

# 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 GigCapital4, Inc. ("GigCapital4") and BigBear.ai Holdings, LLC (f/k/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 GigCapital4, 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.

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## 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 GigCapital4 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 GigCapital4 and the Company's performance. Moreover, actual events are difficult to project and often depend upon factors that are beyond the control of GigCapital4 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, GigCapital4 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 GigCapital4 and will contain important information about the proposed Business Combination and related matters. GigCapital4 stockholders and other interested persons are advised to read, when available, the proxy statement in connection with GigCapital4'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 GigCapital4 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](http://www.sec.gov).

## PARTICIPANTS IN SOLICITATION

GigCapital4, 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. GigCapital4 stockholders and other interested persons may obtain, without charge, more detailed information regarding the directors, managers and officers of GigCapital4 in GigCapital4'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 GigCapital4 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"). 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. 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 (C&E) 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 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 GigCapital4 and BigBear.ai and includes market data and other statistical information from sources believed by GigCapital4 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 GigCapital4 and BigBear.ai, which are derived from its review of internal sources as well as the independent sources described above. Although GigCapital4 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

GigCapital4 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 GigCapital4 or BigBear.ai, or an endorsement or sponsorship by or of GigCapital4 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 GigCapital4 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 <sup>(1)</sup>

## 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  
& BOD 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**  
BOD 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

# 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



**BIG BEAR.AI**  
DECISION DOMINANCE

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<sup>(1)</sup>
- 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% recompetes 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



Predicted **Russian** invasion of Crimea



Detected **fuel smuggling** from Libya



Product leveraged by CENTCOM to **shape Iranian engagement strategy**



# BigBear.ai Company Snapshot

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

**\$277M**

FY'22E Total Revenue

**63%**

FY'22E 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+**

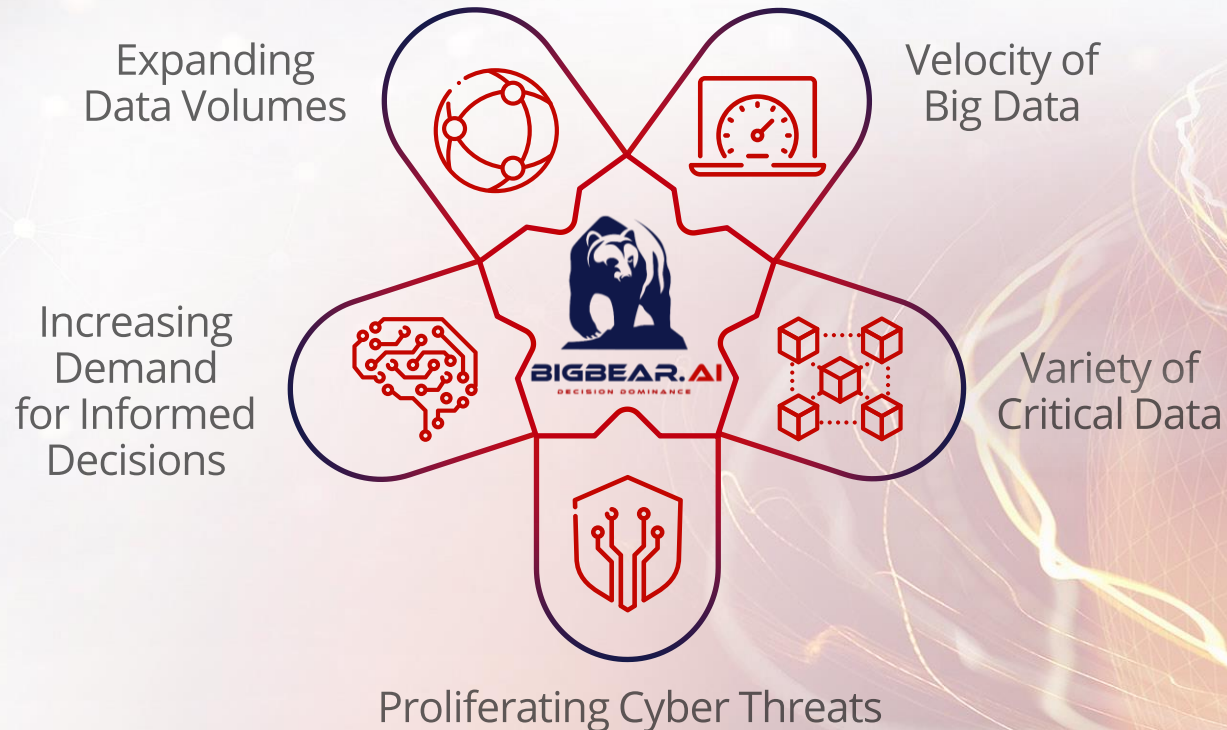
Predictions per Day

**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

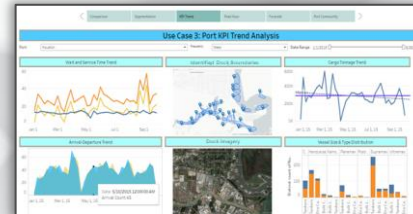
Defense



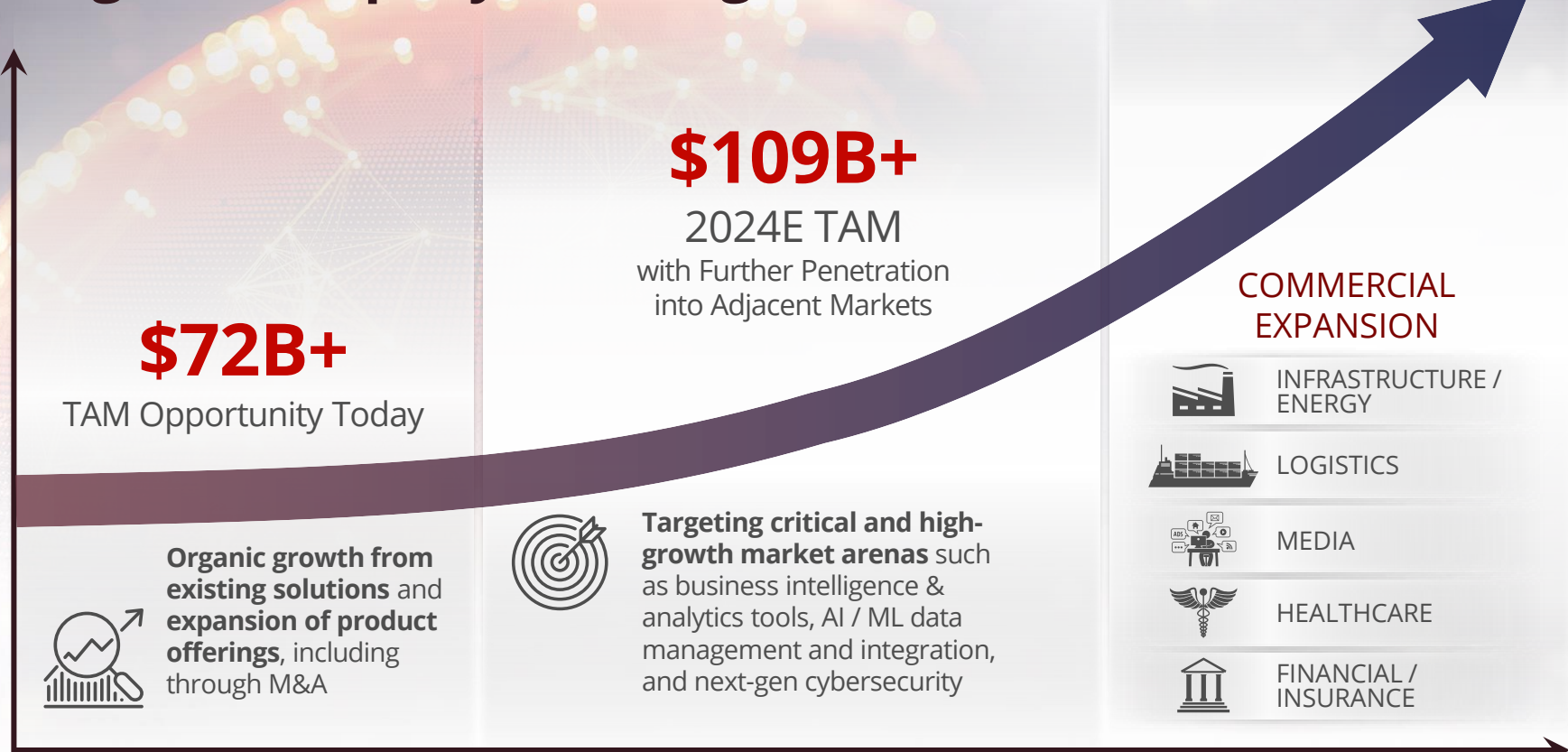
Intelligence



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

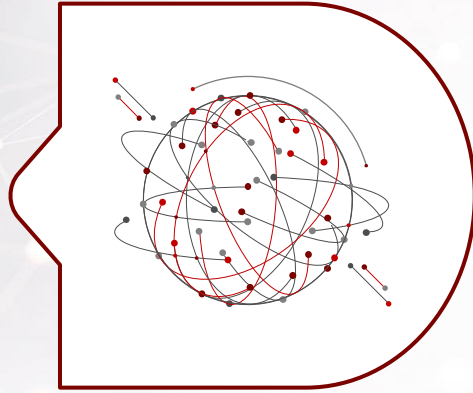
## CULTURE & EMPLOYEE RECOGNITION



# AI Powered Products for Decision Dominance

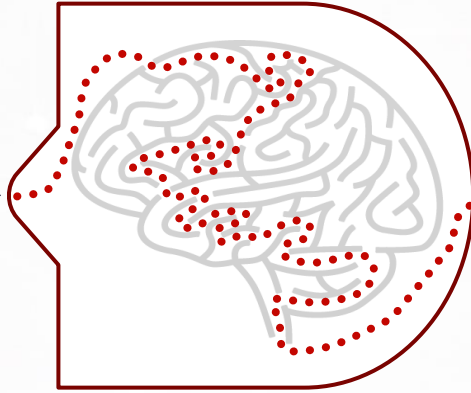
## OBSERVE

Collect and conflate big real-time sources into informative dossiers



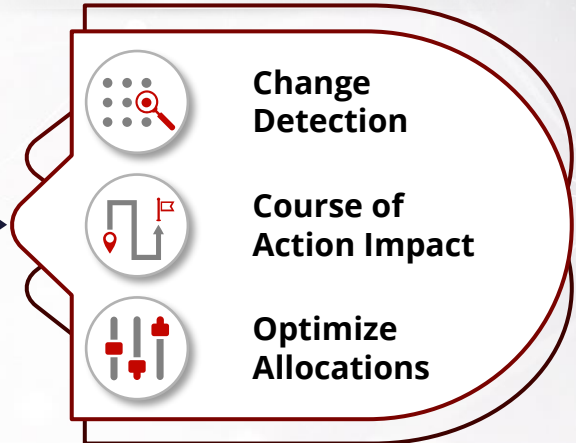
## ORIENT

"Low Code" AI generates insights and predictions



## DOMINATE

Visual interactions and advice for decisions in complex situations



SELECT RESULTS FOR DEFENSE CUSTOMERS

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

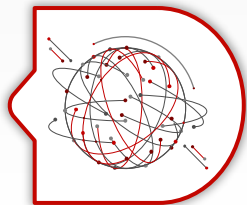
**96%** Prediction accuracy

**24x** Faster strategic plan updates

# 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



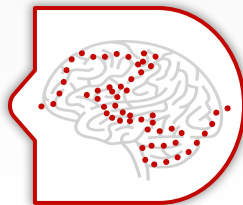
**600M+**

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

**7.2B**

Records Created Per Year

## ORIENT



**6M+**

Daily predictions

**10K+**

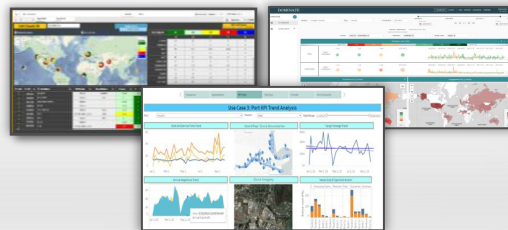
Models trained daily

## DOMINATE



LOCATION INTELLIGENCE

MEDIA INTELLIGENCE



MARITIME INTELLIGENCE

## 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

**110+ Years**

of Labor Costs Saved  
Through Use of  
BigBear.ai

**~4M**

Predictions  
Per Day

**~2B**

Photos and Videos  
Processed

**100x**

More Discoveries than  
the Last 50 Years of  
Manual Analysis

# 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



Portability and modularity to **fit into existing enterprises**

**Provides rapid value** and promotes **horizontal growth**

**AI** for course of action generation and optimization

**Battlefield tested** within complex mission environments

Pluggable platform creates the **right product for the right problem**

**Comprehensive & Interoperable**

Monolithic platforms that are difficult and expensive to integrate given "all or nothing" approach

**End-to-End  
but Rigid**

Frameworks that lack a comprehensive suite of products and capabilities

**Flexible but  
Limited**



**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 recompetete win rate**



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

## Expand Presence in Commercial Market

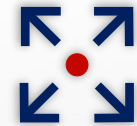
- Continue recent momentum to **penetrate targeted industry verticals**



\$109B+ Total Addressable Market <sup>(1)</sup>

## 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

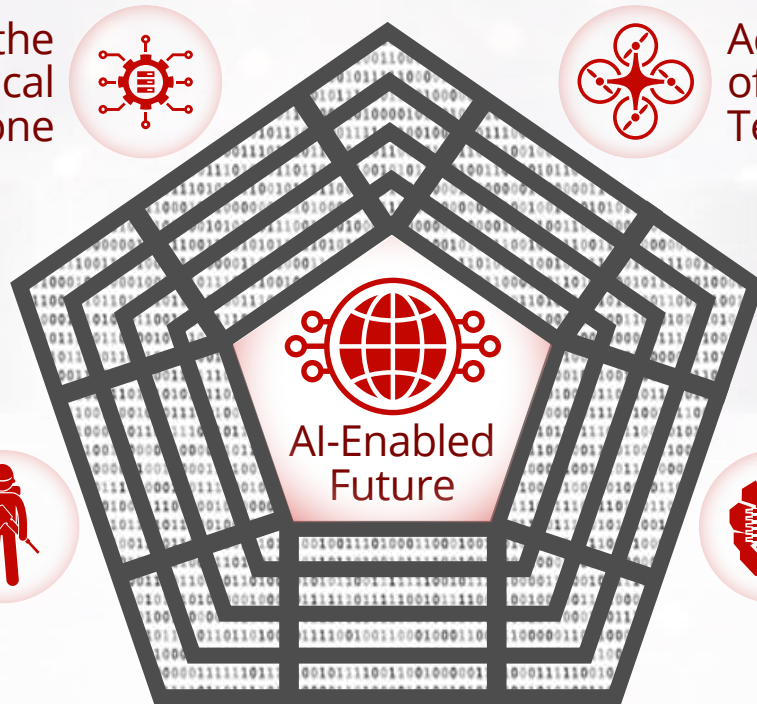


Accelerate Adoption  
of Existing Digital  
Technologies



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

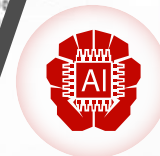
“America is not  
prepared to defend  
or compete in the  
AI era.”



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 <sup>(1)</sup>

## 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





# Commercial Go-To-Market Overview & Strategy

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

## CHANNEL PARTNER PROGRAM



**Marketing**  
10 Team Members <sup>(1)</sup>



**Technical Sales Enablement**  
35 Team Members <sup>(1)</sup>



**Sales**  
70 Team Members <sup>(1)</sup>

## 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

# Proven Land and Expand Strategy

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

YEAR 0

TODAY

QUADRUPLED  
REVENUE IN:

Army

**\$10M**  
Revenue

**\$40M**  
Revenue

**7**  
Years

**6,000**  
Platform Users

**51,000**  
Platform Users

Intelligence  
Community

**\$5M**  
Revenue

**\$26M**  
Revenue

**<5**  
Years

**15,000**  
Platform Users

**100,000**  
Platform Users

Maritime  
Logistics

**\$25K**  
Revenue

**\$2M**  
Revenue

**<1**  
Year

**Observe**  
Product

**Observe, Orient**  
Products

- History of getting a single foothold with a customer and **expanding as they learn our full value**
- Revenue and platform product **growth is accelerating** with each product created

# 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<sup>®</sup>  
Government Services

AI / ML



**BIGBEAR.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)	<b>\$277</b>	<b>\$764</b>	<b>40%</b> CAGR 2022E - 2025E
Analytics Revenue (%)	<b>52%</b>	<b>75%</b>	<b>75%</b> Analytics Revenue (%) by 2025E
Adj. EBITDA Margin (%)	<b>13%</b>	<b>21%</b>	<b>~800 bps</b> Adj. EBITDA Margin Expansion by 2025E

# 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

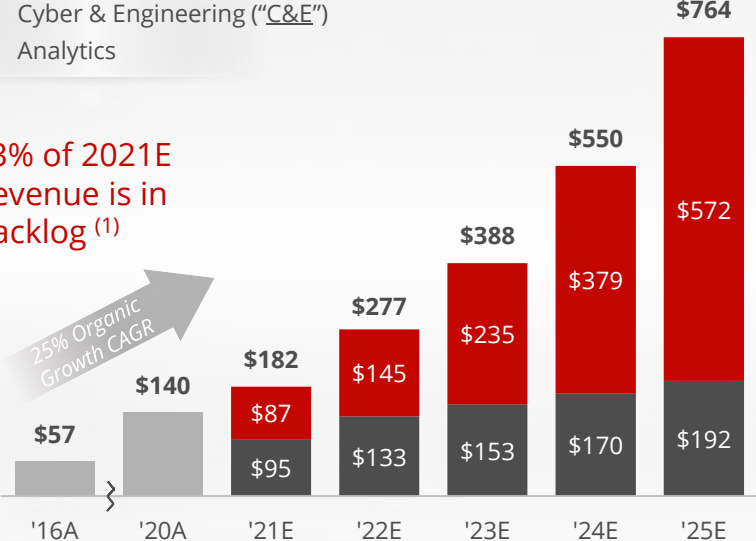
## REVENUE BY SEGMENT

(\$ in millions)

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

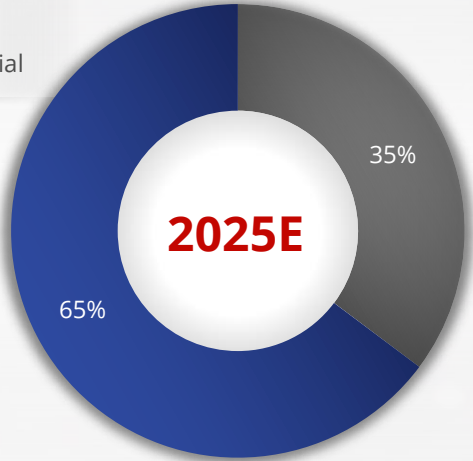
83% of 2021E Revenue is in Backlog <sup>(1)</sup>

25% Organic Growth CAGR



## FUTURE STATE REVENUE BY END MARKET

- Defense
- Commercial



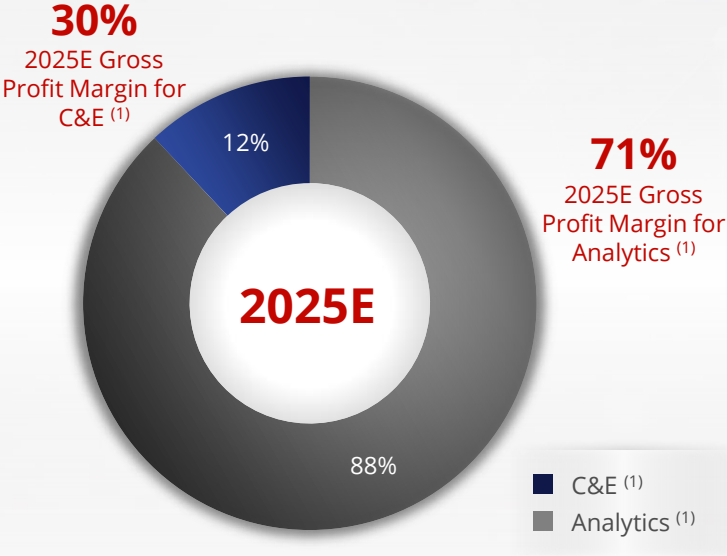
(1) Includes programs where BigBear.ai is the incumbent provider.

Note: All historical financial numbers are pro forma for closed acquisitions.

# Gross Profit by Segment

Gross profit margin <sup>(1)</sup> 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 <sup>(1)</sup>



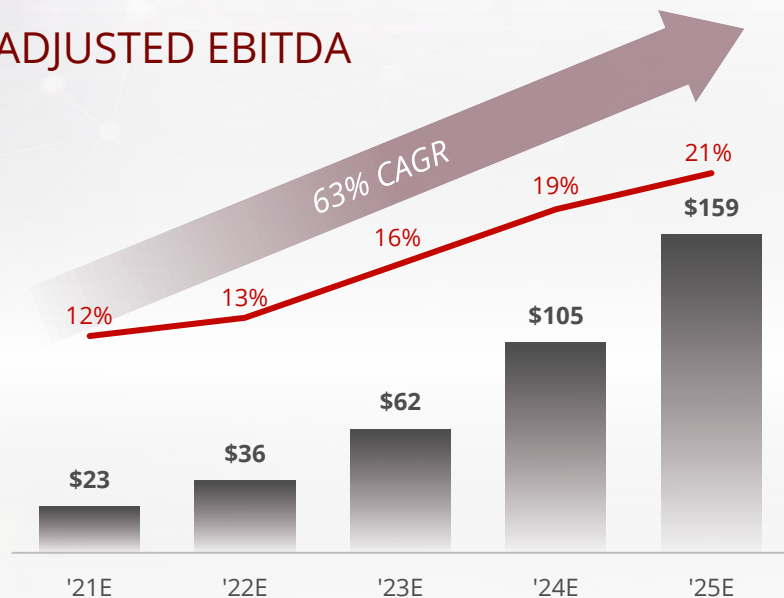
<sup>(1)</sup> Refer to Safe Harbor on slides 2 and 3 regarding Segment Gross Profit and Gross Profit Margin reporting.  
Note: All historical financial numbers are pro forma for closed acquisitions.  
Refer to Safe Harbor on slides 2 and 3 regarding projected financial information with respect to BigBear.ai.

# Cash Flow and Adj. EBITDA Detail

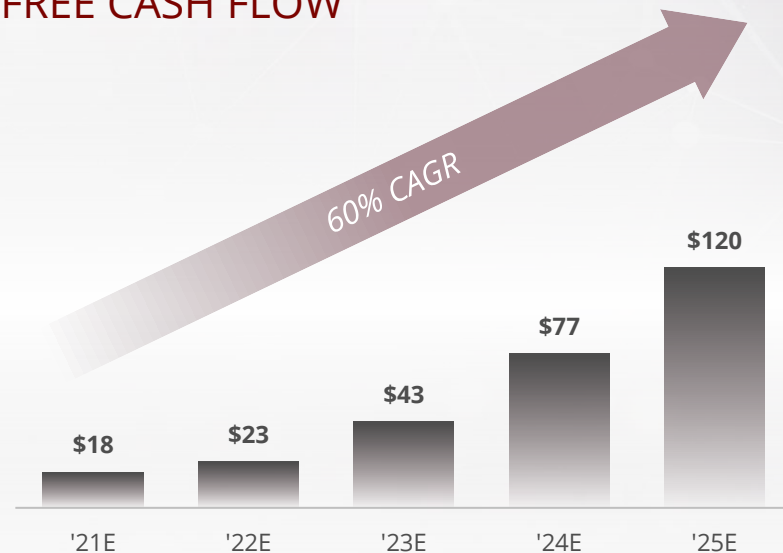
BigBear.ai's profitable and established operations are projected to generate healthy EBITDA margins and cash flow

- 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







**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

### Selected Peers



### Rationale

- 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

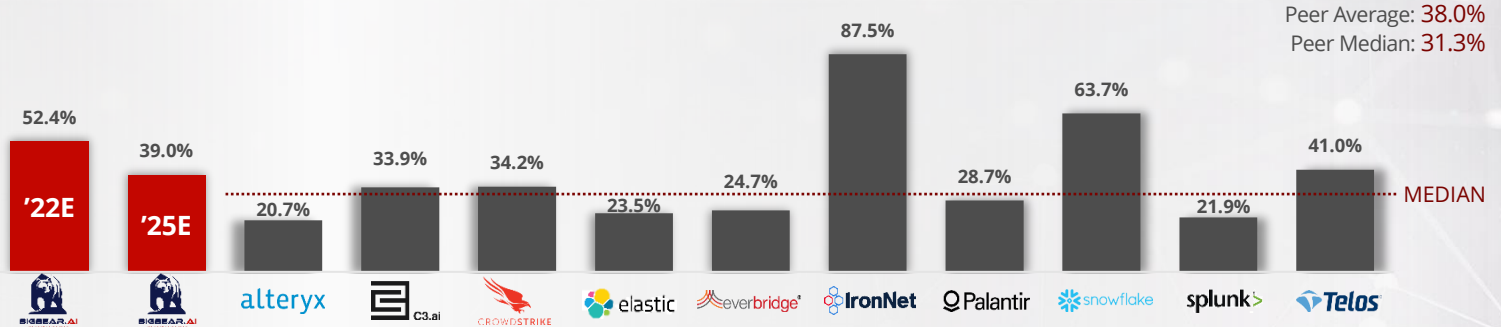
### Metrics (Median)

'20A - '21E Revenue Growth	30.1%	2021E EBITDA Margin	2.3%
'21E - '22E Revenue Growth	31.3%	2022E EBITDA Margin	5.5%
2021E Gross Margin	75.9%	EV / 2021E Revenue	23.5x
2022E Gross Margin	76.5%	EV / 2022E Revenue	14.6x

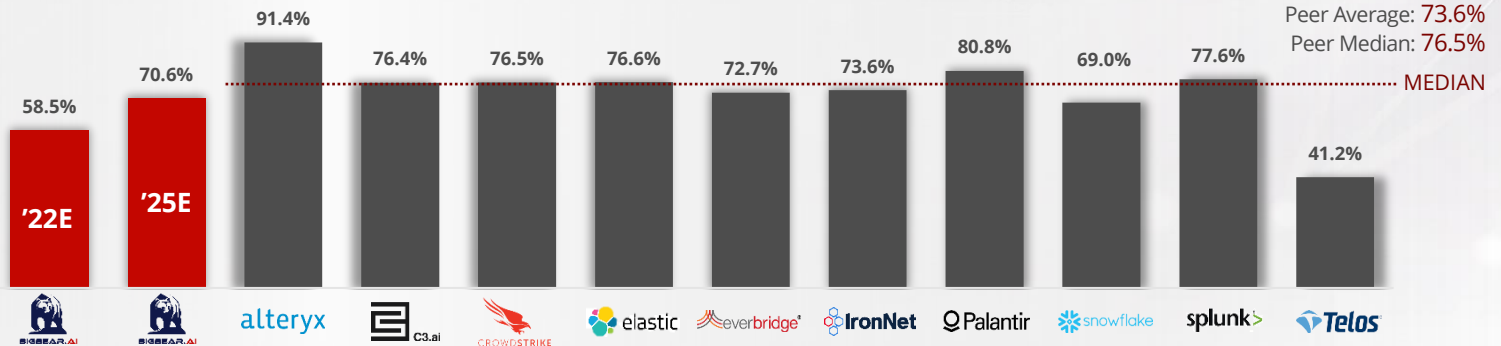
# Benchmarking

Operational benchmarking – revenue growth and gross margin profiles

**Total Revenue Growth**  
(FY'21E – FY'22E)



**Analytics Gross Margin**  
(FY'22E) <sup>(1)</sup>

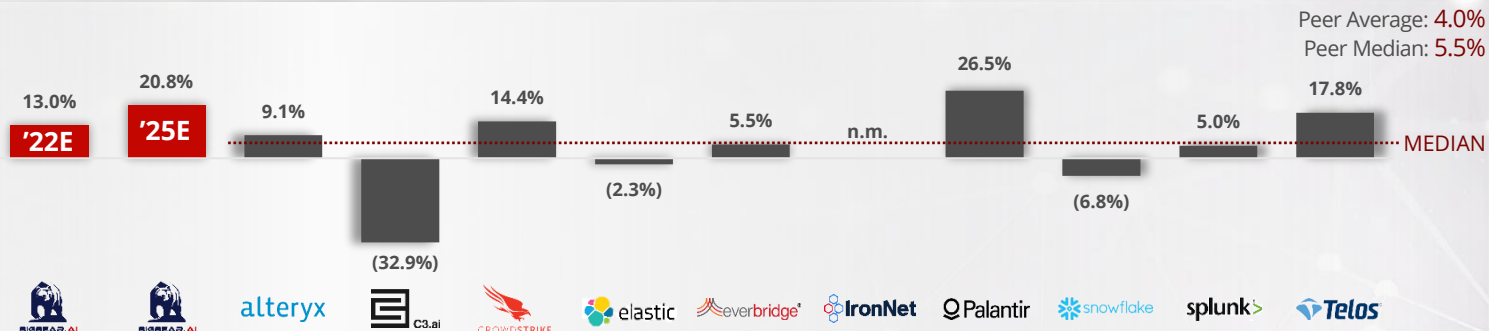


(1) Refer to Safe Harbor on slides 2 and 3 regarding Segment Gross Profit and Gross Profit Margin reporting. Source: CapIQ and FactSet; Market data as of June 2, 2021. Refer to Safe Harbor on slides 2 and 3 regarding projected financial information with respect to BigBear.ai.

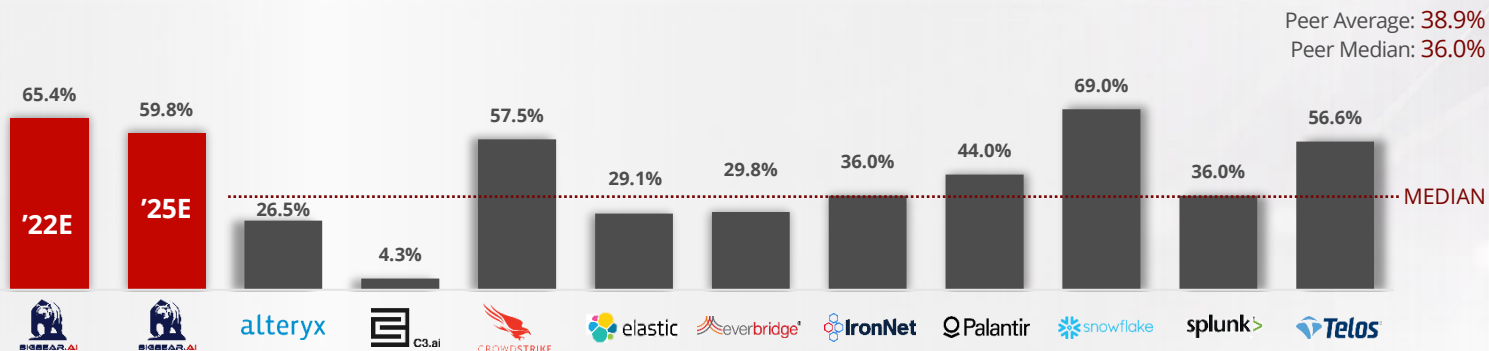
# Benchmarking (cont'd)

Peer group profitability and Rule of 40 benchmarking

Adj.  
EBITDA  
Margin  
(FY'22E)



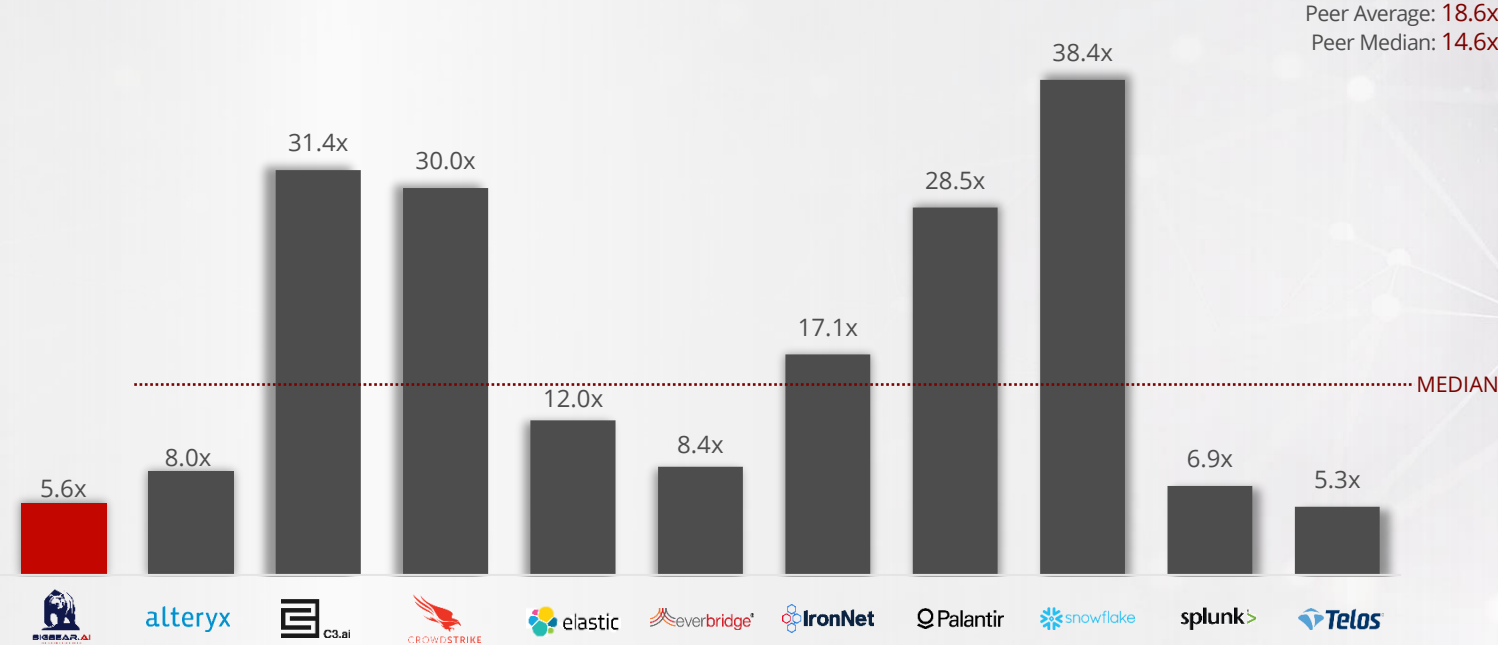
Rule of 40  
Analysis  
(FY'22E)



# Benchmarking (cont'd)

Peer group valuation benchmarking

EV /  
Revenue  
(FY'22E)



# Benchmarking (cont'd)

BigBear.ai is priced with significant upside potential

## TRANSACTION VALUE

\$1,565

Pro Forma EV

## PEER VALUATION

\$5,004

\$4,640

**~67%**

Discount to 2021E  
peer average

2021E Revenue at  
25.5x to 27.5x Multiple

\$5,440

\$4,885

**~70%**

Discount to 2022E  
peer average

2022E Revenue at  
17.6x to 19.6x Multiple

## Summary of Approach

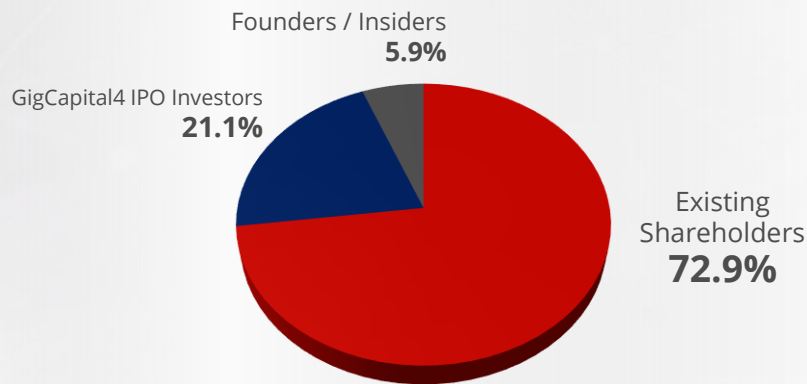
- Peer valuation applies range of multiples to BigBear.ai's 2021E and 2022E management forecasted revenue to arrive at an implied enterprise value
- The applied range was determined by a 2-turn range around the peer mean EV / Revenue multiple of the Data / Analytics Infrastructure peers
- 2021E and 2022E 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 <sup>(1)</sup>

## 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 % <sup>(2)</sup>



## PRO FORMA VALUATION

\$ IN MILLIONS	
Share Price	\$10.00
Shares Outstanding (M)	169.7
<b>Equity Value</b>	<b>\$1,697</b>
Less: Net Cash	(132) <sup>(3)</sup>
<b>Enterprise Value</b>	<b>\$1,565</b>
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 <sup>(4)</sup>	11.1%
<b>Total Sources</b>	<b>\$1,796</b>	<b>100.0%</b>
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 <sup>(5)</sup>	2.7%
<b>Total Uses</b>	<b>\$1,796</b>	<b>100.0%</b>

(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 ~\$359M, 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, <sup>(1)(2)(3)</sup>							
	2018	2019	2020	2021	2022	2023	2024	2025
Cyber & Engineering <sup>(4)</sup>	\$49	\$74	\$76	\$95	\$133	\$153	\$170	\$192
Analytics <sup>(4)</sup>	39	48	65	87	145	235	379	572
<b>Revenue</b>	<b>\$88</b>	<b>\$122</b>	<b>\$140</b>	<b>\$182</b>	<b>\$277</b>	<b>\$388</b>	<b>\$550</b>	<b>\$764</b>
<i>Growth</i>	<b>26%</b>	<b>38%</b>	<b>16%</b>	<b>31%</b>	<b>52%</b>	<b>40%</b>	<b>42%</b>	<b>39%</b>
Cyber & Engineering Gross Profit <sup>(4)</sup>			\$19	\$27	\$38	\$46	\$52	\$59
Analytics Gross Profit <sup>(4)</sup>			36	51	90	155	260	412
<b>Adjusted Gross Profit</b>			<b>\$55</b>	<b>\$78</b>	<b>\$128</b>	<b>\$201</b>	<b>\$312</b>	<b>\$471</b>
<i>Cyber &amp; Engineering Adjusted Gross Margin</i>			25%	29%	28%	30%	31%	31%
<i>Analytics Adjusted Gross Margin</i>			56%	58%	62%	66%	69%	72%
<i>Adjusted Gross Margin</i>			39%	43%	46%	52%	57%	62%
(-) Adjustment to C&E Gross Profit <sup>(5)</sup>			(\$2)	(\$1)	(\$2)	(\$2)	(\$2)	(\$3)
(-) Adjustment to Analytics Gross Profit <sup>(5)</sup>			(10)	(4)	(5)	(6)	(7)	(7)
<b>Gross Profit (GAAP)</b>			<b>\$43</b>	<b>\$73</b>	<b>\$121</b>	<b>\$192</b>	<b>\$303</b>	<b>\$461</b>
<i>Cyber &amp; Engineering Gross Margin (GAAP)</i>			22%	27%	27%	29%	29%	30%
<i>Analytics Gross Margin (GAAP)</i>			40%	54%	59%	63%	67%	71%
<i>Gross Margin (GAAP)</i>			30%	40%	43%	50%	55%	60%
(-) General & Administrative and Fringe <sup>(6)</sup>			(\$25)	(\$26)	(\$39)	(\$52)	(\$67)	(\$91)
(-) Sales and Marketing			(1)	(3)	(10)	(28)	(53)	(92)
(-) R&D			(2)	(22)	(35)	(50)	(77)	(118)
<b>Unadjusted EBITDA</b>			<b>\$14</b>	<b>\$21</b>	<b>\$36</b>	<b>\$62</b>	<b>\$105</b>	<b>\$159</b>
<i>Unadjusted EBITDA Margin</i>			10%	12%	13%	16%	19%	21%
<b>Adjusted EBITDA <sup>(7)</sup></b>			<b>\$25</b>	<b>\$23</b>	<b>\$36</b>	<b>\$62</b>	<b>\$105</b>	<b>\$159</b>
<i>Adjusted EBITDA Margin</i>			18%	12%	13%	16%	19%	21%
<b>Free Cash Flow <sup>(8)</sup></b>				<b>\$18</b>	<b>\$23</b>	<b>\$43</b>	<b>\$77</b>	<b>\$120</b>

(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.

DATA-DRIVEN DECISION DOMINANCE

Thank  
You



**BIGBEAR.AI**