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

**Schedule 14A
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

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 under § 240.14a-12

BigBear.ai Holdings, Inc.
(Name of Registrant as Specified In Its Charter)

Not Applicable

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

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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The following contains the email invitation to a new BigBear.ai Holdings, Inc. (“BigBear.ai” or the “Company”) Retail Voting Program, which allows BigBear.ai stockholders to opt in to vote their shares of BigBear.ai common stock, par value \$0.0001, in line with the recommendations of the Company’s Board of Directors. Subsequent pages capture the details of the printed letters, website instructions and the confirmation page. The following communications and information were first distributed or made available to stockholders on March 20, 2026.

###

Beneficial Email

Set your standing voting instructions for BigBear.ai

Hextone <RVP@investordelivery.com>

to me



BigBear.ai investor message:

BigBear.ai

A new, easy way to vote

As an investor in BigBear.ai, there is now a more convenient way to vote your shares at future shareholder meetings. Today, we are inviting you to [opt in to a new Retail Voting Program](#) to vote your BigBear.ai shares in line with our Board's recommendations.

It's another way to ensure your voice is heard.

[Opt In Now →](#)

What you can expect

- Save time, align your vote with the Board's recommendations at each shareholder meeting
- Change your vote anytime — override a vote or opt out for future meetings

Thank you for being a valued BigBear.ai shareholder.

Investor Relations

BigBear.ai

Investors@bigbear.ai

[Opt In Now →](#)

The BigBear.ai Retail Voting Program described herein is neither endorsed nor solicited by your broker and its agents.

Stay connected



Job #: K12345

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P.O. Box 1310, Brentwood, NY 11717

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Registered Email

Set your standing voting instructions for BigBear.ai

BigBear.ai <RVP@investordelivery.com>
to me

BigBear.ai

Account Number *****1234

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Investor Relations
BigBear.ai
Investors@bigbear.ai

[Opt In Now →](#)

Stay connected



Job #: N12345

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trademarks are those of their respective owners.

Any data collected will be processed according to BigBear.ai's privacy policy.

Learn how we use email insights to improve your experience. [More Details](#)

[Privacy Statement](#)

Beneficial Letter



Hextone
P.O. Box 1310
Brentwood, NY 11717

Irena Smith
15 Main Street
Anytown, NY 11423-1325



Opt in now

Scan the code with your phone to enroll, or visit the link below.

[https://
qa.tinybfs.com/t/
aJLMhy](https://qa.tinybfs.com/t/aJLMhy)

BigBear.ai

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It's another way to ensure your voice is heard.

What you can expect when you enroll:

- Save time, align your vote with the Board's recommendations at each shareholder meeting
- Change your vote anytime—override a vote or opt out for future meetings

To activate this no-cost service, simply scan the QR code provided on this letter with your smartphone camera or go to the website provided.

Thank you for being a valued BigBear.ai shareholder.

Investor Relations
BigBear.ai
investors@bigbear.ai

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PXXXXX

Registered Letter

BigBear.ai

BigBear.ai
7950 Jones Branch Drive, First Floor North Tower
McLean VA 22102

Irena Smith
15 Main Street
Anytown, NY 11423-1325



Opt in now

Scan the code with your phone to enroll, or visit the link below.

[https://
qa.tinybfs.com/t/
aJLMhy](https://qa.tinybfs.com/t/aJLMhy)

Account Number *****1234

A new, easy way to vote

As an investor in BigBear.ai, there is now a more convenient way to vote your shares at future shareholder meetings. Today, we are inviting you to opt in to a new Retail Voting Program to vote your BigBear.ai shares in line with our Board's recommendations.

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Investor Relations
BigBear.ai
investors@bigbear.ai

PXXXXX

BigBear.ai

Submit your standing voting instruction

As a valued BigBear.ai shareholder, this is another way to ensure your voice is heard at every meeting.

Select your standing voting instruction

[Learn more](#)

Selection 1 - All Matters

If you select this policy, your shares will be voted on each proposal in accordance with the recommendations made by the company's Board of Directors.

Selection 2 - All Matters Except Certain Specified Matters

If you select this policy, your shares will be voted on each proposal in accordance with the recommendations made by the company's Board of Directors, except on (1) any contested director election and (2) any acquisition, merger or divestiture transaction that, under applicable state law or stock exchange rules, requires approval of BigBear.ai's shareholders.

Terms of the voting consent agreement ↗

By making a selection, you are agreeing to provide a standing instruction to BigBear.ai for any eligible shares directly held in your name or held in "street name" but beneficially owned by you to be voted at all future shareholders' meetings consistent with the recommendations of BigBear.ai's Board of Directors as to each type of proposal indicated by you in "Selection 1- All Matters" or "Selection 2 – All Matters Except Certain Specified Matters". This standing instruction will remain effective and in place for every shareholder meeting until you cancel the instruction, and will be communicated to your bank, broker or plan administrator (if your shares are held through them).

You may cancel your standing instruction at any time through your account dashboard or by contacting Investor Relations. If you do not cancel your standing instruction or override your

Submit →

Learn more

- How does the voting service work? ✓
- What communications can I expect from BigBear.ai as part of this service? ✓
- Who can participate in this free service? ✓
- What can I expect after enrolling? ✓
- Can I opt out of the service later? ✓
- Is there a difference between "opting out" and "cancelling"? ✓

[Back to "Select your standing voting instruction"](#)

BigBear.ai

Thank you! Your preference is saved.

You may now close this window or [return to selection](#).

BigBear.ai

Learn more section

How does the voting service work?

- As part of the service, after BigBear.ai files its proxy statement, your shares will be voted according to the Board of Directors' recommendations.
- You can change your vote on any proposal related to any meeting by following the voting instruction included with your proxy materials.

What communications can I expect from BigBear.ai as part of this service?

- Update you annually on your enrollment status.
- Provide instructions on how to opt out or update your voting preferences.
- Share a list of prior proposals the Board recommended.

Who can participate in this free service?

All shareholders, including beneficial owners, registered shareholders, and participants in company-sponsored equity or retirement plans.

The service doesn't limit your voting choices-you can always vote differently on any proposal. If you opt in but later vote directly on a specific proposal, your vote will override the Board recommendation. This will only operate to override your standing instruction for the meeting in question, whereas, if you cancel and opt out of the Program, this will apply to all proposals brought at all subsequent meetings (except as explained below under "Can I opt out of the service later?" when you opt out after a definitive proxy statement for an upcoming meeting has been filed). As always, you'll receive proxy materials before each meeting, outlining all the proposals and the Board's recommendations.

What can I expect after enrolling?

Once you enroll, your shares will be voted according to the Board's recommendations-no further action is needed on your part. However, you can change your vote on any proposal at any time by voting directly; your most recent vote will always take precedence. You will continue to receive proxy materials before each meeting, which will outline all proposals and the Board's recommendations. Such enrollment will take effect beginning with BigBear.ai's annual meeting of shareholders to be held in 2026.

Can I opt out of the service later?

You can opt out of the service at any time and at no cost, which will stop your votes from being cast. If you decide to opt out after BigBear.ai has filed a definitive proxy statement for an upcoming meeting, then your opt-out will apply to all future meetings after such upcoming meeting. For such upcoming meeting, you would still be able to change your vote by following the instructions in your proxy materials.

Is there a difference between "opting out" and "cancelling"?

As they relate to the program, the terms "opt out" and "cancel" are used interchangeably.

Additional Information and Where to Find It

BigBear.ai intends to file with the U.S. Securities and Exchange Commission (the “SEC”) a definitive proxy statement on Schedule 14A (the “Definitive Proxy Statement”) and a proxy card with respect to its solicitation of proxies for future annual meetings and any special meetings as well. The Definitive Proxy Statement for any annual or special meeting will contain important information about the matters to be voted on at that specific meeting.

STOCKHOLDERS OF BIGBEAR.AI ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT BIGBEAR.AI WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT BIGBEAR.AI AND THE MATTERS TO BE VOTED ON AT THAT SPECIFIC MEETING.

Stockholders will be able to obtain free copies of these annual or special meeting documents, and other documents filed with the SEC by BigBear.ai, through the website maintained by the SEC at www.sec.gov. In addition, stockholders will be able to obtain free copies of these documents from BigBear.ai by contacting BigBear.ai’s Investor Relations by e-mail at investors@bigbear.ai, or by going to BigBear.ai’s SEC Filings page on its website at <https://ir.bigbear.ai/>.

Participants in Solicitations

BigBear.ai, its directors and executive officers and other members of management and employees may be deemed to be participants with respect to any solicitation by BigBear.ai. Information about BigBear.ai’s executive officers and directors is available in the Company’s Definitive Proxy Statement, which was filed with the SEC on April 29, 2025, and will be made available in BigBear.ai’s Definitive Proxy Statement with respect to the Company’s 2026 Annual Meeting of Stockholders. To the extent holdings by BigBear.ai’s directors and executive officers of the Company’s securities reported in the Definitive Proxy Statement, filed with the SEC on April 29, 2025, have changed, such changes have been or will be reflected on Statements of Change in Ownership on Forms 3, 4 or 5 filed with the SEC. These documents are available free of charge at the SEC’s website at www.sec.gov. Copies of the documents filed by BigBear.ai are also available free of charge by accessing BigBear.ai’s SEC Filings page on its website at <https://ir.bigbear.ai/>.
