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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): June 4, 2021

GigCapital4, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

001-40031
(Commission
File Number)

85-4164597
(I.R.S. Employer
Identification No.)

**1731 Embarcadero Rd., Suite 200
Palo Alto, CA 94303
(650) 276-7040**
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of common stock, \$0.0001 par value, and one-third of one redeemable warrant	GIGGU	The Nasdaq Stock Market LLC
Common stock, \$0.0001 par value	GIG	The Nasdaq Stock Market LLC
Redeemable warrants, each full warrant exercisable for one share of common stock at an exercise price of \$11.50 per share	GIGGW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

Item 8.01 Other Events.

On June 4, 2021, GigCapital4, Inc., a Delaware corporation (“GigCapital4”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) with GigCapital4 Merger Sub Corporation, a Delaware corporation and direct, wholly owned subsidiary of GigCapital4 (“Merger Sub”), BigBear.ai Holdings, LLC, a Delaware limited liability company (the “Target”), and BBAI Ultimate Holdings, LLC, a Delaware limited liability company (“Holdings”).

On June 4, 2021, GigCapital4 issued a press release announcing the execution of the Merger Agreement and made available on its website an investor presentation that contains information which was used by GigCapital4 in connection with the agreed sale of GigCapital4 convertible notes to certain investors. The press release and the investor presentation are filed herewith as Exhibits 99.1 and 99.2, respectively, and both are incorporated by reference herein.

The submission of the information set forth in this Item 8.01 shall not be deemed an admission as to the materiality of any information in this Item 8.01, including the information presented in Exhibit 99.1 and Exhibit 99.2.

Additional Information

The proposed transactions will be submitted to stockholders of GigCapital4 for their consideration and approval at a special meeting of stockholders. In connection with the proposed transactions, GigCapital4 intends to file a definitive proxy statement (the “Proxy Statement”) with the Securities and Exchange Commission (“SEC”) to be distributed to GigCapital4’s stockholders in connection with GigCapital4’s solicitation for proxies for the vote by GigCapital4’s stockholders in connection with the proposed transactions and other matters as described in such Proxy Statement. After the Proxy Statement has been filed and declared effective, GigCapital4 will mail the Proxy Statement and other relevant documents to its stockholders as of the record date established for voting on the proposed transactions. **Investors and security holders of GigCapital4 are advised to read, when available, the preliminary Proxy Statement, and any amendments thereto, and the definitive Proxy Statement in connection with GigCapital4’s solicitation of proxies for its special meeting of stockholders to be held to approve the proposed transaction because the Proxy Statement will contain important information about the proposed transaction and the parties to the proposed transaction. Stockholders will also be able to obtain copies of the Proxy Statement, without charge, once available, at the SEC’s website at www.sec.gov.**

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

INVESTMENT IN ANY SECURITIES DESCRIBED HEREIN HAS NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY OTHER REGULATORY AUTHORITY NOR HAS ANY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Participants in the Solicitation

GigCapital4 and Target and their respective directors, executive officers, other members of management, and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of GigCapital4’s stockholders in connection with the proposed transactions. Information regarding the persons who may, under SEC

rules, be deemed participants in the solicitation of GigCapital4's stockholders in connection with the proposed transactions will be set forth in the Proxy Statement when it is filed with the SEC. **Investors and security holders may obtain more detailed information regarding the names and interests in the proposed transactions of GigCapital4's directors and officers in GigCapital4's filings with the SEC, including GigCapital4's final prospectus dated February 8, 2021 and Annual Report on Form 10-K for the fiscal year ended December 31, 2020, which was filed with the SEC on March 31, 2021, and such information will also be in the Proxy Statement to be filed with the SEC by GigCapital4 for the proposed transactions.**

Forward-Looking Statements

Certain statements included in this Current Report on Form 8-K and the exhibits hereto that are not historical facts are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "predict," "potential," "seem," "seek," "future," "outlook," and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding GigCapital4's and Target's respective industries, future events, the proposed transactions between GigCapital4, Merger Sub, Target and the Holdings, the estimated or anticipated future results and benefits of the combined company following the proposed transactions, including the likelihood and ability of the parties to successfully consummate the proposed transactions, future opportunities for the combined company, and other statements that are not historical facts. These statements are based on various assumptions, whether or not identified herein, and on the current expectations of Target's and GigCapital4's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of Target and GigCapital4. These forward-looking statements are subject to a number of risks and uncertainties, including changes in domestic and foreign business, market, financial, political, and legal conditions; the inability of the parties to successfully or timely consummate the proposed transactions, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the proposed transactions or that the approval of GigCapital4's stockholders is not obtained; failure to realize the anticipated benefits of the proposed transactions; risks relating to the uncertainty of the projected financial information with respect to the Target; risks related to the rollout of the Target's business and the timing of expected business milestones; the effects of competition on the Target's future business; the amount of redemption requests made by GigCapital4's public stockholders; the ability of GigCapital4 or the combined company to issue equity or equity-linked securities in connection with the proposed transactions or in the future, and those factors discussed in GigCapital4's final prospectus dated February 8, 2021 and Annual Report on Form 10-K for the fiscal year ended December 31, 2020, in each case, under the heading "Risk Factors," and other documents of GigCapital4 filed, or to be filed, with the SEC. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that none of GigCapital4 or Target presently know or that GigCapital4 or Target currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect GigCapital4's and Target's expectations, plans or forecasts of future events and views as of the date of this Current Report on Form 8-K. GigCapital4 and Target anticipate that subsequent events and developments will cause GigCapital4's and Target's assessments to change. However, while GigCapital4 and Target may elect to update these forward-looking statements at some point in the future, GigCapital4 and Target specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing GigCapital4's and Target's assessments as of any date subsequent to the date of this Current Report on Form 8-K. Accordingly, undue reliance should not be placed upon the forward-looking statements. Certain market data information in this Current Report on Form 8-K is based on the estimates of Target and GigCapital4 management. Target and GigCapital4 obtained the industry, market and competitive position data used throughout this Current Report on Form 8-K from internal estimates and research as well as from industry publications and research, surveys and studies conducted by third parties. Target and GigCapital4 believe their estimates to be accurate as of the date of this Current Report on Form 8-K. However, this information may prove to be inaccurate because of the method by which the Target or GigCapital4 obtained some of the data for its estimates or because this information cannot always be verified due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<u>Press Release, dated June 4, 2021.</u>
99.2	<u>Investor Presentation, dated June 2021.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GIGCAPITAL4, INC.

By: /s/ Dr. Raluca Dinu
Name: Dr. Raluca Dinu
Title: Chief Executive Officer, President and Secretary of
GigCapital4, Inc. (Principal Executive Officer)

Date: June 4, 2021

BIGBEAR.AI TO BECOME PUBLICLY TRADED COMPANY VIA MERGER WITH GIGCAPITAL4

- *BigBear.ai is a leader in data-driven decision dominance and advanced analytics with roots in the national security and defense community; rapidly expanding into the growing commercial sector*
- *Provides end-to-end data analytics platform operationalizing artificial intelligence (“AI”) and machine learning (“ML”) at scale, delivering information superiority and decision support for customers in defense, intelligence, and commercial sectors*
- *Global AI/ML market projected to grow from \$58 billion in 2021 to \$310 billion by 2026, at 40% CAGR*
- *Transaction values BigBear.ai at a pro forma enterprise value of approximately \$1.57 billion, implying 5.6x EV / FY2022E revenue multiple*
- *Transaction expected to deliver approximately \$330 million in net cash to the BigBear.ai balance sheet at closing*
- *Proceeds will fuel commercial growth projects, expand sales and marketing, and fund research and development to accelerate product offerings and inorganic growth through accretive M&A*
- *Projected 2021 revenue of \$182 million and 43% 2021E – 2025E revenue CAGR, with positive and growing Adj. EBITDA and cash flow*
- *Robust backlog of approximately \$500 million contracted and near-term opportunities providing substantial growth visibility*
- *Transaction includes \$200 million oversubscribed convertible senior unsecured debt offering, convertible at \$11.50/share, which includes investments by funds managed by affiliates of Fortress Investment Group, LLC (“Fortress”), Marathon Asset Management, LP (“Marathon”), and certain funds managed by Highbridge Capital Management, LLC (“Highbridge”)*
- *Investor call scheduled for Tuesday, June 8, 2021 at 8:30am ET*

Columbia, MD & Palo Alto, CA – June 4, 2021 – BigBear.ai (“the Company”), a leading provider of artificial intelligence, machine learning, cloud-based big data analytics, and cyber engineering solutions, and GigCapital4, Inc. (“GigCapital4”; Nasdaq: GIGGU, GIG, GIGGW), a private-to-public equity (PPE)TM entity also known as special purpose acquisition company (“SPAC”), announced today that they have entered into a definitive merger agreement that will result in BigBear.ai becoming a publicly traded company. The transaction is expected to be completed in the third quarter of 2021, at which time the combined company will be named BigBear.ai, Inc., and is expected to be listed on the Nasdaq. The transaction values the Company, which had \$140 million in revenues in 2020, at an enterprise value of approximately \$1.57 billion.

Mission-Critical Solutions for Decision Dominance: BigBear.ai, fueled by machine-driven analytics, enables decision-making dominance in real-time. The Company’s solutions enable customers in the defense, intelligence, and commercial sectors to ingest real-time data, generate actionable insights and make informed decisions in complex situations. The Company’s suite of products and capabilities is comprised of three agile modules that can be used on their own or grafted onto a customer’s existing technology: Observe (data ingestion and conflation), Orient (composable machine learning at scale), and Dominate (visual anticipatory intelligence and optimization).

Dr. Reggie Brothers, Chief Executive Officer of BigBear.ai, said: “Our end-to-end data-driven decision dominance technology provides clarity and insight in complex environments – we empower customers to make the best decisions fast through exploratory analytics and anticipatory intelligence. This is an absolutely mission critical service for our defense and intelligence customers, who trust BigBear.ai in

situations where there is little margin for error. We also see a ripe opportunity in the growing commercial market, as companies dedicate their budget to technology that allows them to harness the power of AI and ML for predictive analytics and forecasting capabilities to manage risk and capitalize on opportunities. In GigCapital4, we found a like-minded strategic partner that shares our vision for the future of data-driven decision dominance, and this business combination will help us drive growth as a public company. We have momentum and multiple paths for growth, and we are excited to be embarking on this next chapter.”

“We are thrilled to partner with the BigBear.ai team to use our unique TMT focused, Private-to-Public Equity (PPE)[™] platform to bring such an exceptionally strong company to the public markets,” said Dr. Raluca Dinu, Founding Managing Partner of GigCapital Global and CEO of GigCapital4. “As a public company, BigBear.ai will have a stronger capital structure to invest in additional technology development, expand commercial R&D and business development teams, and accelerate growth both organically and through acquisitions. The combination of BigBear.ai and GigCapital4 brings unique, attractive, and promising opportunities to all stockholders and stakeholders, while substantiating our commitment to support artificial intelligence and machine learning technologies, which we believe is one of the highest-impact technology verticals of our lifetime.”

Jeffrey Hart, Principal at AE Industrial Partners, said: “In a world where the complexity and variety of data is increasing exponentially, the Company’s AI-powered technology allows its customers to make sense of the world around them. With a truly differentiated position and platform in the market, we believe this transaction will provide the necessary resources for the team at BigBear.ai to fully realize its vision and potential.”

Kirk Konert, Partner at AE Industrial Partners, said: “We are excited to continue our partnership with the BigBear.ai team in this next phase of their growth. As agencies and companies across the world deal with the proliferation of data and cyber threats, BigBear.ai will be able to leverage its deep customer intimacy and technology to pursue an even broader range of contracts and penetrate new targeted industry verticals.”

- **Client-Focused, Specialized Management and Workforce:** The executive team will continue to be led by Dr. Reggie Brothers, Chief Executive Officer. The BigBear.ai team has decades of experience as science and technology innovators and deep public sector experience in artificial intelligence, machine learning and big data analytics. The team has direct experience working in high pressure, critically important situations, with 92% of the Company’s workforce possessing secret-level or higher U.S. government security clearance levels, which has cemented the Company’s position as a critical partner among the most vital defense and intelligence organizations.
- **Large and Rapidly Growing Addressable Market:** BigBear.ai has robust opportunities in the global AI/ML market, which is projected to grow from \$58 billion in 2021 to \$310 billion by 2026. The Company expects its addressable market to grow as it expands into critical and high-growth adjacent market arenas. BigBear.ai is targeting growth in select commercial verticals, including infrastructure, energy, transportation and logistics in the near term, followed by the media, healthcare and financial services verticals. BigBear.ai will continue to consider M&A targets to strategically build its capabilities and accelerate penetration into target markets. Growth through M&A has not been factored into the Company’s financial projections.
- **Proven “Land and Expand” Customer Strategy:** BigBear.ai has executed a successful “land and expand” strategy with its customers and has a proven record of growing customer relationships with new products and solutions. With a 93% new business win rate and a 100% re compete win rate, the Company’s existing contracts provide secure growth and position BigBear.ai for future wins through proven performance.

- **Robust Backlog and Pipeline Driving Projected Growth; Adjusted EBITDA and Cash Flow Positive:** The Company's current contracted backlog is approximately \$500 million, with a robust pipeline of near-term opportunities of approximately \$4.5 billion. Revenue is projected to grow from \$182 million in 2021 to \$764 million in 2025, a 43% compound annual growth rate ("CAGR"). Adjusted EBITDA is projected to grow from \$23 million in 2021 to \$159 million in 2025, a 63% CAGR, driven by high margin commercial revenue. Free cash flow is projected to grow from \$18 million in 2021 to \$120 million in 2025, a 60% CAGR.

Transaction Overview

Upon closing of the transaction, the Company is expected to have approximately \$330 million in cash, providing the capital flexibility needed to support organic and inorganic growth.

The cash component of the purchase price to be paid to the equity holders of BigBear.ai is expected to be funded by GigCapital4's cash in trust (minus any redemptions by public stockholders), and a \$200 million convertible senior unsecured note private placement with institutional investors including Fortress, Marathon, and Highbridge. The 5-year unsecured convertible notes, which shall bear interest at a rate of 6% per annum, are convertible into common shares of the combined company at a conversion price of \$11.50.

Assuming no GigCapital4 public stockholders elect to redeem their shares, existing BigBear.ai stockholders, including AE Industrial Partners, an investment firm specializing in the aerospace, defense & government services, space, power generation, and specialty industrial markets, are expected to own approximately 73% of the combined company, with GigCapital4 sponsors expected to own 6% and public stockholders 21% of the combined company, respectively. AE Industrial Partners will remain a significant stockholder in BigBear.ai following the completion of the proposed merger.

The transaction, which has been unanimously approved by GigCapital4's Board of Directors, is expected to close in the third quarter of 2021, subject to, among other things, the approval by GigCapital4 stockholders, regulatory approvals, and the satisfaction or waiver of other customary closing conditions, including a minimum cash condition of \$300 million.

Additional information about the proposed transaction, including copies of the merger agreements and investor presentation, will be provided in Current Reports on Form 8-K to be filed by GigCapital4 with the Securities and Exchange Commission and available at www.sec.gov.

Investor Conference Call and Webcast

Management of BigBear.ai and GigCapital4 will host an investor webcast and conference call on Tuesday, June 8, 2021, at 8:30am ET to discuss the proposed transaction and review an investor presentation. For those investors who wish to participate, the conference call can be accessed by calling (800) 891-3968 or (785) 424-1675 and providing the Conference ID: 59513. The webcast can be accessed by visiting <https://www.gigcapital4.com> or <https://bigbear.ai>. For materials and information, visit <https://www.gigcapital4.com>.

Advisors

William Blair is serving as exclusive financial advisor, Kirkland and Ellis LLP is serving as legal counsel, and Grant Thornton is serving as auditor to BigBear.ai. Oppenheimer & Co Inc. is serving as Capital Markets Advisor and Placement Agent, and BMO Capital Markets is serving as Exclusive Financial Advisor, DLA Piper LLP (US) is serving as legal counsel, and BPM LLP is serving as auditors to GigCapital4. Mayer Brown LLP is serving as legal counsel to Oppenheimer & Co Inc., BMO Capital Markets and William Blair.

About BigBear.ai

A new leader in decision dominance, BigBear.ai is operationalizing artificial intelligence and machine learning at scale through our end-to-end data analytics platform. We deliver superior information and decision support to customers in the private and public sectors through our modular suite of big data analytics and solutions. Each of our three products can be used on its own or together, including in conjunction with a customer's existing technology: Observe (data ingestion and conflation), Orient (composable machine learning at scale), and Dominate (visual anticipatory intelligence and optimization).

BigBear.ai's customers, which include the U.S. Intelligence Community, Department of Defense and U.S. Federal Government, as well as commercial customers across verticals such as infrastructure, energy, maritime transportation and logistics, rely on BigBear.ai's advanced technology solutions to analyze information, identify and manage risk, and optimize solutions to complex problems, leading to better decision making. Headquartered in Columbia, Maryland, BigBear.ai has additional locations in Virginia, Massachusetts, Michigan, and California.

About GigCapital4

GigCapital4 is a Private-to-Public Equity (PPE)[™] company, also known as a blank check company or special purpose acquisition company (SPAC), focusing on the technology, media and telecommunications (TMT) and sustainable industries. It was sponsored by GigAcquisitions4, LLC, which was founded by GigFounders, LLC, each a member entity of GigCapital Global, and formed for the purpose of entering into a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization or similar business combination with one or more businesses.

"Private-to-Public Equity (PPE)" is a trademark of GigFounders, LLC, an affiliate GigCapital4, and is used pursuant to agreement.

About AE Industrial Partners

AE Industrial Partners is a private equity firm specializing in Aerospace, Defense & Government Services, Space, Power Generation, and Specialty Industrial markets. AE Industrial Partners invests in market-leading companies that can benefit from its deep industry knowledge, operating experience, and relationships throughout its target markets. AE Industrial Partners is a signatory to the United Nations Principles for Responsible Investing. Learn more at www.aeroequity.com.

Additional Information and Where to Find It

In connection with the proposed business combinations, GigCapital4 intends to file with the SEC a preliminary proxy statement under the rules of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). GigCapital4 will subsequently mail a definitive proxy statement relating to the proposed business combination to its stockholders. This press release does not contain all the information that should be considered concerning the proposed business combination and is not intended to form the basis of any investment decision or any other decision in respect of the business combination. Additional information about the proposed business combinations and related transactions will be described in GigCapital4's Current Report on Form 8-K and proxy statement relating to the proposed business combination and the respective businesses of GigCapital4 and BigBear.ai, which GigCapital4 will file with the Securities and Exchange Commission (the "SEC"). The proposed business combination and related transactions will be submitted to stockholders of GigCapital4 for their consideration. GigCapital4's stockholders and other interested persons are advised to read, when available, the preliminary proxy statement and the amendments thereto and the definitive proxy statement and other documents filed in connection with GigCapital4's solicitation of proxies for its special meeting of stockholders to be held to approve, among other things, the proposed business combination and related transactions, because these

materials will contain important information about BigBear.ai, GigCapital4 and the proposed business combination and related transactions. When available, the definitive proxy statement and other relevant materials for the proposed business combination will be mailed to stockholders of GigCapital4 as of a record date to be established for voting on the proposed business combinations and related transactions.

Stockholders may also obtain a copy of the preliminary or definitive proxy statement, once available, as well as other documents filed with the SEC by GigCapital4, without charge, at the SEC's website located at www.sec.gov or by directing a request to Brad Weightman, Vice President and Chief Financial Officer, GigCapital4, Inc., 1731 Embarcadero Rd., Suite 200, Palo Alto, CA 94303, or by telephone at (650) 276-7040.

Participants in Solicitation

BigBear.ai, GigCapital4 and their respective directors and executive officers and other persons may be deemed to be participants in the solicitations of proxies from GigCapital4's stockholders in respect of the proposed business combination and related transactions. Information regarding GigCapital4's directors and executive officers is available in its final prospectus prepared and filed with the SEC on February 10, 2021 under Rule 424(b)(4) promulgated by the SEC pursuant to the Securities Act of 1933, as amended (the "Securities Act") and related to its previously filed Registration Statement on Form S-1. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests will be contained in the preliminary and definitive proxy statements related to the proposed business combination and related transactions when it becomes available, and which can be obtained free of charge from the sources indicated above.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act. Forward-looking statements may be identified by the use of words such as "estimate," "plan," "project," "forecast," "intend," "will," "expect," "anticipate," "believe," "seek," "target" or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding estimates and forecasts of other financial and performance metrics, and projections of market opportunity and market share. These statements are based on various assumptions, whether or not identified in this press release, and on the current expectations of management of the Company and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of the Company. These forward-looking statements are subject to a number of risks and uncertainties, including changes in domestic and foreign business, market, financial, political, and legal conditions; the inability of the parties to successfully or timely consummate the proposed business combination, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the proposed business combination or that the approval of stockholders is not obtained; failure to realize the anticipated benefits of the proposed business combination; risks relating to the uncertainty of the projected financial information with respect to the Company; risks related to the rollout of BigBear.ai's business and the timing of expected business milestones; the effects of competition on the Company's future business; the amount of redemption requests made by GigCapital4's public stockholders; the ability of GigCapital4 or the combined company to issue equity or equity-linked securities in connection with the proposed business combination or in the

future. If any of these risks materialize or the Company's assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. Additional factors that could cause actual results to differ are discussed under the heading "Risk Factors" and in other sections of GigCapital4's filings with the SEC, and in GigCapital4's current and periodic reports filed or furnished from time to time with the SEC. There may be additional risks that neither GigCapital4 nor the Company presently know or that they currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect GigCapital4 and BigBear.ai's expectations, plans or forecasts of future events and views as of the date of this press release, based on information available to GigCapital4 and BigBear.ai as of the date hereof. GigCapital4 and the Company assume no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. While GigCapital4 and the Company may elect to update these forward-looking statements at some point in the future, GigCapital4 and the Company specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing GigCapital4's and the Company's assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Non-GAAP Financial Measure and Related Information

The financial information and data contained in this press release is unaudited and does not conform to Regulation S-X promulgated under the Securities Act. Accordingly, such information and data may not be included in, may be adjusted in or may be presented differently in, any proxy statement to be filed by GigCapital4 with the SEC. Some of the financial information and data contained in this press release, such as Adjusted EBITDA, have not been prepared in accordance with United States generally accepted accounting principles ("GAAP"). Adjusted EBITDA is defined as of any date of calculation, the consolidated pro forma earnings of the Company and its subsidiaries, before finance income and finance cost (including bank charges), tax, depreciation and amortization calculated from the audited consolidated financial statements of such party and its subsidiaries (prepared in accordance with GAAP), transaction fees and other non-recurring costs. Similar excluded expenses may be incurred in future periods when calculating these measures. GigCapital4 and BigBear.ai believe these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to the Company's financial condition and results of operations. GigCapital4 and BigBear.ai believe that the use of these non-GAAP financial measures provide an additional tool for investors to use in evaluating projected operating results and trends in and in comparing BigBear.ai's financial measures with other similar companies, many of which present similar non-GAAP financial measures to investors. Management does not consider these non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with GAAP. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and income that are required by GAAP to be recorded in the Company's financial statements. In addition, they are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and income are excluded or included in determining these non-GAAP financial measures.

Contact Information

For BigBear.ai:

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For GigCapital4:

ICR

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**BIGBEAR.AI TO BECOME PUBLICLY TRADED
COMPANY VIA MERGER WITH GIGCAPITAL4**

June 2021



**Investor
Presentation**

Safe Harbor

This investor presentation ("Presentation") is for informational purposes only to assist interested parties in making their own evaluation with respect to the proposed Business Combination (the "Business Combination") between GgCapital, Inc. ("GgCapital") and Bigbear AI Holdings, LLC (a Lake Intermediate, LLC) together with its direct and indirect subsidiaries, collectively, the "Company" or "Bigbear AI". The information contained herein does not purport to be all-inclusive and none of GgCapital, the Company or their respective affiliates makes any representation or warranty, express or implied, as to the accuracy, completeness or reliability of the information contained in this presentation.

This Presentation does not constitute (i) a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed Business Combination or (ii) an offer to sell, a solicitation of an offer to buy or a recommendation to purchase any security of GgCapital, the Company or any of their respective affiliates. You should not construe the contents of this Presentation as legal, tax, accounting or investment advice or a recommendation. You should consult your own counsel and tax and financial advisors as to legal and related matters concerning the matters described herein and, by accepting this Presentation, you confirm that you are not relying upon the information contained herein to make any decision.

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FORWARD-LOOKING STATEMENTS

This Presentation includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "estimate," "plan," "project," "forecast," "trend," "will," "expect," "anticipate," "believe," "seek," "target" or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding estimates and forecasts of other financial and performance metrics, and projections of market opportunity and market share. These statements are based on various assumptions, whether or not identified in this Presentation, and on the current expectations of management of the Company and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of the Company. These forward-looking statements are subject to a number of risks and uncertainties, including changes in domestic and foreign business, market, financial, political, and legal conditions; the inability of the parties to successfully or timely consummate the proposed Business Combination, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the proposed Business Combination or that the approval of stockholders is not obtained; failure to realize the anticipated benefits of the proposed Business Combination; risks relating to the uncertainty of the projected financial information with respect to the Company; risks related to the rollout of Bigbear AI's business and the timing of expected business milestones; the effects of competition on the Company's future business; the amount of redemption requests made by GgCapital's public stockholders; the ability of GgCapital or the combined company to issue equity or equity-linked securities in connection with the proposed Business Combination or in the future. If any of these risks materialize or the Company's assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that neither GgCapital nor the Company presently know or that they currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect GgCapital and Bigbear AI's expectations, plans or forecasts of future events and needs as of the date of this Presentation. While GgCapital and the Company may elect to update these forward-looking statements at some point in the future, GgCapital and the Company specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing GgCapital's and the Company's assessments as of any date subsequent to the date of this Presentation. Accordingly, undue reliance should not be placed upon the forward-looking statements.

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Safe Harbor (cont.)

USE OF PROJECTIONS

This Presentation contains projected financial information with respect to BigBear.ai, namely the Company's projected revenue, products sold, gross profit, Adjusted EBITDA and Adjusted EBITDA margin for 2021-2025. Such projected financial information constitutes forward-looking information, and is for illustrative purposes only and should not be relied upon as necessarily being indicative of future results. The assumptions and estimates underlying such projected financial information are inherently uncertain and are subject to a wide variety of significant business, economic, competitive and other risks and uncertainties that could cause actual results to differ materially from those contained in the projected financial information. See "Forward-Looking Statements" paragraph above. Actual results may differ materially from the results contemplated by the projected financial information contained in this Presentation, and the inclusion of such information in this Presentation should not be regarded as a representation by any person that the results reflected in such projections will be achieved, neither the independent auditors of GgCapitalAI nor the independent registered public accounting firm of the Company audited, reviewed, compiled or performed any procedures with respect to the projections for the purpose of their inclusion in this Presentation and, accordingly, neither of them expressed an opinion or provided any other form of assurance with respect thereto for the purpose of this Presentation. There are numerous factors related to the markets in general or the implementation of any operational strategy that cannot be fully accounted for with respect to the projections herein. Any targets or estimates are therefore subject to a number of important risks, qualifications, limitations and exceptions that could materially and adversely affect GgCapitalAI and the Company's performance. Moreover, actual events are difficult to project and often depend upon factors that are beyond the control of GgCapitalAI and the Company and its affiliates. A reconciliation of non-GAAP financial measures in this Presentation to the most directly comparable GAAP financial measures is not included, because, without unreasonable effort, the Company is unable to predict with reasonable certainty the amount or timing of non-GAAP adjustments that are used to calculate these non-GAAP financial measures.

IMPORTANT INFORMATION FOR INVESTORS AND STOCKHOLDERS

In connection with the proposed Business Combination, GgCapitalAI intends to file a proxy statement with the SEC. The definitive proxy statement and other relevant documents will be sent or given to the stockholders of GgCapitalAI and will contain important information about the proposed Business Combination and related matters. GgCapitalAI stockholders and other interested persons are advised to read, when available, the proxy statement in connection with GgCapitalAI's solicitation of proxies for the meeting of stockholders to be held to approve the Business Combination because the proxy statement will contain important information about the proposed Business Combination. When available, the definitive proxy statement will be mailed to GgCapitalAI stockholders as of a record date to be established for voting on the Business Combination. Stockholders will also be able to obtain copies of the proxy statement, without charge, once available, at the SEC's website at www.sec.gov.

PARTICIPANTS IN SOLICITATION

GgCapitalAI, the Company and their respective directors, managers and officers may be deemed participants in the solicitation of proxies of stockholders in connection with the proposed Business Combination. GgCapitalAI stockholders and other interested persons may obtain, without charge, more detailed information regarding the directors, managers and officers of GgCapitalAI in GgCapitalAI's Registration Statement on Form S-1 initially filed with the SEC on January 22, 2021. Additional information will be available in the definitive proxy statement when it becomes available.

USE OF NON-GAAP FINANCIAL MEASURES

The financial information and data contained in this Presentation is unaudited and does not conform to Regulation S-X promulgated under the Act. Accordingly, such information and data may not be included in, may be adjusted in or may be presented differently in, any proxy statement to be filed by GgCapitalAI with the SEC. Some of the financial information and data contained in this Presentation, such as Adjusted EBITDA and Adjusted EBITDA margin, have not been prepared in accordance with United States generally accepted accounting principles ("GAAP"). GgCapitalAI and BigBear.ai believe these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to the Company's financial condition and results of operations. GgCapitalAI and BigBear.ai believe that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating projected operating results and trends in and in comparing BigBear.ai's financial measures with other similar companies, many of which present similar non-GAAP financial measures to investors. Management does not consider these non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with GAAP. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and income that are required by GAAP to be recorded in the Company's financial statements. In addition, they are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and income are excluded or included in determining these non-GAAP financial measures. In order to compensate for these limitations, management presents non-GAAP financial measures in connection with GAAP results.

SEGMENT REPORTING

The Company reports its results in two segments: Cyber and Engineering (CE&I) and Analytics. Within the segments, the Chief Operating Decision-Maker (CODM) evaluates performance and allocates resources based on Segment Gross Profit and Segment Gross Profit Margin, which are calculated by reducing the costs associated with development activities on Firm Fixed Price (FFP) and Time and Material (T&M) contracts from cost of revenue, where the Company retains intellectual property that can be repurposed for future use. Segment Gross Profit and Segment Gross Profit Margin are not calculated on the same basis as Consolidated Gross Profit and Segment Gross Profit Margin. In addition, Segment Gross Profit and Segment Gross Profit Margin for the fiscal year ended December 31, 2020 are presented on a pro forma basis to reflect results of closed acquisitions and include management's estimates of segment results for the period during such fiscal year prior to the adoption of segment reporting.

INDUSTRY AND MARKET DATA

This Presentation has been prepared by GgCapitalAI and BigBear.ai and includes market data and other statistical information from sources believed by GgCapitalAI and the Company to be reliable, including independent industry publications, governmental publications or other published independent sources. Some data is also based on the good faith estimates of GgCapitalAI and BigBear.ai, which are derived from its review of internal sources as well as the independent sources described above. Although GgCapitalAI and the Company believe these sources are reliable, they have not independently verified the information and cannot guarantee its accuracy and completeness.

TRADEMARKS AND TRADE NAMES

GgCapitalAI and BigBear.ai own or have rights to various trademarks, service marks and trade names that they use in connection with the operation of their respective businesses. This Presentation also contains trademarks, service marks and trade names of third parties, which are the property of their respective owners. The use or display of third parties' trademarks, service marks, trade names or products in this Presentation is not intended to, and does not imply, a relationship with GgCapitalAI or BigBear.ai, or an endorsement or sponsorship by or of GgCapitalAI or the Company. Solely for convenience, the trademarks, service marks and trade names referred to in this Presentation may appear without the ®, TM or SM symbols, but such references are not intended to indicate, in any way, that GgCapitalAI or BigBear.ai will not assert, to the fullest extent under applicable law, their rights or the right of the applicable licensor to these trademarks, service marks and trade names.



Transaction Overview ⁽¹⁾

OVERVIEW

- BigBear.ai to become publicly traded company via merger with GigCapital4, Inc.

VALUATION

- Valuation implies a pro forma Enterprise Value of \$1,565 million (5.6x 2022E revenue)
- Existing stockholders of BigBear.ai, including AE Industrial Partners, LP, will hold ~73% of the pro forma equity of the Company at close

USE OF PROCEEDS

- Fueling commercial growth projects, sales and marketing expansion, research and development to accelerate product offerings, and inorganic growth through accretive M&A

TRANSACTION FINANCING

- Existing stockholders are expected to receive ~73% of the pro forma equity
- \$359M cash held in trust
- \$200M convertible note
- \$326M of cash to balance sheet expected at closing (net of transaction fees and expenses, repayment of BigBear.ai indebtedness, and secondary proceeds)



Overview of GigCapital4, Inc.

OVERVIEW

- GigCapital4, Inc. (NASDAQ: GIGGU) is a \$358.8M publicly traded Special Purpose Acquisition Company ("SPAC")
- GigCapital4's IPO was completed in February 2021
- Led by a proven management team of experienced entrepreneurs and executives
 - Deep public company management and board experience
 - Extensive global network of TMT business professionals and investors
 - Proven experience with M&A, strategy and technology

Track Record of Successful SPAC Transactions ⁽¹⁾

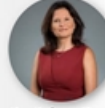


GIGCAPITAL4 LEADERSHIP TEAM



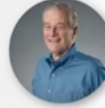
Dr. Avi Katz
EXECUTIVE CHAIRMAN

- Executive Chairman and Founding Managing Partner of GigCapital Global and all its entities, including GigCapital4
- Founder, COB, CEO GigOptix / GigPeak (NYSE: GIG)
- Serial entrepreneur and angel investor with 30+ years of experience in the technology sector



Dr. Raluca Dinu
CEO, PRESIDENT & BOB MEMBER

- Board of Directors Member and Founding Managing Partner of GigCapital Global, CEO, President of GigCapital4
- Previously General Manager / Vice President at Integrated Device Technology (IDT), which was acquired by Renesas Electronics Corp.
- COO of GigPeak, led the transfer and integration of the team from GigPeak into IDT post the acquisition of GigPeak by IDT in 2017



Neil Miotto
BOB MEMBER

- Board of Directors Member
- Previously Partner at KPMG, where he spent 27 years before retiring in 2006
- SEC reviewing partner while at KPMG
- Served on the Board of Directors of Micrel from 2007 to 2015 and GigPeak from 2008 until its sale in 2017

(1) Market data as of June 2, 2021. 5

Today's Presenters



Dr. Reggie Brothers
Chief Executive Officer

- 30+ years of experience as a science and technology innovator
- Former CTO of Peraton, Under Secretary for S&T at DHS, and Dep Asst Sec Defense for Research
- Awarded the Wash100, an award for the most influential leaders in the government market, in 2021

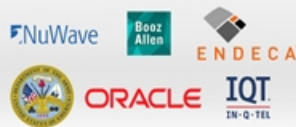
RELEVANT EXPERIENCE



Brian Frutchey
Chief Technology Officer

- 25+ years of experience in technology focusing on Big Data analytics for the defense community
- Created first distributed analytics engine for Endeca, open-source exploitation environment for the Joint Staff, and other ML powered big data products
- Managed data science investments for IN-Q-TEL

RELEVANT EXPERIENCE



Josh Kinley
Chief Financial Officer

- 20+ years of experience in government finance and accounting
- Co-Founder and Former CFO of PCI
- Deep insight into government contracting process

RELEVANT EXPERIENCE



Our Mission



Your World is a Battle Ground.
Know your World. **Shape** your World.

Data-Driven **Decision Dominance.**

Big Data Analytics Powered by Artificial Intelligence & Machine Learning

A POWERFUL FORCE IN BIG DATA ANALYTICS

- Modular end-to-end offering enables customers to optimize decisions by ingesting and mining disparate data to deliver AI-powered advice and insights
- Large addressable market growth driven by rapid proliferation of data and connected devices
- Broader AI/ML market projected to grow at ~40% CAGR over the next 5 years to reach ~\$310B by 2026⁽¹⁾
- Land & expand strategy: track record of growing customer relationships with new products & solutions
- Established and profitable defense and intelligence customer base with long-lasting engagements
- Growing Commercial sector opportunity driven by market need for tracking and predictive tools
- Positive and accelerating revenue, gross margin, EBITDA, and free cash flow
- Secure revenue projections backed by robust \$500+M contracted backlog & 100% re-compete win rate
- Highly experienced leadership and team of employees; majority have secret-level or higher U.S. government security clearance levels – a significant barrier to entry in industry where clients rely on us
- Priced with significant upside potential

AI POWERED TECHNOLOGY SUITE SERVING GROWING PUBLIC & PRIVATE SECTOR DEMAND TO OPTIMIZE DECISIONS



Battle Tested to Perform in Complex, Real Time Environments

BigBear.ai's platform generates critical insights into complex situations where the cost of failure is significant



BigBear.ai Company Snapshot

BigBear.ai, fueled by machine driven analytics, enables decision making dominance in real-time

\$277M
FY22E Total Revenue

63%
FY22E Revenue Growth

~\$500M
Contracted Backlog

\$4.5B
Near-Term Pipeline

100K
Enterprise Decision Makers and
Analysts Relying on Our Software

21
Years in Operation

6M+
Predictions per Day

300K
Models Trained Per Year



Our Customers Operate in Complex, Unforgiving Environments

The proliferation of data, if harnessed through AI / ML, could result in a global economic gain of ~\$16T by 2030 – organizations that don't leverage AI / ML may pay a steep cost



We Provide Customers With Mission Critical Solutions

Highly Customizable
Product Suites

Diverse Base of Government and
Enterprise Customers



Data Ingestion,
Enrichment & Processing



Artificial Intelligence &
Machine Learning



Predictive Analytics &
Visualization

Defense



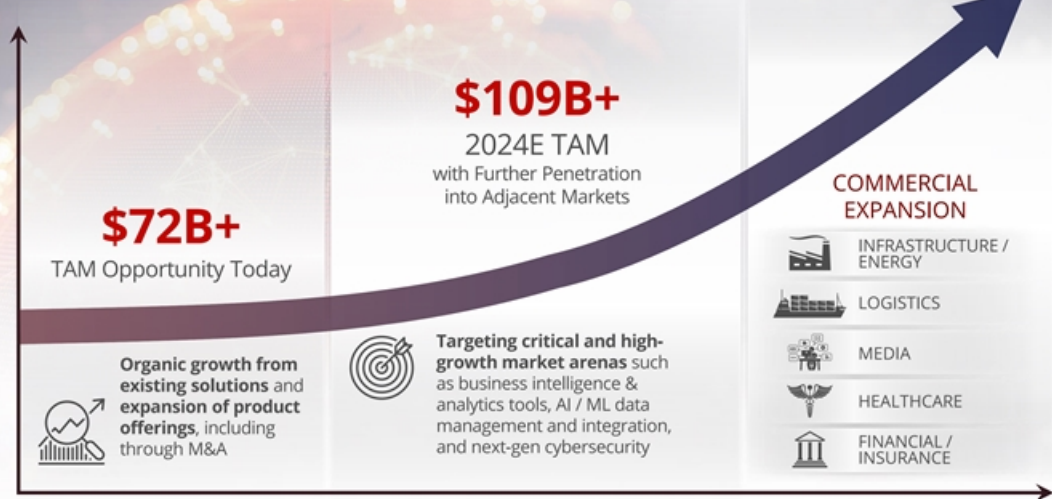
Intelligence



Enterprise



Large and Rapidly Growing Addressable Market



Client-focused, Specialized Workforce Builds Customer Intimacy

Skilled and cleared, mission-focused employees with experience working in high pressure critically important situations

92%

Secret+ Cleared Employees

175+

Advanced Degrees (including 7 PhDs)

90%+

Employee Retention

SPECIALIZED WORKFORCE

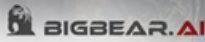


64% TS & TS / SCI Employees

Across Numerous Disciplines:

- Software Engineering
- Software Development
- Data Science - AI / ML
- Data Architecture
- Analytics Engineering

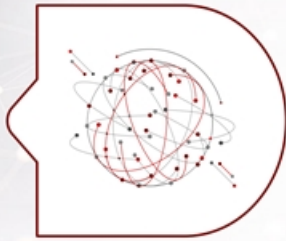
CULTURE & EMPLOYEE RECOGNITION



AI Powered Products for Decision Dominance

OBSERVE

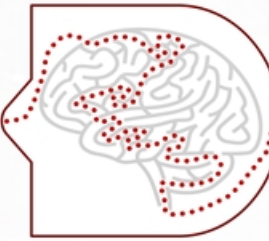
Collect and conflate big real-time sources into informative dossiers



Provides **98%** of all automated location dossiers

ORIENT

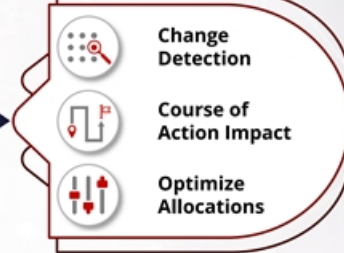
"Low Code" AI generates insights and predictions



96% Prediction accuracy

DOMINATE

Visual interactions and advice for decisions in complex situations



24x Faster strategic plan updates

SELECT RESULTS FOR DEFENSE CUSTOMERS

Agility and Differentiation from a Composable Foundation

BigBear.ai's highly modular IP can be used alone or grafted onto a customer's existing technology to quickly produce customized solutions that meet the unique needs of the customer and the end market

OBSERVE



600M+

Daily near real-time ingest of events from 200+ countries

7.2B

Records Created Per Year

ORIENT



6M+

Daily predictions

10K+

Models trained daily

DOMINATE



Advantages of our Approach

- Rapid time to value: **~4 weeks to integrate** new customer
- **Trusted in critical situations** where there is little margin for error
- Scales for **global coverage**
- Component reuse **accelerates innovation** of new capabilities

Existing Software Solutions Apply to Commercial Use Cases

BigBear.ai's IP, originally designed for defense and intelligence customers, can be used today within a wide range of commercial applications across every industry vertical

DEFENSE USE CASE EXAMPLES:

Location Intelligence



- Discover **new infrastructure** being created
- Identify when the use of a **location changes**
- Predict **security events** near a location

Maritime Intelligence



- Discover **anomalous shipping behavior**
- Predict the **capacity of ports** for future operations
- Characterize **adversary maritime assets**
- Identify **smuggling or piracy**

Media Intelligence



- Analyze **sentiment** towards U.S. interests
- Determine the **differences between populations**
- Identify **propaganda and disinformation**

COMMERCIAL USE CASE EXAMPLES:

- Predict the **likelihood of disruptions** at a location
- Discover **where competitors** are operating
- **Optimize trends** effecting property value
 - Forecast **energy demand and prices**
 - Identify **environmental impacts**



Energy

- Predict equipment failure to inform **preventative maintenance**
- Forecast **demand** for cargo capacity
- Optimize **routing and fuel hedging** strategy
 - Forecast **commodity and shipping prices**
 - Optimize **warehouse assortments**



Logistics

- Analyze **sentiment** towards brand or product
- Optimize the impact of **marketing campaigns**
- Identify and shape **key influencers**
 - Predict the **credit risk of individuals**



Marketing

Case Study: U.S. Intelligence Agency

AI harnessed to ingest and enrich vast amounts of data to discover, characterize and alert analysts to activities of interest

- Real-time global tracking of entities
- Began with Observe and were able to upsell into Orient and Dominate
- Providing insights into patterns of life of entities
- Provides predictive analytics to alert analysts to changes in usage of facilities or changes in behaviors of entities



Case Study: Large Public Transportation and Logistics Firm

BigBear.ai provides a SaaS maritime intelligence portal to enhance awareness, safety, efficiency, and competitiveness

- Near real-time analysis and modeling of vessel telemetry, cargo, weather, events, and commodity prices
- Ship behavior anomaly alerts
- Automated fleet operation reports with comparisons to competitors
- Weather impact and port event forecasting for proactive operations decisions
- Cost savings and higher sales through improved operational decisions
- Subscription based SaaS model
- Upsold after initial period from Observe to Orient



1K Miles
Identified Vessels that Traveled as much as 1K Miles Unnecessarily

1B
Telemetry Messages Analyzed Per Year

1 Month
From Customer Engagement to Initial Insights

Discovered
Previously Unknown Customer Prospects Currently Exclusive to Competitors

Well Situated Between Competitive Offerings

BigBear.ai's differentiated platform offers end-to-end integration with a comprehensive suite of products and capabilities to address unmet, critical needs





BIGBEAR.AI

GROWTH STRATEGY

Multiple Growth Vectors

Contracted and near-term opportunities provide visibility into achieving forecasted growth

Execute on Existing Backlog

Existing contracts provide **secured growth** and position BigBear.ai for future wins through proven performance



83% of 2021E Revenue in Backlog

Pursue Near-Term Opportunities

- Leverage deep relationships and past performance to immediately pursue identified contracts
- 93% combined historical win rate**
- 100% historical recompetes win rate**



~90 Near-Term Opportunities Identified Collectively Worth ~\$4.5B

Expand Presence in Commercial Market

- Continue recent momentum to **penetrate targeted industry verticals**



\$109B+ Total Addressable Market ⁽¹⁾

Opportunities for Inorganic Growth and Horizontal Expansion

- Continue to identify and acquire **strategic M&A targets**
- Accelerate growth through opportunities in **cyber analytics** and federal **civilian agencies**
- This additional upside has not been factored in the near-term company projections



25+ Potential M&A Targets Identified

The U.S. DoD is Evolving to Utilize AI at Speed and Scale

Build the
Technical
Backbone



Accelerate Adoption
of Existing Digital
Technologies

"AI is an inspiring technology.
It will be the most powerful
tool in generations for
benefiting humanity."

"America is not
prepared to defend
or compete in the
AI era."

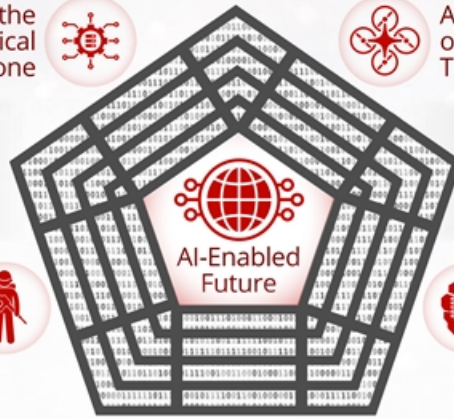
Train and
Educate
Warfighters



Democratize
Development



Invest in
Next-Generation
Capabilities



Recent Wins and Pipeline Opportunities

BigBear.ai has experienced an organic revenue CAGR of 25%+ historically ⁽¹⁾

NOTABLE RECENT WINS

- Recent wins Represent ~\$260M of Current Backlog
- Current Contracts Represent 83% of 2021E and 47% of 2022E Revenue

ROBUST PIPELINE OF OPPORTUNITIES

- Near-term Pipeline Represents ~\$4.5B
- Near-term Pipeline of Opportunities is ~16x 2022E Revenue

REPRESENTATIVE END-USERS



⁽¹⁾ Revenue CAGR from 2016A-2020A is 25.3%. Refer to Safe Harbor on slides 2 and 3 regarding projected financial information with respect to BigBear.ai. 24

Commercial Go-To-Market Overview & Strategy

Targeted go-to-market strategy is driving momentum with new and existing customers




Marketing
10 Team Members ⁽¹⁾


Technical Sales Enablement
35 Team Members ⁽¹⁾


Sales
70 Team Members ⁽¹⁾

STRATEGIC INITIATIVES

- Onboarding transportation and energy sales teams in Q3 2021E
- Actively building channel strategy for transportation and infrastructure markets
- Planning investments to enhance upselling and cross-selling opportunities
- Expanding into healthcare, financials, and insurance by end of 2022E
- Leveraging 16 existing partners in the channel strategy



⁽¹⁾ Estimated team size by 2025. 25

Proven Land and Expand Strategy

We have demonstrated an ability to accelerate growth in our customer relationships as we release products



Note: All figures approximate to protect confidential customer data. 25

Strategic M&A Can Accelerate BigBear.ai's Momentum

PROVEN M&A TRACK RECORD

NuWave

AI / ML & Cloud

pci

Cloud & Cyber

BIG BEAR

Big Data

ProModel

Government Services

AI / ML



BIG BEAR.AI
DECISION DOMINANCE

ACTIONABLE PIPELINE

25+ Potential
Targets Identified

AI / ML Focus Comprises
~50% of Targets

\$385M+ Combined
Revenue

M&A has potential to strategically build out capabilities and allow BigBear.ai to accelerate customer penetration



BIGBEAR.AI

FINANCIAL HIGHLIGHTS

BigBear.ai is Established, Flexible, and Scalable

	2022E	2025E	Impact
Total Revenue (\$M)	\$277	\$764	40% CAGR 2022E - 2025E
Analytics Revenue (%)	52%	75%	75% Analytics Revenue (%) by 2025E
Adj. EBITDA Margin (%)	13%	21%	~800 bps Adj. EBITDA Margin Expansion by 2025E



Refer to Safe Harbor on slides 2 and 3 regarding projected financial information with respect to BigBear.ai. 29

Revenue by Type and End Market

Revenue mix is anticipated to shift over the projected period such that Analytics will account for 75% of total revenue in 2025E

REVENUE BY SEGMENT

(\$ in millions)

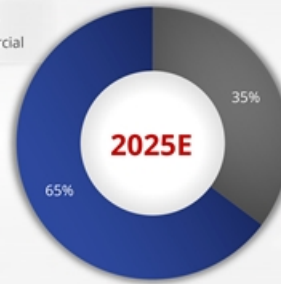
- Cyber & Engineering ("C&E")
- Analytics

83% of 2021E Revenue is in Backlog ⁽¹⁾



FUTURE STATE REVENUE BY END MARKET

- Defense
- Commercial

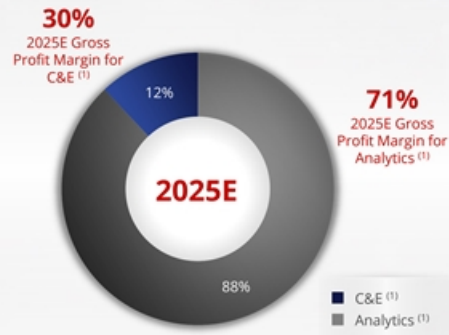


⁽¹⁾ Includes programs where BigBear.ai is the incumbent provider.
 Note: All historical financial numbers are pro forma for closed acquisitions.
 Refer to Safe Harbor on slides 2 and 3 regarding projected financial information with respect to BigBear.ai.

Gross Profit by Segment

Gross profit margin ⁽¹⁾ is projected to increase over the projected period as revenue mix shifts towards Analytics segment and Commercial end markets

FUTURE STATE GROSS PROFIT BY SEGMENT ⁽¹⁾



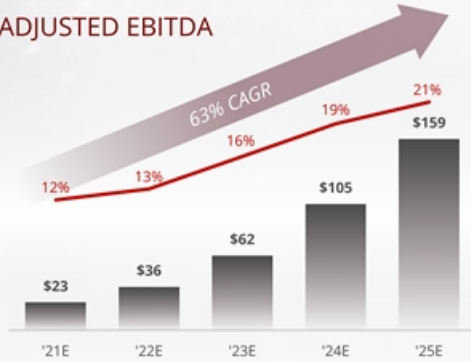
⁽¹⁾ Refer to Safe Harbor on slides 2 and 3 regarding Segment Gross Profit and Gross Profit Margin reporting.
Note: All historical financial numbers are pro forma for closed acquisitions.
Refer to Safe Harbor on slides 2 and 3 regarding projected financial information with respect to BigBear.ai.

Cash Flow and Adj. EBITDA Detail

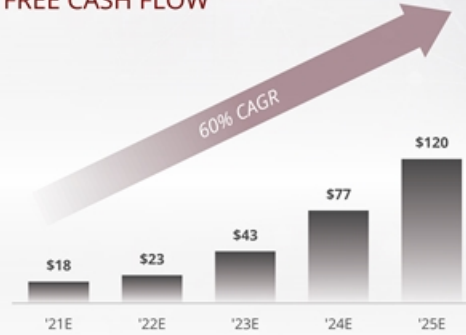
BigBear.ai's profitable and established operations are projected to generate healthy EBITDA margins and cash flow

- Adjusted EBITDA margin expansion is bolstered by the growth in the analytics segment
- With a market-tested product in place, BigBear.ai is expected to continue to realize steady free cash flow growth through 2025E

ADJUSTED EBITDA



FREE CASH FLOW



Note: All historical financial numbers are pro forma for closed acquisitions. Refer to Safe Harbor on slides 2 and 3 regarding projected financial information with respect to BigBear.ai.



BIGBEAR.AI

VALUATION OVERVIEW
& TRANSACTION SUMMARY

Peer Group

BigBear.ai's capabilities position it as a powerful force in the data / analytics infrastructure peer set

DATA / ANALYTICS INFRASTRUCTURE COMPARABLES

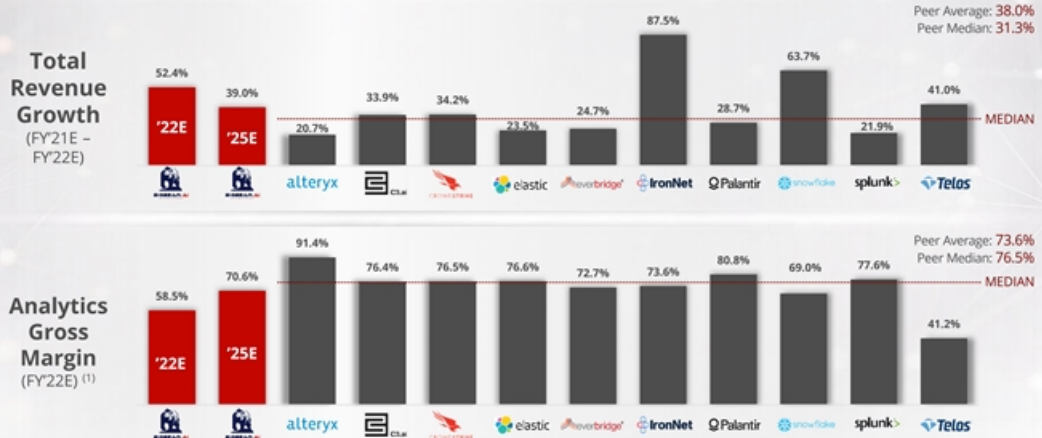
<p>Selected Peers</p>																		
<p>Rationale</p>	<ul style="list-style-type: none"> Operate in the same industry with complementary end markets Commercial and government exposure Valued on revenue multiples Focused on a fast-growing, early-stage market New entrants centered around disruptive innovation Telos and Palantir are software companies with high exposure to government and significant services capabilities 																	
<p>Metrics (Median)</p>	<table border="1"> <tr> <td>'20A - '21E Revenue Growth</td> <td>30.1%</td> </tr> <tr> <td>'21E - '22E Revenue Growth</td> <td>31.3%</td> </tr> <tr> <td>2021E Gross Margin</td> <td>75.9%</td> </tr> <tr> <td>2022E Gross Margin</td> <td>76.5%</td> </tr> </table>	'20A - '21E Revenue Growth	30.1%	'21E - '22E Revenue Growth	31.3%	2021E Gross Margin	75.9%	2022E Gross Margin	76.5%	<table border="1"> <tr> <td>2021E EBITDA Margin</td> <td>2.3%</td> </tr> <tr> <td>2022E EBITDA Margin</td> <td>5.5%</td> </tr> <tr> <td>EV / 2021E Revenue</td> <td>23.5x</td> </tr> <tr> <td>EV / 2022E Revenue</td> <td>14.6x</td> </tr> </table>	2021E EBITDA Margin	2.3%	2022E EBITDA Margin	5.5%	EV / 2021E Revenue	23.5x	EV / 2022E Revenue	14.6x
'20A - '21E Revenue Growth	30.1%																	
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2021E Gross Margin	75.9%																	
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EV / 2021E Revenue	23.5x																	
EV / 2022E Revenue	14.6x																	



Note: All historical financial numbers are pro forma for closed acquisitions. Source: CapIQ and FactSet; Market Data as of June 2, 2021. 34

Benchmarking

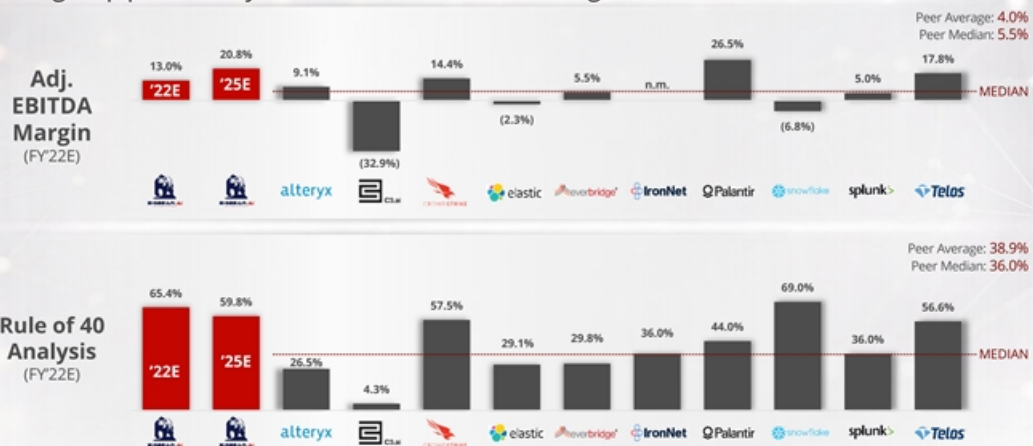
Operational benchmarking – revenue growth and gross margin profiles



(1) Refer to Safe Harbor on slides 2 and 3 regarding Segment Gross Profit and Gross Profit Margin reporting. Source: CapIQ and FactSet; Market data as of June 2, 2021. Refer to Safe Harbor on slides 2 and 3 regarding projected financial information with respect to BigBear.ai. 35

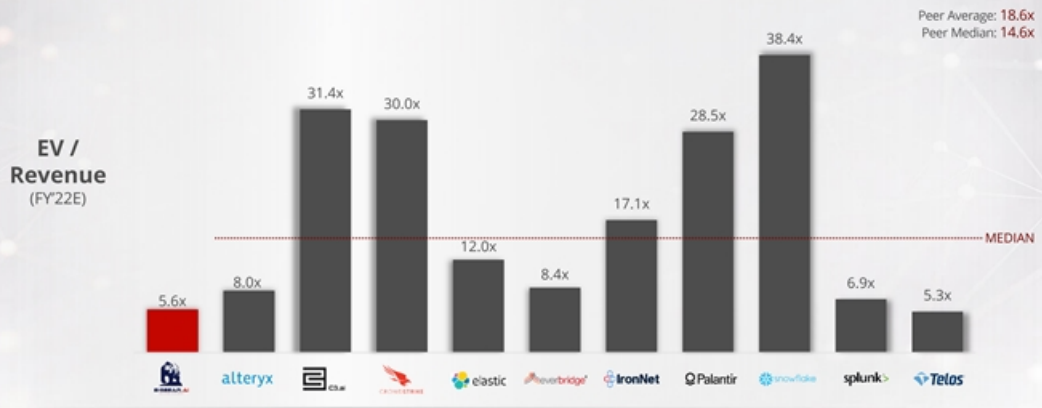
Benchmarking (cont'd)

Peer group profitability and Rule of 40 benchmarking



Benchmarking (cont'd)

Peer group valuation benchmarking



Source: CapIQ and FactSet; Market data as of June 2, 2021. Refer to Safe Harbor on slides 2 and 3 regarding projected financial information with respect to BigBear.AI 37

Benchmarking (cont'd)

BigBear.ai is priced with significant upside potential



Summary of Approach

- Peer valuation applies range of multiples to BigBear.ai's 2021E and 2022E management forecasted revenue to arrive at an implied enterprise value
- The applied range was determined by a 2-turn range around the peer mean EV / Revenue multiple of the Data / Analytics Infrastructure peers
- 2021E and 2022E projected financials-based valuation is a reasonable approach given BigBear.ai's high degree of visibility to future revenue from large, long-term contracts

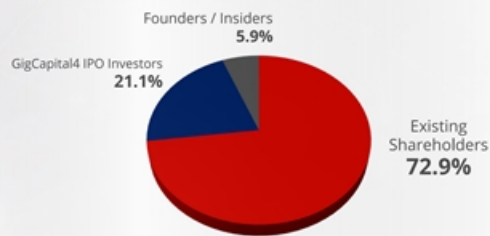


Transaction Detail ⁽¹⁾

TRANSACTION HIGHLIGHTS

- PF Enterprise Value of \$1,565M, implying an EV / FY2022E revenue multiple of 5.6x
- Current BigBear.ai stockholders to retain ~73% of pro forma equity
- Seeking to raise \$200M convertible note
- 100% of BigBear.ai's existing debt of \$110M will be paid down in transaction
- Transaction expected to be completed in Q3 2021

PRO FORMA BASIC OWNERSHIP % ⁽²⁾



PRO FORMA VALUATION

\$ IN MILLIONS	
Share Price	\$10.00
Shares Outstanding (M)	169.7
Equity Value	\$1,697
Less: Net Cash	(132) ⁽³⁾
Enterprise Value	\$1,565
EV / 2021E Revenue	8.6x
EV / 2022E Revenue	5.6x

ILLUSTRATIVE SOURCES & USES

\$ IN MILLIONS		\$	%
Sources			
Seller Equity Roll-Over	\$1,237	68.9%	
Cash in Trust	359	20.0%	
Convertible Note Proceeds	200 ⁽⁴⁾	11.1%	
Total Sources	\$1,796	100.0%	
Uses			
Seller Equity Roll-Over	\$1,237	68.9%	
Cash to Sellers	75	4.2%	
Cash to Balance Sheet	326	18.2%	
Pay Down Debt	110	6.1%	
Estimated Fees & Expenses	48 ⁽⁵⁾	2.7%	
Total Uses	\$1,796	100.0%	



⁽¹⁾ Dollar figures and percentages rounded for presentation.
⁽²⁾ Founders / Insiders includes Founder Shares and Private Placement Units issued to sponsor and underwriter.
⁽³⁾ Existing BigBear.ai cash of ~\$6M, cash in trust of ~\$259M, cash from convertible note of \$200M, less fees of ~\$48M, existing debt of ~\$110M, secondary of \$75M, and convertible debt of \$200M.
⁽⁴⁾ \$200M convertible note bearing a coupon of 6.0% and a conversion price of \$11.50. Mandatory conversion: after August 15, 2022 if share price exceeds 130% of the conversion price for 20 of 30 consecutive trading days.
⁽⁵⁾ Subject to change.
Refer to Safe Harbor on slides 2 and 3 regarding projected financial information with respect to BigBear.ai.



BIGBEAR.AI

APPENDIX

Summary Financials

	Fiscal Year Ended December 31, ⁽¹⁾⁽²⁾⁽³⁾							
	2018	2019	2020	2021	2022	2023	2024	2025
Cyber & Engineering ⁽⁴⁾	\$49	\$74	\$76	\$95	\$133	\$153	\$170	\$192
Analytics ⁽⁴⁾	39	48	65	87	145	235	379	572
Revenue	\$88	\$122	\$140	\$182	\$277	\$388	\$550	\$764
Growth	29%	38%	16%	21%	52%	40%	42%	39%
Cyber & Engineering Gross Profit ⁽⁴⁾			\$19	\$27	\$38	\$46	\$52	\$59
Analytics Gross Profit ⁽⁴⁾			36	51	90	155	260	412
Adjusted Gross Profit			\$55	\$78	\$128	\$201	\$312	\$471
Cyber & Engineering Adjusted Gross Margin			25%	29%	28%	30%	31%	31%
Analytics Adjusted Gross Margin			56%	58%	62%	66%	69%	72%
Adjusted Gross Margin			39%	43%	46%	52%	57%	62%
(-) Adjustment to C&E Gross Profit ⁽⁵⁾			(\$2)	(\$1)	(\$2)	(\$2)	(\$2)	(\$3)
(-) Adjustment to Analytics Gross Profit ⁽⁵⁾			(10)	(4)	(5)	(6)	(7)	(7)
Gross Profit (GAAP)			\$43	\$73	\$121	\$192	\$303	\$461
Cyber & Engineering Gross Margin (GAAP)			22%	27%	27%	29%	29%	30%
Analytics Gross Margin (GAAP)			40%	54%	59%	63%	67%	71%
Gross Margin (GAAP)			30%	40%	43%	50%	55%	60%
(-) General & Administrative and Fringe ⁽⁶⁾			(\$25)	(\$26)	(\$39)	(\$52)	(\$67)	(\$91)
(-) Sales and Marketing			(1)	(3)	(10)	(28)	(53)	(92)
(-) R&D			(2)	(22)	(35)	(50)	(77)	(118)
Unadjusted EBITDA			\$14	\$21	\$36	\$62	\$105	\$159
Unadjusted EBITDA Margin			16%	12%	13%	16%	19%	21%
Adjusted EBITDA ⁽⁷⁾			\$25	\$23	\$36	\$62	\$105	\$159
Adjusted EBITDA Margin			18%	12%	13%	16%	19%	21%
Free Cash Flow ⁽⁸⁾				\$18	\$23	\$43	\$77	\$120



(1) Historical Financials are unaudited.

(2) All historical financial numbers are pro forma for closed acquisitions.

(3) Refer to Safe Harbor on cover regarding financial information.

(4) Refer to Safe Harbor regarding Segment Reporting.

(5) Adjustments to Segment Gross Profit includes certain General & Administrative, Fringe and R&D costs.

(6) Includes unallowable, overhead and other income (expenses). Excludes depreciation and amortization.

(7) Adjusted to exclude transaction fees and other non-recurring costs.

(8) Calculated by subtracting Capital Expenditures and Increases in New Working Capital from Adjusted EBITDA. 41

DATA-DRIVEN DECISION DOMINANCE

Thank
You



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