORTS

Section 16(a) of the Exchange Act requires our directors, certain officers and any beneficial owners of more than 10% of our common stock to file reports relating to their ownership and changes in ownership of our common stock with the SEC and Nasdaq by certain deadlines. Based on a review of Section 16 filings with respect to our Company made during or with respect to the portion of the year ended December 31, 2022 during which Section 16(a) was applicable to such persons, we believe that each of our directors, executive officers and 10% stockholders were in compliance with the filing requirements applicable to them other than one late Form 4 filed by Robert Loughran reporting one transaction.

**PROPOSAL 1**

**ELECTION OF DIRECTORS**

The Board has nominated the following ten director candidates, all of whom currently serve as our directors, for reelection to serve as a director: David Anderson, Timothy Fazio, George (Ted) Rogers, Andrew M. Bursky, David Filippelli, Jerome Lay, Timothy Lowe, Michael Neuscheler, Daniel Rothaupt, and Jordan Kovler. Each of these nominees has agreed to stand for reelection at the Annual Meeting. Our management has no reason to believe that any nominee will be unable to serve. If elected at the Annual Meeting, each of these nominees would serve until the annual meeting of stockholders to be held in 2024 and until his successor has been duly elected and qualified, or until the director's earlier death, resignation or removal.

The Company representative named in this proxy intends to vote for the election of each of the director nominees above, unless you indicate on your proxy that your vote should be withheld from any or all of the nominees. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead be voted for the election of a substitute nominee proposed by our Board of Directors.

For details regarding the qualifications and the specific experiences, qualifications and skills of each of our director nominees, see "Directors and Executive Officers" on page [5](#).

**VOTES REQUIRED**

Approval of Proposal 1 requires the plurality of the votes cast with respect to a director nominee. This means that the ten director nominees receiving the highest number of affirmative "for" votes will be elected.

**The Board recommends you vote FOR each of the nominated directors.**

**PROPOSAL 2****RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board has approved the selection of MaloneBailey LLP as our independent registered public accountants to audit our financial statements for the year ending December 31, 2023. We are asking that you ratify that appointment, although your ratification is not required. A MaloneBailey LLP representative will attend the Annual Meeting to answer appropriate questions and to make a statement if he or she desires.

As we disclosed in a Current Report on Form 8K filed on May 12, 2023, the Audit Committee appointed MaloneyBailey as our new independent registered public accountant to replace Armanino LLP after having been advised by Armanino LLP on May 10, 2023, that upon completion of its review of our unaudited financial statements for the three months ended March 31, 2023, Armanino LLP would decline to stand for reappointment as our independent registered public accountants.

***Armanino LLP Information***

The following table presents fees for professional services rendered by Armanino LLP during the years ended December 31, 2021 and December 31, 2022 (in thousands). All services that occurred during 2021 and 2022, which is the period subsequent to Armanino LLP becoming our independent public accounting firm, were approved by the Audit Committee in accordance with the approval policy referred to below.

<b>For the Year Ended December 31, 2022 (in thousands)</b>	<b>2022</b>	<b>2021</b>
Auditor fees <sup>(1)</sup>	\$483	\$852
All other fees	—	—
<b>Total</b>	<b>\$483</b>	<b>\$852</b>

- (1) Audit fees consist of aggregate fees for professional services, including out-of-pocket expenses, provided in connection with the audits of our consolidated financial statements, reviews of interim financial statements included in filings with the SEC, including services performed in connection with our S-1, S-4, and S-8 registration statements and other audit services required for SEC or other regulatory filings and related comfort letters, consents and assistance with and review of documents filed with the SEC in 2021 and 2022.

***Audit Committee Approval Policies and Procedures***

The Audit Committee charter sets forth our policy regarding retention of the independent auditors, giving the Audit Committee responsibility for the appointment, replacement, compensation, evaluation and oversight of the work of the independent auditors. As part of this responsibility, our Audit Committee approves the audit and non-audit services performed by our independent auditors in order to assure that they do not impair the auditor's independence from the Company. The Audit Committee has adopted a policy which sets forth the procedures and the conditions pursuant to which services proposed to be performed by the independent auditors may be approved.

**VOTES REQUIRED**

Approval of Proposal 2 requires the affirmative vote of a majority of the shares entitled to vote and present in person or represented by proxy at the virtual Annual Meeting. Abstentions are considered shares present and entitled to vote on this proposal and, thus, will have the same effect as a vote "AGAINST" this proposal.

**The Board recommends you vote FOR the ratification of the selection of MaloneBailey LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2023.**

## AUDIT COMMITTEE REPORT

*The following report of the audit committee is not “soliciting material,” is not deemed “filed” with the SEC and is not to be incorporated by reference into any other of the Company’s filings under the Securities Act or the Exchange Act, except to the extent we specifically incorporate this report by reference therein.*

The audit committee is comprised of three non-management directors, each of whom is independent as that term is defined in the NASDAQ Marketplace Rules and satisfies the audit committee independence standard under Rule 10A-3(b)(1) of the Exchange Act.

The audit committee operates under a written audit committee charter that was approved by the audit committee and board of directors. The audit committee held 4 meetings during 2022.

The audit committee has reviewed and discussed with management of the Company and Armanino LLP, the independent registered public accounting firm for the Company for the 2022 fiscal year, the audited financial statements of the Company for the year ended December 31, 2022. The audit committee has discussed with Armanino LLP the matters required to be discussed by Auditing Standard No. 1301, “Communications with Audit Committees” issued by the Public Company Accounting Oversight Board, as in effect on the date of this proxy statement.

Armanino LLP provided to the audit committee the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant’s communication with the audit committee concerning independence, and the audit committee discussed with Armanino LLP the latter’s independence, including whether its provision of non-audit services compromised such independence.

Based on the reviews and discussions described above, the audit committee recommended to the board of directors that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2022, for filing with the SEC.

*Submitted by the Members of the Audit Committee*

Michael Neuscheler

Timothy Lowe

Daniel Rothaupt

**EXECUTIVE COMPENSATION**

This section sets forth the compensation of our principal executive officer and our two other most highly compensated executive officers for the year ended December 31, 2022 (our “NEOs”). Our NEOs are:

- David Anderson, our Chief Executive Officer;
- Jeffrey E. Kirk, our former Chief Executive Officer;
- Terence A. Burke, our former General Counsel; and
- Scott MacKenzie, our Chief Strategy Officer.

As an “emerging growth company” under the JOBS Act, we are permitted to rely on exemptions from certain disclosure requirements that are applicable to other public companies that are not emerging growth companies. Accordingly, we have not included in this section a compensation discussion and analysis of our executive compensation programs or tabular compensation information other than the “Summary Compensation Table” and the “Outstanding Equity Awards at Fiscal Year-End” table below. In addition, for so long as we are an emerging growth company, we will not be required to provide disclosure regarding pay versus performance or submit certain executive compensation matters to our stockholders for advisory votes, such as “say-on-pay” and “say-on-frequency” votes.

**SUMMARY COMPENSATION TABLE**

The following table sets forth the compensation of our NEOs for service in all capacities for the year ended December 31, 2022 and the year ended December 31, 2021.

Name and Principal Position	Year	Salary (\$)	Bonus (\$) <sup>(5)</sup>	Stock Awards (\$) <sup>(6)</sup>	Option Awards (\$) <sup>(7)</sup>	All Other Compensation (\$) <sup>(8)</sup>	Total Compensation (\$)
David Anderson <sup>(1)</sup> <i>Chief Executive Officer</i>	2022	93,208	—	—	1,855,951	—	1,947,899
Jeffrey E. Kirt <sup>(2)</sup> <i>Chief Executive Officer</i>	2022	450,000	—	424,200	—	179,807	1,053,287
	2021	157,692	750,000	3,500,860	—	—	4,408,552
Scott MacKenzie <sup>(3)</sup> <i>Chief Strategy Officer</i>	2022	41,538	—	—	1,225,866	—	—
Terence A. Burke <sup>(4)</sup> <i>General Counsel</i>	2022	400,000	131,972	70,793			

- (1) Mr. Anderson commenced employment with the Company in October 2022 replacing Jeffrey E. Kirt.
- (2) Mr. Kirt’s employment with the Company terminated in October 2022. Pursuant to the terms of his Letter Agreement with the Company, as described in “Elements of Executive Compensation—Employment Arrangements with our NEOs—Letter Agreement with Mr. Kirt, Mr. Kirt continues to provide consulting services to the Company through October 10, 2023.
- (3) Mr. MacKenzie commenced employment with the Company in October 2022.
- (4) Mr. Burke’s employment with the Company terminated on May 30, 2023.
- (5) Includes bonus payments made to our NEOs as described in “Elements of Executive Compensation—Annual Cash Bonus.”
- (6) Represents the aggregate grant date fair value of stock awards granted, computed in accordance with FASB Topic 718. The stock awards consist of grants of RSUs granted pursuant to the 2021 Equity Incentive Plan. Terms of the RSUs are summarized in “Elements of Executive Compensation—Equity Awards During 2021” below. The assumptions made when calculating the amounts reported are found in Note 12: “Equity Based Compensation” to our audited consolidated financial statements included in Part II, Item 8 of our 2021 Annual Report.
- (7) Represents the aggregate grant date fair value of Stock Options (“Options”) granted, computed in accordance with FASB Topic 718. The Options were granted pursuant to the 2021 Equity Incentive Plan. Terms of the Options are summarized in “Elements of Executive Compensation—Equity Awards During 2021 and 2022” below. The assumptions made when calculating the amounts reported are found in Note 12: “Equity Based Compensation” to our audited consolidated financial statements included in Part II, Item 8 of our 2021 Annual Report.
- (8) For Mr. Kirt, includes payments for his consulting services to the Company from October 2022 through December 31, 2022 equal to \$173,076 and the cost of Bloomberg terminal subscription fees equal to \$6,010. For Mr. Burke, includes 401(k) matching contributions equal to \$12,200 and relocation and temporary housing costs equal to \$11,076.

ELEMENTS OF EXECUTIVE COMPENSATION

**Base Salary**

Base salaries are intended to provide a level of compensation sufficient to attract and retain an effective management team, when considered in combination with the other components of our executive compensation program. As of December 31, 2022, Mr. Anderson's base salary was \$400,000, Mr. Burke's base salary was \$400,000 and Mr. MacKenzie's base salary was \$180,000.

**Annual Cash Bonus**

With respect to 2021, Mr. Kirt received an annual discretionary bonus as determined by the Compensation Committee and with respect to 2022, Mr. Burke received a contractual bonus when joining the Company as well as a discretionary bonus. Cash bonuses paid to each NEO for 2022 are set forth in the "Summary Compensation Table" above.

**Equity Awards**

During 2021, Mr. Kirt was granted equity awards pursuant to the 2021 Equity Incentive Plan and during 2022, Messrs. Anderson and MacKenzie were granted equity awards. On a go forward basis, the Company generally intends to grant annual equity awards pursuant to the 2021 Equity Incentive Plan to senior management, including our NEOs.

Kirt RSUs

On March 8, 2021, Mr. Kirt received an award of RSUs in respect of 344,800 shares of the Company's class A common stock. Mr. Kirt's RSUs were scheduled to vest in equal annual installments on each of March 8, 2022, March 8, 2023 and March 8, 2024. On December 28, 2021, the Company determined to accelerate the vesting of 114,933 of RSUs granted to Mr. Kirt, originally vesting on March 8, 2022, such that the RSUs vested on December 28, 2021, subject to clawback and offset against any other amount due and payable to Mr. Kirt if the RSUs would not otherwise have vested on March 8, 2022 in accordance with the RSU Award Agreement, dated March 8, 2021, between Mr. Kirt and the Company.

Anderson and MacKenzie Options

On October 10, 2022, Mr. Anderson was granted Options exercisable for 1,852,812 shares of the Company's Class A common stock and Mr. MacKenzie was granted Options granted exercisable for 1,224,030 shares of the Company's Class A common stock. The Options will vest in equal annual installments on each of the first, second and third anniversaries of the grant date, subject to Messrs. Anderson's and MacKenzie's continued service to the Company through the applicable vesting dates, respectively.

EMPLOYMENT AGREEMENTS WITH OUR NEOS

Other than as set forth below, all of our NEOs are employees at will and do not have employment agreements with us.

Employment Agreement with Mr. Burke

On November 15, 2021, the Board approved, and the Company entered into, an Employment Agreement with Mr. Burke. Mr. Burke's Employment Agreement provides that Mr. Burke will be eligible for (i) an annual base salary of \$400,000, (ii) a target annual bonus opportunity of up to 50% of Mr. Burke's annual base salary, 50% of which will be paid in RSUs under the 2021 Equity Incentive Plan, vesting in equal annual installments on the first three anniversaries of the grant date, subject to Mr. Burke's continued employment through each vesting date and otherwise subject to approval by the board of directors of the Company and the terms and conditions of the 2021 Equity Incentive Plan, unless otherwise mutually determined by the Board and Mr. Burke, and (iii) a one-time cash signing bonus of up to \$81,972, (iv) a grant of RSUs with respect to 4,085 shares of class A common stock, vesting in equal annual installments on the first two anniversaries of the January 3, 2022 and (v) reimbursement for reasonable expenses incurred in connection with Mr. Burke's relocation (other than expenses incurred in connection with or losses resulting from the sale or purchase of Mr. Burke's home) and the provision of temporary housing for a period of not less than 30 days.



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If Mr. Burke's employment with the Company is terminated by the Company without Cause or Mr. Burke resigns with Good Reason (as each term is defined in his Employment Agreement), in addition to any accrued base salary through and including the date of termination and any amounts or benefits required to be paid or provided under applicable law or accrued and vested under the benefit plans of the Company (the "Accrued Amounts"), Mr. Burke will be entitled to receive, subject to execution of a release and compliance with restrictive covenants: (i) continued payment of his annual base salary for a period of 12 months following the date of termination; (ii) Company-subsidized COBRA coverage equal to the same portion of the monthly premium the Company pays for active employees until the earlier of (x) the one-year anniversary of the date of termination or (y) the date Mr. Burke becomes eligible for health insurance coverage under the health plan of another employer; (iii) an amount equal to 100% of Mr. Burke's target annual bonus opportunity for the fiscal year in which the termination of employment occurs, payable on the first anniversary of the date of termination; (iv) any earned but unpaid annual bonus for the completed fiscal year that ended prior to the fiscal year in which the termination of employment occurs, payable on the date such annual bonuses are paid to similarly situated employees of the Company; (v) accelerated vesting of any outstanding unvested RSUs granted to Mr. Burke in connection with his commencement of employment with the Company; and (vi) continued vesting of any other time-vesting RSUs that would have vested in the 12-month period following the date of termination. If Mr. Burke's employment is terminated due to death or Disability (as defined in his Employment Agreement), Mr. Burke will be entitled to receive, subject to execution of a release and compliance with restrictive covenants, the Accrued Amounts, accelerated vesting of any outstanding unvested RSUs granted to Mr. Burke in connection with his commencement of employment with the Company and pro rata vesting of any other time-vesting RSUs based on the period employed prior to termination.

### Letter Agreement with Mr. Kirt.

In connection with Mr. Kirt's resignation from his previous roles with the Company and transition to providing consulting services to the Company, on October 10, 2022, the Board approved and, subsequently, the Company and Mr. Kirt entered into a Letter Agreement that describes the terms of Mr. Kirt's separation of employment from the Company and the terms of his consulting services to the Company, which are scheduled to continue through October 10, 2023 (the "Consulting Period"). In exchange for Mr. Kirt's consulting services, and subject to his execution and non-revocation of a general release of claims in favor of the Company and compliance with restrictive covenants, Mr. Kirt will receive payment of \$750,000 in equal installments over the Consulting Period and Company coverage of his Bloomberg terminal subscription fees during the Consulting Period, as well as accelerated vesting to October 10, 2022 of his outstanding unvested RSUs and a one-time grant under the 2021 Equity Incentive Plan of 280,000 RSUs that were vested at grant on October 10, 2022 and settled in 12 weekly installments beginning on October 14, 2022.

### OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table sets forth the outstanding equity awards held by each of our NEOs as of December 31, 2022.

Name	Option Awards				Stock Awards	
	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Option exercise price (\$)	Option expiration date	Number of shares or units of stock that have not vested (#)	Market value of shares of units of stock that have not vested (\$) <sup>(1)</sup>
David Anderson	—	1,852,812 <sup>(2)</sup>	1.32	10/10/2032	—	—
Jeffrey E. Kirk	—	—	—	—	—	—
Terrance A. Burke	—	—	—	—	4,085 <sup>(3)</sup>	1,185
Scott MacKenzie	—	1,224,030	1.32	10/10/2032	—	—

(1) Calculated based on the closing price of the Company's class A common stock on August 10, 2023 of \$ [\_\_\_\_].

(2) Represents Options vesting in equal installments on each of October 10, 2023, 2024 and 2025, subject to the NEO's continued service to the Company through the applicable vesting date.

(3) Represents RSUs 2,043 of which vested on January 3, 2023 and 2,042 of which will vest January 3, 2024.

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*RETIREMENT PLAN AND EMPLOYEE BENEFITS*

Greenidge Generation LLC (“Greenidge Generation”) sponsors a 401(k) plan covering substantially all Greenidge Generation employees, including our NEOs. Employees become eligible to participate in the plan upon one month of service and the attainment of age twenty-one. Eligible employees may elect to make either pre-tax or Roth contributions to the plan, subject to limitations set forth by the plan and the Code. Greenidge Generation makes safe harbor matching contributions equal to 100% of the first 3% of employees’ eligible earnings and an additional 50% on the next 2% of employees’ eligible earnings. Greenidge Generation may also make a non-elective contribution at its discretion.

## CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

### **Transactions with Related Persons**

The following includes a brief summary of certain material arrangements, agreements and transactions since January 1, 2019, or any currently proposed transaction, in which we were or are to be a participant and in which any person who serves as an executive officer or director has or will have a direct or indirect material interest (other than compensation described under “Executive Compensation” above). As of August 10, 2023, Atlas controls [\_\_]% of the voting power of our outstanding capital stock and have the power to elect a majority of our directors.

### **Notes Payable**

We entered into a promissory note agreement during the year ended December 31, 2019 with Atlas Holdings and certain of its affiliates. Within the agreement, there were three separate loans with varying loan amounts and maturity dates. The notes bore interest at 8% per annum calculated on a 360-day year, and interest accrued and compounded on a quarterly basis. On July 2, 2020, we entered into a contribution and exchange agreement with Atlas, and the three notes payable and related accrued interest was converted into equity in the form of Senior Priority Units—Tranche 1. We incurred interest expense of \$0.6 million and \$0.7 million under the terms of this promissory note agreement for the years ended December 31, 2020 and 2019, respectively.

We entered into a promissory note agreement during 2020 with Atlas Holdings and certain of its affiliates. Within the agreement, there are two separate loans with varying loan amounts and maturity dates. The notes bear interest at 8% per annum calculated on a 360-day year, and interest accrues and compounds on a quarterly basis. All accrued but unpaid interest under the notes is due and payable upon the corresponding note maturity date. For the year ended December 31, 2020, we incurred interest expense of less than \$0.1 million under the terms of this promissory note agreement.

In January 2021, all outstanding promissory notes converted into shares of our capital stock.

### **Letters of Credit**

Atlas Holdings and certain of its affiliates obtained a letter of credit from a financial institution in the amount of \$5.0 million at December 31, 2022 and 2021, payable to the New York State Department of Environmental Conservation. This letter of credit guarantees the current value of our environmental trust liability. Atlas Capital Resources LP and Atlas Capital Resources (P) LP also obtained a letter of credit from a financial institution in the amount of \$3.6 million at December 31, 2022 and 2021, payable to Empire Pipeline Incorporated (“Empire”) in the event we should not make contracted payments for costs related to a pipeline interconnection project we have entered into with Empire. We paid Atlas Holdings and certain of its affiliates \$0.2 million for each of the years ended December 31, 2022 and 2021, respectively.

On March 18, 2021, we and Atlas entered into an arrangement pursuant to which we agreed, upon request, to direct our bank to issue new letters of credit to replace all or a portion of the letters of credit provided by Atlas Holdings and certain of its affiliates, upon the consummation of a potential investment in, financing of, or sale of any assets or our equity or debt securities, which results in net proceeds to us of at least \$10.0 million. The consummation of such financing has occurred.

### **Guarantee**

An affiliate of Atlas Holdings has guaranteed the payment obligations of Greenidge Generation LLC (“Greenidge Generation”) in favor of Emera Energy Services, Inc. under an Energy Management Agreement and an ISDA Master Agreement under which Greenidge Generation may enter into various transactions involving the purchase and sale of gas, electricity and other commodities with Emera Energy Services, Inc. This guaranty is limited to \$1.0 million.

### **Spartanburg Facility**

In December 2021, we announced that we had entered into a Purchase and Sale Agreement (the “LSC Agreement”) for an industrial site in Spartanburg, South Carolina, including a 750,000 square foot building and 175 acres of land (the “Property”). We are developing a cryptocurrency datacenter operation on the Property,

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using existing electrical infrastructure at the location. The LSC Agreement was entered into by one of our subsidiaries and a portfolio company of private investment funds managed by Atlas. Greenidge's controlling shareholder consists of certain funds associated with Atlas Holdings. The purchase price of the Property was \$15.0 million. The transaction closed in December 2021, and we commenced small scale datacenter operations, using portable equipment, at the Spartanburg facility in December 2021.

### **ERCOT Market Datacenters**

In October 2021, we entered into an agreement with a portfolio company of private investment funds managed by Atlas giving us an exclusive right of first refusal at multiple power generation sites comprising over 1,000MW of power generation assets in the ERCOT market. The agreement gives us the exclusive right of first refusal to develop datacenters at any current or future power generation sites controlled by the counterparty in the ERCOT market until January 2023. Greenidge's controlling shareholder consists of certain funds associated with Atlas Holdings.

### **Registration Compliance Agreement**

On September 1, 2021, we entered into an agreement (each, a "Registration Compliance Agreement") with Atlas Capital Resources (A9) LP, Atlas Capital Resources (A9-Parallel) LP, Atlas Capital Resources (P) LP (collectively, the "Atlas Entities") and the directors and executive officers that have shares of class A common stock included in our registration statement on Form S-1, initially filed on September 1, 2021 (File No. 333-259247) (the "Resale Registration Statement"), pursuant to which we agreed to register for sale pursuant to the Resale Registration Statement, only during certain sale windows approved by Greenidge from time to time, some of the shares of our class A common stock held by the Atlas Entities and each such director and officer, subject to the terms and conditions set forth in the Registration Compliance Agreement. In each case, the aggregate value of the shares sold pursuant to the Resale Registration Statement is determined by market prices and may exceed \$120,000. The Atlas Entities and each such officer and director is entitled to certain indemnification rights under the Registration Compliance Agreement. Each Registration Compliance Agreement terminates upon the earliest to occur of certain events.

### **Indemnification Agreements**

We have entered into indemnification agreements with each of our directors and executive officers. These agreements, among other things, require us to indemnify each director and executive officer to the fullest extent permitted by Delaware law, including indemnification expenses such as attorneys' fees, judgments, fines and settlement amounts incurred by the director or executive officer in any action or proceeding, including any action or proceeding by or in right of us, arising out of the person's services as a director or executive officer.

### **Related Party Transactions Policy**

Our Board of Directors has adopted a written statement of policy regarding transactions with related persons (the "Related Person Policy"). Our Related Person Policy requires that a "related person" (as defined in paragraph (a) of Item 404 of Regulation S-K) must promptly disclose to (i) our chief compliance officer, or (ii) in the event that there is no chief compliance officer, our general counsel or (iii) in the event that there is no chief compliance officer or general counsel, our chief executive officer (in each case, the "Designated Officer"), any "related person transaction" (defined as any transaction that is anticipated to be reportable by us under Item 404(a) of Regulation S-K in which we were or are to be a participant and the amount involved exceeds \$120,000 and in which any related person had or will have a direct or indirect material interest) and all material facts with respect thereto. The Designated Officer will then promptly communicate that information to our Board of Directors. No related person transaction will be executed without the approval or ratification of our Board of Directors or a duly authorized committee of our Board of Directors. It is our policy that directors interested in a related person transaction will recuse themselves from any vote on a related person transaction in which they have an interest.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information with respect to beneficial ownership of our common stock as of the Record Date by: (i) each of our directors and named executive officers, (ii) all directors and executive officers as a group, and (iii) each person who is known by us to beneficially own 5% or more of our outstanding common stock.

Beneficial ownership is determined in accordance with the rules of the SEC and generally requires that such person have voting or investment power with respect to securities. In computing the number of shares beneficially owned by a person listed below and the percentage ownership of such person, including the percentage of voting stock, all common stock underlying options, warrants or convertible securities held by each such person that are exercisable or convertible within 60 days of the Record Date are deemed outstanding, but are not deemed outstanding for computing the percentage ownership of any other person. Except as otherwise indicated in the footnotes to this table, or as required by applicable community property laws, all persons listed have sole voting and investment power for all shares shown as beneficially owned by them. Unless otherwise indicated in the footnotes, the address for each person is c/o Greenidge Generation Holdings Inc., 135 Rennell Drive, 3<sup>rd</sup> Floor, Fairfield, CT 06890.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned		Percent Ownership <sup>(1)</sup>	Percent Voting Power <sup>(2)</sup>
	Class A Common Stock	Class B Common Stock		
<b>Directors and Named Executive Officers:</b>				
David Anderson	—	—	*	*
Jeffrey A. Kirt <sup>(3)</sup>	574,988	—	*	*
Scott MacKenzie	—	—	—	—
Terence Burke <sup>(4)</sup>	2,043	—	*	*
Timothy Fazio <sup>(5)</sup>	119,047	2,680,031	63.9%	<b>[81.8]%</b>
George (Ted) Rogers	—	160,000	*	*
Andrew M. Bursky <sup>(4)</sup>	119,047	2,680,031	63.9%	<b>[81.8]%</b>
Jerome Lay	—	—	*	*
Timothy Lowe	1,600	7,121	*	*
Michael Neuscheler	1,988	—	*	*
Daniel Rothaupt	1,253	14,242	*	*
David Filippelli	—	—	*	*
Jordan Kovler	—	—	*	*
<b>All directors and executive officers, as a group (13 persons)</b>	<b>[_____]</b>	<b>2,794,637</b>	<b>66.9%</b>	<b>[93.6]%</b>
<b>Principal Stockholders (&gt; 5% of outstanding common stock)</b>				
Entities affiliated with Atlas <sup>(5)</sup>	119,047	2,680,031	38.7%	<b>[81.8]%</b>

\* Indicates less than 1%

- (1) Based on [\_\_\_\_\_] shares of class A common stock outstanding plus [\_\_\_\_\_] shares of class B common stock outstanding as of the Record Date.
- (2) Based on [\_\_\_\_\_] shares of class A common stock outstanding plus [\_\_\_\_\_] shares of class B common stock outstanding as of the Record Date. Each share of class A common stock is entitled to one vote per share and each share of class B common stock is entitled to ten votes per share.
- (3) Mr. Kirt’s employment terminated with the Company on October 7, 2022. Mr. Kirt’s beneficial ownership of Company shares is based upon the most recent information available to the Company.
- (4) Mr. Burke’s employment with the Company terminated effective May 31, 2023. Mr. Burke’s beneficial ownership of Company shares is based upon the most recent information available to the Company.
- (5) Based solely on the Schedule 13D filed on February 9, 2023. Includes 19,202,652 shares of class B common stock held of record by Atlas Capital Resources (A9) LP, 6,895,120 shares of class B common stock held of record by Atlas Capital Resources (A9-Parallel) LP and 702,528 shares of class B common stock held of record by Atlas Capital Resources (P) L.P. Atlas Capital Resources GP LP (“ACR GPLP”) is the general partner of these entities and Atlas Capital Resources GP LLC (“ACR GP”) is the general partner of ACR GPLP, each of which may be deemed to beneficially own the share held by these entities. Mr. Fazio and Mr. Bursky are each a managing partner of ACR GP and may be deemed to have shared voting and investment power over the securities held by these entities. Mr. Fazio and Mr. Bursky each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. The address for Messrs. Fazio and Bursky is c/o Atlas Holdings LLC, 100 Northfield Street, Greenwich, CT 06830.

**STOCKHOLDER PROPOSALS FOR THE 2024 ANNUAL MEETING OF STOCKHOLDERS**

Stockholders who, in accordance with Rule 14a-8 of the Exchange Act, wish to present proposals at our 2024 Annual Meeting of Stockholders (the “2024 Annual Meeting”) and wish to have those proposals included in the proxy materials to be distributed by us in connection with our 2024 Annual Meeting must submit their proposals to the Company at the physical address provided below on or before March 30, 2024. Any such proposal must meet the requirements set forth in the rules and regulations of the SEC, including Rule 14a-8 of the Exchange Act, in order for such proposal to be eligible for inclusion in our 2024 proxy statement.

In accordance with our Bylaws, in order to be properly brought before the 2024 Annual Meeting, regardless of inclusion in our proxy statement, notice of a matter a stockholder wishes to present, including any director nominations, must be delivered to the Company at the physical address provided below, not less than 90 nor more than 120 days prior to the first anniversary date of this year’s annual meeting, which would be no earlier than May 14, 2024 and no later than June 3, 2024. If, however the date of the meeting is advanced by more than 30 days, or delayed by more than 60 days, from the anniversary date of this year’s annual meeting, notice by the stockholder to be timely must be delivered not earlier than 90 days prior to the 2024 Annual Meeting and not later than the close of business on the later of the 90<sup>th</sup> day prior to such annual meeting or 10<sup>th</sup> day following the day on which public announcement of the date of such meeting is first made by the us. The stockholder must also provide all of the information required by our Bylaws.

Greenidge Generation Holdings Inc.  
135 Rennell Drive, 3<sup>rd</sup> Floor  
Fairfield, CT 06890

## HOUSEHOLDING

The SEC allows companies and intermediaries (such as brokers) to implement a delivery procedure called “householding.” Householding is the term used to describe the practice of delivering a single set of notices, proxy statements and annual reports to any household at which two or more stockholders reside. This procedure reduces the volume of duplicate information stockholders receive and also reduces a company’s printing and mailing costs. Householding will continue until you are notified otherwise or you submit contrary instructions.

The Company will promptly deliver an additional copy of any such document to any stockholder who writes the Company. Alternatively, if you share an address with another stockholder and have received multiple copies of our notice, proxy statement and annual report, you may contact us to request delivery of a single copy of these materials. Stockholders of record who currently receive multiple copies of the annual report and proxy statement or Notice of Internet Availability at their address who would prefer that their communications be househanded, or stockholders of record who are currently participating in householding and would prefer to receive separate copies of our proxy materials, should also contact us. Any such written requests should be directed to the Company at the following physical address or email address:

Greenidge Generation Holdings Inc.  
Chief Executive Officer  
135 Rennell Drive, 3<sup>rd</sup> Floor  
Fairfield, CT 06890

Email: [danderson@greenidge.com](mailto:danderson@greenidge.com)

(203) 718-5993

**ANNUAL REPORT ON FORM 10-K**

A copy of our 2022 Annual Report, as filed with the SEC, is available to stockholders without charge upon written request directed to Investor Relations, 135 Rennell Drive, 3<sup>rd</sup> Floor, Fairfield, CT 06890 or by phone at (203) 718-5960. The Company makes available on or through our website free of charge our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to such reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after filing.



**OTHER MATTERS**

We do not presently know of any matters to be acted upon at the Annual Meeting other than the matters referred to in this Proxy Statement. If any other matter is properly presented, proxy holders will vote on the matter in their discretion.

By order of the Board of Directors,

Robert Loughran  
Chief Financial Officer  
August 4, 2023



GREENIDGE GENERATION HOLDINGS INC.  
135 RENNELL DRIVE, 3RD FLOOR  
FAIRFIELD, CT 06890



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on September 10, 2023. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/GREE2023](http://www.virtualshareholdermeeting.com/GREE2023)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on September 10, 2023. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V21462-P97560

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

<b>GREENIDGE GENERATION HOLDINGS INC.</b>		<b>For All</b>	<b>Withhold All</b>	<b>For All Except</b>	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
<b>The Board of Directors recommends you vote FOR the following nominees:</b>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1. Election of Directors					_____
<b>Nominees:</b>					
01) David Anderson	06) Jerome Lay				
02) Timothy Fazio	07) Timothy Lowe				
03) George (Ted) Rogers	08) Michael Neuscheler				
04) Andrew M. Bursky	09) Daniel Rothaupt				
05) David Filippelli	10) Jordan Kovler				
<b>The Board of Directors recommends you vote FOR the following proposal:</b>					
2. Ratification of the selection of MaloneBailey LLP as the independent registered public accounting firm for the year ending December 31, 2023.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.					
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.					
<input type="text"/> Signature [PLEASE SIGN WITHIN BOX]		<input type="text"/> Date		<input type="text"/> Signature (Joint Owners)	
		<input type="text"/> Date			

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

V21463-P97560

**GREENIDGE GENERATION HOLDINGS INC.  
135 Rennell Drive, 3rd Floor  
Fairfield, CT 06890**

**Proxy for the Annual Meeting of Shareholders to be held on Monday, September 11, 2023  
This Proxy is Solicited on Behalf of the Board of Directors of the Company**

The shareholder(s) hereby appoint(s) David Anderson and Robert Loughran, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of Greenidge Generation Holdings Inc. that the shareholder(s) is/are entitled to vote at the Annual Meeting of Shareholders to be held virtually via live webcast at [www.virtualshareholdermeeting.com/GREE2023](http://www.virtualshareholdermeeting.com/GREE2023), on Monday, September 11, 2023, at 10:00 a.m. Eastern Time, or at any continuation, postponement or adjournment thereof (the "Meeting").

**This proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder(s).  
If no direction is given, this proxy will be voted FOR the election of all nominees for director and FOR proposal 2.**

Continued and to be signed on reverse side