

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

STEPHEN BUSHANSKY,

Plaintiff,

v.

GIGACQUISITIONS4, LLC, AVI KATZ, RALUCA  
DINU, NEIL MIOTTO, ANDREA BETTI-BERUTTO,  
DOROTHY D. HAYES, AND BRAD WEIGHTMAN,

Defendants.

C.A. No. 2023-0685-LWW

**NOTICE OF PENDENCY OF REVISED PLAN OF ALLOCATION OF SETTLEMENT OF STOCKHOLDER CLASS ACTION**

*The Delaware Court of Chancery authorized this Notice.*

*This is not a solicitation from a lawyer.*

**NOTICE OF PENDENCY OF CLASS ACTION:** Please be advised that your rights will be affected by the above-captioned stockholder class action (the “Action”) pending in the Court of Chancery of the State of Delaware (the “Court”) if you were a public stockholder of BigBear.ai Holdings, Inc. f/k/a GigCapital4, Inc. (“New BigBear” or the “Company”) at any time during the period between the close of business on October 5, 2021 and December 7, 2021 (the “Class Period”).<sup>1</sup>

**NOTICE OF SETTLEMENT:** Please also be advised that Plaintiff Stephen Bushansky (“Plaintiff”), individually and on behalf of the Class (defined in Paragraph 22 below); (ii) defendants Avi S. Katz, Raluca Dinu, Neil Miotto, Andrea Betti-Berutto, Dorothy D. Hayes, and Brad Weightman (collectively, the “Individual Defendants”) and GigAcquisitions4, LLC (together with the Individual Defendants, the “Defendants”); and (iii) non-party New BigBear (together with Plaintiff and Defendants, the “Parties,” and each a “Party”) have reached a settlement for \$2,500,000 in cash (the “Settlement Amount”) as set forth in the Stipulation (the “Settlement”). The Settlement has been approved, and will resolve all claims in the Action.

**PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. This Notice explains how Class Members will be affected by the Settlement. The following table provides a brief summary of the rights you have as a Class Member and the relevant deadlines, which are described in more detail later in this Notice.**

**CLASS MEMBERS’ LEGAL RIGHTS IN THE SETTLEMENT:**

**TO RECEIVE A PAYMENT FROM THE SETTLEMENT. CLASS MEMBERS MUST SUBMIT A CLAIM FORM.**

If you are a member of the Class (defined in Paragraph 25 below), you may be eligible to receive a *pro rata* distribution from the Settlement proceeds. Eligible Class Members (defined in Paragraph 39 below) **must** submit a Claim Form in order to receive a distribution from the Settlement, if approved by the Court. If you are eligible to receive a distribution from the Settlement, it will be paid to you directly. Claim Forms must be postmarked on or before September 16, 2026. *See* Paragraphs 32-58 below for further discussion.

<sup>1</sup> Any capitalized terms used in this Notice that are not otherwise defined in this Notice shall have the meanings given to them in the Stipulation and Agreement of Compromise, Settlement, and Release between Plaintiff, Defendants, and the Company, dated July 15, 2024 (the “Stipulation”). A copy of the Stipulation is available at [bigbearstockholdersettlement.com](http://bigbearstockholdersettlement.com).

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## WHAT IS THE PURPOSE OF THIS NOTICE?

1. The purpose of this Notice is to notify Class Members of the existence of the Action and the terms of the Settlement. The Notice is also being sent to inform Class Members of the revised Plan of Allocation for the Settlement proceeds.

2. The Court directed that this Notice be delivered to you because you may be a member of the Class. Additionally, you have the right to understand how the Action and the Settlement generally affects your legal rights.

**PLEASE NOTE:** the Court has approved the Settlement and such modifications as the Parties and the Company have agreed to, with further notice to the Class.

3. The issuance of this Notice is not an expression by the Court of any findings of fact or any opinion concerning the merits of any claim in the Action. The Court has approved the Settlement, and payments to Eligible Class Members will be made after any modifications to the Plan of Allocation are resolved.

**PLEASE NOTE:** Receipt of this Notice does not mean that you are a Class Member or an Eligible Class Member or that you will be entitled to receive a payment from the Settlement.

## WHAT IS THIS CASE ABOUT?

THE FOLLOWING RECITATION DOES NOT CONSTITUTE FINDINGS OF THE COURT. THE COURT HAS MADE NO FINDINGS WITH RESPECT TO THE FOLLOWING MATTERS, AND THESE RECITATIONS SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE MERITS OF ANY OF THE CLAIMS OR DEFENSES RAISED BY ANY OF THE PARTIES.

4. On December 4, 2020, GigCapital4, Inc. (“Gig4”), a special purpose acquisition company, was incorporated as a Delaware corporation for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

5. In February 2021, Gig4 consummated its initial public offering (“IPO”) of 35.88 million units (“Public Units”), including the underwriters’ exercise of an over-allotment option, at a price of \$10.00 per Public Unit, generating gross proceeds of \$358.8 million. Each Public Unit consisted of one share of Gig4 common stock (“Common Stock”) and one-third of one warrant to purchase one share of Common Stock.

6. The funds raised from the IPO were placed in a trust account for the benefit of Gig4 public stockholders, who had the right to redeem all or a portion of their shares of Common Stock at a per-share price, payable in cash, equal to their pro rata share of the aggregate amount on deposit in the trust account upon the occurrence of certain events.

7. On June 4, 2021, Gig4 entered into business combination agreements with (i) GigCapital4 Merger Sub Corporation (“Merger Sub”); (ii) BigBear.ai Holdings, LLC, a Delaware limited liability company formerly known as Lake Intermediate, LLC (“Legacy BigBear”); (iii) BBAI Ultimate Holdings, LLC, a Delaware limited liability company formerly known as PCISM Ultimate Holdings, LLC (“Ultimate”), pursuant to which (a) Merger Sub would merge with and into BigBear, with BigBear surviving the first merger and becoming a wholly-owned subsidiary of the Company, and (b) immediately thereafter, BigBear would merge with and into the Company (the “Mergers”). Upon the consummation of the Mergers, the Company would change its name to BigBear.ai Holdings, Inc. (“New BigBear”).

8. On October 14, 2021, Gig4 entered into a Forward Purchase Share Agreement with Highbridge Tactical Credit Master Fund, L.P. and Highbridge SPAC Opportunity Fund, L.P. (together, the “Highbridge Investors”) pursuant to which the Highbridge Investors agreed to sell Gig4 up to 2,500,000 shares of Gig4 Common Stock held by the Highbridge Investors at a future date after the closing of the Mergers.

9. On October 14, 2021, Gig4 entered into a Forward Purchase Share Agreement with Glazer Capital, LLC (“Glazer”) and Meteora Capital, LLC (“Meteora,” and together with Glazer, the “Principal Investors”), with Meteora on

behalf of itself and its affiliated investment funds, pursuant to which Glazer agreed to sell Gig4 up to 5,000,000 shares of Gig4 Common Stock held by the Principal Investors at a future date after the closing of the Mergers.

10. On October 21, 2021, Gig4 entered into a Forward Purchase Share Agreement with Tenor Opportunity Master Fund Ltd. (“Tenor”) pursuant to which Tenor agreed to sell Gig4 up to 2,500,000 shares of Gig4 Common Stock held by Tenor at a future date after the closing of the Mergers.

11. On November 5, 2021, Gig4 filed with the U.S. Securities and Exchange Commission (“SEC”) a definitive Proxy Statement concerning the Mergers (such proxy statement together with any preliminary proxy filings, as well as any amendments or supplements thereto, the “Merger Proxy”) which was mailed to Gig4 stockholders the same day. The Merger Proxy informed stockholders of a special meeting to be held on December 3, 2021 (the “Special Meeting”), at which stockholders would vote whether to approve the Mergers and related transactions. The Merger Proxy also informed stockholders that the deadline for them to redeem their shares in connection with the Mergers was 5:00 pm Eastern Time (EDT) on December 1, 2021 (the “Redemption Deadline”).

12. Prior to the Special Meeting, the holders of 24,878,693 shares of Gig4 Common Stock (“Redeeming Stockholders”) exercised their right to redeem those shares, and, concurrent with the consummation of the Mergers, the Redeeming Stockholders received approximately \$248.8 million.

13. On December 3, 2021, Gig4 stockholders voted to approve the Mergers and related transactions.

14. On December 3, 2021, the Mergers and related transactions closed (the “Closing”). Following the Mergers, Gig4 was renamed BigBear.ai Holdings, Inc.

15. On July 6, 2023, Plaintiff commenced an action against Defendants, on behalf of himself and similarly situated current and former Company stockholders, by filing a Verified Class Action Complaint in the Court of Chancery of the State of Delaware bearing the caption *Stephen Bushansky v. GigAcquisitions4, LLC, et al.*, C.A. No. 2023-0685-LWW (the “Complaint”). The Complaint alleged claims against the Defendants for breach of fiduciary duties as directors, officers, and/or controllers of Gig4 as well as unjust enrichment in connection with the Mergers.

16. On August 11, 2023, Defendant Weightman filed a Motion to Dismiss the Complaint with prejudice pursuant to Court of Chancery Rules 23.1 and 12(b)(6) (the “Motion to Dismiss”).

17. On August 11, 2023, Defendants GigAcquisitions4, LLC, Avi Katz, Raluca Dinu, Neil Miotto, Andrea Betti-Berutto, and Dorothy D. Hayes filed an Answer to the claims against them in the Complaint.

18. On March 22, 2024, Plaintiff propounded Requests for Production of Documents on the Individual Defendants.

19. On October 9, 2023, the Court entered a Stipulation and Order for the Production and Exchange of Confidential and Highly Confidential Information (the “Confidentiality Order”).

20. Following arm’s-length negotiations, on July 15, 2024, the Parties entered into the Stipulation, which reflects the final and binding agreement among the Parties to settle the Action.

21. On August 2, 2024, the Court entered a Scheduling Order directing that the Notice of the Settlement (the “Initial Notice”) be provided to potential Class Members, and scheduling the Settlement Hearing to, among other things, consider whether to grant final approval of the Settlement. The Initial Notice of the Settlement included an initial Plan of Allocation for approval by the Court. The initial Plan of Allocation contemplated that settlement proceeds would be distributed to Eligible Class Members on a *pro rata* basis based on their respective stockholdings without the need for any Eligible Class Member to file a claims form. The initial Plan of Allocation contemplated that the Claims Administrator would be able to identify Excluded Shares so as to prevent the distribution of any Settlement proceeds to Excluded Persons. The Initial Notice also informed potential Class Members that the Court could also approve any proposed modified Plan of Allocation without providing further Notice.

22. On October 8, 2024, the Court entered a Final Order approving the Settlement, including the Initial Notice and the initial Plan of Allocation.

23. After approval of the Settlement, despite extensive efforts, the Settlement Administrator was unable to identify all Excluded shares so as to prevent the distribution of any Settlement Proceeds to Excluded Persons. Accordingly, on April 28, 2026, Plaintiff filed a motion seeking approval of a Modification of the Plan of Allocation (defined below Paragraphs 38-55). Unlike the original Plan of Allocation that contemplated distribution of the Settlement proceeds without a claims process, the Modification of the Plan of Allocation would require all Eligible Class Members to submit a valid Proof of Claim Form. The basis for Plaintiff's request to modify the Plan of Allocation is to ensure that all Excluded Persons will not be provided with any payments from the Net Settlement Fund, so that all Eligible Class Members will receive a maximum overall Total Loss *pro rata* distribution and Nominal Amount while preventing distribution any of the Settlement proceeds to Excluded Persons.

24. On May 19, 2026, the Court approved the Modification of the Plan of Allocation.

### HOW DO I KNOW IF I AM AFFECTED BY THE SETTLEMENT?

25. If you are a member of the Class, you are subject to the Settlement. The Class certified by the Court solely for purposes of the Settlement consists of:

All record and beneficial holders of Gig4 Common Stock, whether held as separate shares or as part of Public Units, who held such shares between the close of business on October 5, 2021 (the "Record Date") and December 7, 2021 (the "Closing") (the "Class Period"), and their successors in interest, but excluding (i) stockholders who redeemed 100% of their shares in connection with the Mergers; (ii) holders of Gig4 Common Stock who did not have the right to exercise redemption rights, including Oppenheimer & Co. Inc. and Nomura Securities International, Inc., and other holders of non-public shares; (iii) Highbridge Tactical Credit Master Fund, L.P., Highbridge SPAC Opportunity Fund, L.P., Glazer Capital, LLC, Meteora Capital, LLC, and Tenor Opportunity Master Fund Ltd., and their directors, officers, agents (including attorneys, accountants, consultants, investment advisors or bankers), members, employees, representatives, divisions, branches, subsidiaries, affiliates, and any other Person purporting to act on their behalf and any predecessor or successor company; (iv) (a) Defendants; (b) members of the immediate family of any Individual Defendant; (c) any person who was a manager or managing member of any Defendant during the Class Period and any members of their immediate family; (d) any parent, subsidiary, or affiliate of Defendants; (e) any entity in which any Defendant or any other excluded person or entity has, or had during the Class Period, a controlling interest; and (f) the legal representatives, agents, affiliates, heirs, estates, successors, or assigns of any such excluded persons or entities; and (v) (a) the Company; and (b) any person who was an officer or director of the Company during the Class Period and any members of their immediate family. For the avoidance of doubt, the Class does not include holders of Gig4 securities other than Common Stock, including warrants (which traded separately under the symbol "GIGGW").

**PLEASE NOTE:** The Class is a non-opt-out settlement class pursuant to Delaware Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2). Accordingly, Class Members did not have the right to exclude themselves from the Class.

### WHAT ARE THE TERMS OF THE SETTLEMENT?

26. In consideration of the settlement of Released Plaintiff's Claims against Released Defendant Parties and Released Company Parties, the Individual Defendants caused one or more of their Insurance Carriers to pay, or the Company to pay the Settlement Amount into an interest-bearing escrow account for the benefit of the Class in accordance with the Stipulation. See Paragraphs 38-58 below for details about the distribution of the Settlement proceeds to Eligible Class Members.

27. Released Defendant Parties (except for the Company and/or the Insurance Carriers or their successors-in-interest) shall bear no personal responsibility for any payment in connection with the Stipulation or the Settlement.

## WHAT ARE THE PARTIES' AND THE COMPANY'S REASONS FOR THE SETTLEMENT?

28. Based upon their investigation and prosecution of the Action, Plaintiff and Plaintiff's Counsel believe that the claims asserted have merit, but also believe that the Settlement set forth herein provides substantial and immediate benefits for the Class. In addition to these substantial benefits, Plaintiff and Plaintiff's Counsel have considered: (i) the attendant risks of continued litigation and the uncertainty of the outcome of the Action; (ii) the probability of success on the merits; (iii) the inherent problems of proof associated with, and possible defenses to, the claims asserted in the Action; (iv) the desirability of permitting the Settlement to be consummated according to its terms; (v) the expense and length of continued proceedings necessary to prosecute the Action through trial and appeals; and (vi) the conclusion of Plaintiff and Plaintiff's Counsel that the terms and conditions of the Settlement and this Stipulation are fair, reasonable, and adequate, and that it is in the best interests of the Class to settle the claims asserted in the Action on the terms set forth herein. The Settlement and this Stipulation shall in no event be construed as, or deemed to be, evidence of a concession by Plaintiff of any infirmity in the claims asserted in the Action.

29. Based on Plaintiff's Counsel's thorough review and analysis of the relevant facts, allegations, defenses, and controlling legal principles, Plaintiff's Counsel believes that the Settlement set forth in this Stipulation is fair, reasonable, and adequate and confers substantial benefits upon the Class. Based upon his direct oversight of the prosecution of this Action, as well as evaluation and input from Plaintiff's Counsel, Plaintiff has determined that the Settlement is in the best interests of the Class and has agreed to the terms and conditions set forth in this Stipulation.

30. Defendants deny any and all allegations of wrongdoing, fault, liability, or damages with respect to Released Plaintiff's Claims, including, but not limited to, any allegations that Defendants have committed any violations of law or breach of any duty owed to Gig4 stockholders, that the Mergers were not entirely fair to, or in the best interests of, Gig4 stockholders, that Defendants have acted improperly in any way, that Defendants have any liability or owe any damages of any kind to Plaintiff and/or the Class, and/or that Defendants were unjustly enriched as a result of the Mergers. Defendants maintain that their conduct was at all times proper, in the best interests of Gig4 and its stockholders, and in compliance with applicable law. Defendants also deny that the Company's stockholders were harmed by any conduct of Defendants that was alleged, or that could have been alleged, in the Action. Each of the Defendants asserts that, at all relevant times, such Defendant acted in good faith and in a manner believed to be in the best interests of Gig4 and all of its stockholders.

31. Nevertheless, Defendants and the Company have determined to enter into the Settlement on the terms and conditions set forth in this Stipulation solely to put Released Plaintiff's Claims to rest, finally and forever, without in any way acknowledging any wrongdoing, fault, liability, or damages. For the avoidance of doubt, nothing in this Stipulation or the Settlement shall be construed as an admission by Defendants or the Company of any wrongdoing, fault, liability, or damages whatsoever.

## HOW MUCH WILL MY PAYMENT FROM THE SETTLEMENT BE? HOW WILL I RECEIVED MY PAYMENT?

32. **PLEASE NOTE:** If you are eligible to receive a payment from the Net Settlement Fund, you have to submit a claim form in order to receive your payment.

33. The initial Plan of Allocation provided to potential Class Members in the Initial Notice stated that each Eligible Class Member would receive a "Cash Payment" based on the Company providing a "DTC Allocation Report" assessing the relevant number of shares of Gig4 Common Stock for each "DTC Participant."

34. For the reasons defined below, the modified Plan of Allocation will require each Eligible Class Member to submit a claim form to provide that the Net Settlement Fund shall be distributed to Eligible Class Members on a *pro rata* basis based on the relative size of the Eligible Class Member's Total Losses, in addition to a Nominal Amount.

35. As stated above, the Settlement Amount will be deposited into an interest-bearing escrow account for the benefit of the Class. The Net Settlement Fund (that is, the Settlement Amount plus any interest accrued thereon after its deposit in the Escrow Account less (i) any Taxes or Tax Expenses, (ii) any Administration Costs or Notice Costs, (iii) any

Fee and Expense Award awarded by the Court, and (iv) any other costs or fees approved by the Court) will be distributed in accordance with the proposed Plan of Allocation stated below or such other plan of allocation as the Court may approve.

36. The Net Settlement Fund will not be distributed unless and until the Court has approved the Claims Distribution.

37. The Court has approved a modified Plan of Allocation and the Revised Notice to the Class. The Court's Order regarding the modification of the Plan of Allocation will be posted on the Settlement website, [www.bigbearstockholdersettlement.com](http://www.bigbearstockholdersettlement.com).

### **PROPOSED PLAN OF ALLOCATION**

38. The Settlement has been approved by the Court, and the Net Settlement Fund will be distributed only to Eligible Class Members in accordance with this modified Plan of Allocation ("Plan of Allocation" or "Plan").

39. "Eligible Class Members" means those Class Members (defined in Paragraph 24 above) who held Eligible Shares (defined in Paragraph 37 below), *i.e.*, holders of Gig4 Common Stock who had the right to but did not exercise their redemption rights in connection with the Mergers.

40. "Eligible Shares" means shares of Gig4 Common Stock whether held as separate shares or as part of Public Units, owned by Class Members immediately after the Redemption Deadline (December 1, 2021 at 5:00 pm EST) that were not submitted for redemption in connection with the Mergers.

41. Excluded Persons (as defined in Paragraph 24) shall not have any right to receive any part of the Settlement Fund for their own account(s) (*i.e.*, accounts in which they hold a proprietary interest), or any additional amount based on any claim relating to the fact that Settlement proceeds are being received by any other stockholder, in each case under any theory, including, but not limited to, contract, application of statutory or judicial law, or equity.

42. To receive recovery under this Plan, Eligible Class Members must timely submit a valid Proof of Claim Form (attached hereto as "Exhibit B-1" to the Settlement Administrator. Class Members will be bound by the Settlement regardless of whether they timely submit a valid Proof of Claim Form. The Court may approve this proposed Plan of Allocation, or modify it, without additional notice to the Class. Any order modifying the Plan of Allocation will be posted on the Settlement Website: [www.bigbearstockholdersettlement.com](http://www.bigbearstockholdersettlement.com).

43. The objective of the Plan of Allocation is to distribute the Net Settlement Fund equitably among those Eligible Class Members who suffered economic losses as a result of the alleged wrongdoing. The Plan of Allocation is not a formal damages analysis, and the calculations made in accordance with the Plan of Allocation are not intended to be estimates of, or indicative of, the amounts that Eligible Class Members might have been able to recover after a trial. Nor are the calculations in accordance with the Plan of Allocation intended to be estimates of the amounts that will be paid to Eligible Class Members under the Settlement. The computations under the Plan of Allocation are only a method to weigh, in a fair and equitable manner, the claims of Eligible Class Members against one another for the purpose of making *pro rata* allocations of the Net Settlement Fund. The formulas below are intended solely for purposes of this Plan of Allocation and cannot and should not be binding on Plaintiff or any Class Member for any other purpose.

### **CALCULATION OF TOTAL LOSS**

44. Based on the formulas set forth below, a "Total Loss" will be calculated for each share of Gig4 Class A Common Stock owned by a Class Member immediately after the Redemption Deadline that was not submitted for redemption in connection with the Merger ("Eligible Share") that is listed in the Proof of Claim Form and for which adequate documentation is provided to the Settlement Administrator, as follows:

a. The Total Loss for each Eligible Share sold prior to the close of trading on July 5, 2023, for less than \$10.00 (the "Redemption Price") shall be the Redemption Price minus the sale price, plus the Nominal Amount (as defined below).

b. The Total Loss for each Eligible Share that was sold prior to the close of trading on July 5, 2023, at a price of \$10.00 or greater shall be zero, plus the Nominal Amount (as defined below).

c. The Total Loss for each Eligible Share that was held as of the close of trading on July 5, 2023, shall be \$7.72 per share, calculated as the Redemption Price of \$10.00 minus \$2.28 (the closing stock price of New BigBear common stock on July 5, 2023 rounded to the cent), plus the Nominal Amount.

d. The “Nominal Amount” shall be \$0.10 per share for each Eligible Share.

For the avoidance of doubt, there will be no Total Loss calculated for any share of Gig4 Class A common stock redeemed in connection with the Merger. To the extent that the calculation of an Eligible Class Member’s Total Loss results in a negative number, that number shall be set to zero.

**PLEASE NOTE:** If a Class Member has more than one purchase (or acquisition) and sale of Gig4 and New BigBear shares, all such purchases and sales shall be matched on a First-In, First-Out (“FIFO”) basis. Sales will be matched against purchases in chronological order, beginning with the earliest purchase made.

The Net Settlement Fund shall be distributed to Eligible Class Members on a *pro rata* basis based on the relative size of the Eligible Class Member’s Total Losses. Specifically, a “Claimed Distribution Amount” will be calculated for each Eligible Class Member, which will be the sum of the Eligible Class Member’s Total Losses divided by the combined Total Loss for all Eligible Class Members, multiplied by the total amount in the Net Settlement Fund. If the Eligible Class Member’s Claimed Distribution Amount calculates to less than \$10.00, it will not be included in the calculation, and no distribution will be made to that Eligible Class Member; however, they will nevertheless be bound by the Settlement and the Order and Final Judgment of the Court dismissing this Action.

45. If the sum total of Total Losses of all Eligible Class Members who are entitled to receive payment out of the Net Settlement Fund is greater than the Net Settlement Fund, each Eligible Class Member shall receive their *pro rata* share of the Net Settlement Fund. If the Net Settlement Fund exceeds the sum total amount of the Total Losses of all Eligible Class Members entitled to receive payment out of the Net Settlement Fund, the excess amount in the Net Settlement Fund shall be distributed *pro rata* to all Eligible Class Members entitled to receive payment. Defendants shall not have a reversionary interest in the Net Settlement Fund.

#### **ADDITIONAL PROVISIONS**

46. Any transaction in common stock executed outside regular trading hours for the U.S. financial market shall be deemed to have occurred during the next trading session.

47. All purchases, acquisitions, and sales shall exclude any fees, taxes, and commissions.

48. Purchases, acquisitions, and sales of Eligible Shares shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date. The receipt or grant by gift, inheritance, or operation of law of Eligible Shares shall not be deemed a purchase, acquisition, or sale of these Eligible Shares for the calculation of Total Loss, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/acquisition of such Eligible Shares unless: (i) the donor or decedent purchased or otherwise acquired such Eligible Shares; (ii) no Proof of Claim Form was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such Eligible Shares; and (iii) it is specifically so provided in the instrument of gift or assignment.

49. The date of covering a “short sale” is deemed to be the date of purchase or acquisition of Eligible Shares. The date of a “short sale” is deemed to be the date of sale of the Eligible Shares. Under the Plan of Allocation, however, the Total Loss on “short sales” is zero and the Total Loss on any portion of a purchase or acquisition that matches against (or “covers”) a “short sale” is zero. The Total Loss on a “short sale” that is not covered by a purchase or acquisition is also zero.

50. The Eligible Shares are the only security eligible for recovery under the Plan of Allocation. Option contracts are not securities eligible to participate in the Settlement. With respect to Eligible Shares purchased or sold

through the exercise of an option, the purchase/sale date of the Eligible Shares is the exercise date of the option and the purchase/sale price of the Eligible Shares is the exercise price of the option.

51. Distributions will be made to Eligible Class Members pursuant to this Plan of Allocation after all claims have been processed and after the Court has finally approved the Settlement.

52. In the event that any payment from the Net Settlement Fund is undeliverable or in the event a check is not cashed by the stale date (i.e., more than six months from the check's issue date), the following procedures shall govern:

a. For settlement funds distributed by a custodian, the custodian shall follow its respective policies with respect to further attempted distribution or escheatment;

b. For settlement funds distributed to Eligible Class Members directly by the Settlement Administrator, or for any funds returned by a custodian to the Settlement Administrator, the Settlement Administrator shall use reasonable efforts to locate the Eligible Class Members and reattempt distribution. If after completion of such follow-up efforts \$50,000 or more remains in the Net Settlement Fund, the Settlement Administrator shall conduct pro rata re-distributions of the remaining funds until the remaining balance is under \$50,000. At such time as the remaining balance is less than \$50,000, the remaining funds shall be distributed to the Combined Campaign for Justice, P.O. Box 2113, Wilmington, Delaware 19899, a 501(c)(3) charitable organization.

53. Payment pursuant to the Plan of Allocation or such other plan as may be approved by the Court for this Settlement shall be conclusive against all Eligible Class Members. No person shall have any claim against Plaintiff, Plaintiff's Counsel, any Plaintiff's expert, Defendants, the Company, or any of Released Defendants Parties, Defendants' Counsel, any of the other Eligible Class Members, or the Settlement Administrator or other agent designated by Plaintiff's Counsel, arising from distributions made substantially in accordance with the Stipulation, the plan of allocation approved by the Court, or further orders of the Court. **Plaintiff, Plaintiff's Counsel, Defendants, Defendants' Counsel, the Company, and all other Released Parties shall have no responsibility for or liability whatsoever for the investment or distribution of the Settlement Fund or the Net Settlement Fund; the Plan of Allocation; the determination, administration, calculation, or payment of any Proof of Claim Form or nonperformance of the Settlement Administrator; the payment or withholding of Taxes; or any losses incurred in connection therewith.**

54. The Court has reserved jurisdiction to allow, disallow, or adjust on equitable grounds the claim of any Eligible Class Members or claimant.

55. Each claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to his, her, or its Proof of Claim Form.

**CAN I SEE THE COURT FILE?  
WHOM SHOULD I CONTACT IF I HAVE QUESTIONS?**

56. For more detailed information about the matters involved in the Action, you are referred to the papers on file in the Action, including the Stipulation, which may be inspected during regular office hours at the Office of the Register in Chancery in the Court of Chancery of the State of Delaware, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware, 19801. Additionally, copies of the Stipulation, the Complaint, and any related orders entered by the Court have been posted on the Settlement website, [bigbearstockholderssettlement.com](http://bigbearstockholderssettlement.com). If you have questions regarding the Settlement, you may contact the Settlement Administrator: Gig4 Stockholders Litigation, c/o A.B. Data, Ltd., P.O. Box 173138, Milwaukee, WI 53217, 877-316-0168, [info@bigbearstockholderssettlement.com](mailto:info@bigbearstockholderssettlement.com); or Plaintiff's Counsel: Michael J. Barry, Esq., Grant & Eisenhofer P.A., 123 Justison Street, Wilmington, DE 19801, (302) 622-7000, [mbarry@gelaw.com](mailto:mbarry@gelaw.com)

**WHAT IF I HELD STOCK ON SOMEONE ELSE'S BEHALF?**

57. If you are a broker or other nominee that held Gig4 common stock at any time during the Class Period for the beneficial interest of persons or entities other than yourself, you are requested, within seven (7) calendar days of receipt of this Revised Notice, to either: (i) request from the Settlement Administrator sufficient copies of this Revised Notice to

forward to all such beneficial owners, and within seven (7) calendar days of receipt of those Revised Notices forward them to all such beneficial owners; or (ii) provide a list of the names, addresses, and, if available, email addresses of all such beneficial owners to the Settlement Administrator at: Gig4 Stockholders Litigation, c/o A.B. Data, Ltd., P.O. Box 173138, Milwaukee, WI 53217, 877-316-0168. If you choose the second option, the Settlement Administrator will send a copy of the Revised Notice to the beneficial owners.

58. Upon full compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred by providing the Settlement Administrator with proper documentation supporting the expenses for which reimbursement is sought. A copy of this Revised Notice may also be obtained from the Settlement website, [www.bigbearstockholdersettlement.com](http://www.bigbearstockholdersettlement.com), by calling the Settlement Administrator at 877-316-0168, or by emailing the Settlement Administrator at [info@bigbearstockholdersettlement.com](mailto:info@bigbearstockholdersettlement.com).

**DO NOT CALL OR WRITE THE COURT OR THE OFFICE OF THE REGISTER IN CHANCERY REGARDING THIS REVISED NOTICE.**

BY ORDER OF THE COURT OF CHANCERY OF THE STATE OF  
DELAWARE:

Dated: June 18, 2026



Gig4 Stockholders Litigation  
c/o A.B. Data, Ltd.  
P.O. Box 173138  
Milwaukee, WI 53217

COURT APPROVED NOTICE REGARDING  
*Gig4 Stockholders Litigation*

54868-GigAcquisitions4\_AW\_12NOT 06/26

# EXHIBIT B

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

STEPHEN BUSHANSKY,

Plaintiff,

v.

GIGACQUISITIONS4, LLC, AVI  
KATZ, RALUCA DINU, NEIL  
MIOTTO, ANDREA BETTI-  
BERUTTO, DOROTHY D. HAYES,  
and BRAD WEIGHTMAN,

Defendants.

C.A. No. 2023-0685-LWW

**PROOF OF CLAIM FORM**

**I. GENERAL INSTRUCTIONS**

1. To maximize your recovery as a member of the Class in the action entitled *Bushansky v. GigAcquisitions4, LLC*, C.A. No. 2023-0685-LWW (the “Action”), you must complete and, on page 7 hereof, sign this Proof of Claim Form. If you fail to submit a timely and properly addressed (as set forth in paragraph 3 below) Proof of Claim Form, your claim may be rejected and you may be precluded from recovery from the Net Settlement Fund created in connection with the proposed Settlement of the Action.

2. Submission of this Proof of Claim Form, however, does not ensure that you will share in the proceeds of the Settlement of the Action.

3. THE COURT-APPOINTED SETTLEMENT ADMINISTRATOR FOR THIS ACTION MUST RECEIVE YOUR COMPLETED AND SIGNED PROOF OF CLAIM FORM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, AT THE FOLLOWING MAILING ADDRESS OR THROUGH THE FOLLOWING WEBSITE:

*Gig4 Stockholders Litigation*  
c/o A.B. Data Ltd.  
P.O. Box 173138  
Milwaukee, WI 53217

Online submissions: [www.bigbearstockholderssettlement.com](http://www.bigbearstockholderssettlement.com)

YOUR PROOF OF CLAIM FORM MUST BE SUBMITTED ONLINE OR RECEIVED BY MAIL **NO LATER THAN SEPTEMBER 16, 2026.**<sup>1</sup>

If you are NOT a member of the Class, as defined in the Notice of Pendency of Revised Plan of Allocation of Settlement of Stockholder Class Action (the “Revised Notice”), DO NOT submit a Proof of Claim Form.

4. If you are a member of the Class, you will be bound by the terms of any judgment entered in the Action, including the releases provided therein, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM FORM.**

## **II. CLAIMANT IDENTIFICATION**

If you held Eligible Shares in your name, you are the beneficial holder as well as the record holder. If, however, you held Eligible Shares that were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial holder and the third party is the record holder.

Use Part I of this form entitled “Claimant Identification” to identify each holder of record (“Record Owner”), if different from the beneficial holder of the Eligible Shares which form the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL HOLDER OR THE LEGAL REPRESENTATIVE OF SUCH HOLDER OF THE SHARES UPON WHICH THIS CLAIM IS BASED.**

All joint holders must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The last four digits of the Social Security Number (or full and complete Taxpayer Identification Number) and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the

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<sup>1</sup> Proof of Claim Forms that are legibly postmarked no later than September 16, 2026, will be treated as received on the postmark date. ***Please be advised that the U.S. Postal Service may not postmark mail which is not presented in person.***

foregoing information could delay verification of your claim or result in rejection of the claim.

If you are acting in a representative capacity on behalf of a member of the Class (for example, as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.

**NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. All such claimants **MUST** also submit a manually signed paper Proof of Claim listing all their transactions whether or not they also submit electronic copies. If you wish to submit your claim electronically, you must contact the Settlement Administrator at [info@Gig4StockholderLitigation.com](mailto:info@Gig4StockholderLitigation.com) to obtain the required file layout. Any file not submitted in accordance with the required electronic filing format will be subject to rejection. Only one claim should be submitted for each separate legal entity and the complete name of the beneficial holders(s) of the securities must be entered when called for. Distribution payment must be made by check or electronic payment payable to the Eligible Class Member (beneficial account holder). The third-party filer shall not be the payee of any distribution payment check or electronic distribution payment. No electronic files will be considered to have been properly submitted unless the Settlement Administrator issues to the claimant a written acknowledgement of receipt and acceptance of electronically submitted data.

### **III. CLAIM FORM**

Use Part II of this form entitled “Schedule of Transactions in shares of GigCapital4, Inc. (“Gig4”) Class A Common Stock or BigBear.ai Holdings, Inc. (“BigBear”) common stock to supply all required details of your holdings, purchase(s), and sale(s) of Gig4 Class A Common Stock or BigBear common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to: (i) *all* of the shares of Gig4 Class A Common Stock held by you as of the close of the market on December 1, 2021; (ii) *all* of your purchases and sales (including any redemptions by Gig4 or BigBear) of shares of your Gig4 Class A Common Stock or BigBear common stock, after the close of the market on December 1, 2021 through

July 5, 2023, regardless of whether such transactions resulted in a profit or loss; and (iii) if applicable, *all* of the shares of BigBear common stock that you held as of the close of the market on July 5, 2023. Failure to report all such transactions may result in the rejection of your claim.

List these transactions separately and in chronological order: (i) by number of shares of Gig4 Class A Common Stock held at the close of the market on December 1, 2021; (ii) then by purchase and sale date for all shares of Gig4 Class A Common Stock or BigBear common stock after the close of the market on December 1, 2021 through July 5, 2023, beginning with the earliest; (iii) then, if applicable, all of the shares of BigBear common stock that you held as of the close of the market on July 5, 2023. You must accurately provide the month, day, and year of each transaction you list.

Copies of stockbroker confirmation slips, stockbroker statements, or other documents evidencing: (i) your holdings of Gig4 Class A Common Stock as of the close of the market on December 1, 2021; (ii) your subsequent purchases and sales of Gig4 Class A Common Stock or BigBear common stock through July 5, 2023; and (iii) your holdings of BigBear common stock as of the close of the market on July 5, 2023 should be attached to your claim. If any such documents are not in your possession, please obtain a copy or equivalent documents from your broker because these documents are necessary to prove and process your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

PLEASE NOTE: If an Eligible Class Member has more than one purchase (or acquisition) and sale of Gig4 Class A Common Stock or BigBear common stock, all such purchases and sales shall be matched on a First-In, First-Out (“FIFO”) basis. Sales will be matched against purchases in chronological order, beginning with the earliest purchase made.

As set forth in the Plan of Allocation, each Eligible Class Member shall receive her, his, its, or their pro rata share of the Net Settlement Fund. If the prorated payment to any Eligible Class Member calculates to less than \$10.00, it will not be included in the calculation and no distribution (other than the Nominal Amount per share) will be made to that Eligible Class Member.

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

*Bushansky v. GigAcquisitions4, LLC*, C.A. No. 2023-0685-LWW

PROOF OF CLAIM  
Must Be Received No Later Than:

September 16, 2026

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

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Beneficial Owner's Name (First, Middle, Last)

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Street Address

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City

---

State or Province

---

Zip Code or Postal Code

---

Country

---

Last Four Digits of Social Security Number or  
Taxpayer Identification Number

---

Individual  
Corporation/Other

---

Area Code

---

Telephone Number (work)

---

Area Code

---

Telephone Number (home)

---

Email Address

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Record Owner's Name (if different from beneficial owner listed above)

**PART II: SCHEDULE OF TRANSACTIONS IN GIG4 CLASS A COMMON STOCK OR BIGBEAR COMMON STOCK**

<b>1. NUMBER OF ELIGIBLE SHARES*</b> – State the total number of shares of Gig4 Class A Common Stock held as of the close of trading on December 1, 2021. (Must be documented.) If none, write “zero” or “0.” _____				Confirm Proof of Position Enclosed <input type="radio"/>
<b>2. PURCHASES/ACQUISITIONS FROM DECEMBER 2, 2021 THROUGH JULY 5, 2023</b> – Separately list each and every purchase or acquisition (including free receipts) of Gig4 Class A Common Stock or BigBear common stock from after the close of trading on December 1, 2021 through the close of trading on July 5, 2023. (Must be documented.)				
Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/Acquired	Purchase/Acquisition Price Per Share	Total Purchase/ Acquisition Price (excluding any taxes, commissions, and fees)	Confirm Proof of Purchase Enclosed
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
<b>3. SALES FROM DECEMBER 2, 2021 THROUGH JULY 5, 2023</b> – Separately list each and every sale or disposition (including free deliveries) of Gig4 Class A Common Stock or BigBear common stock after the close of trading on December 1, 2021 through the close of trading on July 5, 2023. (Must be documented.)				<b>IF NONE, CHECK HERE</b>  <input type="radio"/>
Date of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (not deducting any taxes, commissions, and fees)	Confirm Proof of Sale Enclosed
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
<b>5. HOLDINGS AS OF THE CLOSE OF JULY 5, 2023</b> – State the total number of shares of BigBear common stock held as of the close of trading on July 5, 2023. (Must be documented.) If none, write “zero” or “0.” _____				Confirm Proof of Position Enclosed  <input type="radio"/>
<b>IF YOU REQUIRE ADDITIONAL SPACE FOR THE SCHEDULE ABOVE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT. PRINT THE BENEFICIAL OWNER’S FULL NAME AND LAST FOUR DIGITS OF SOCIAL SECURITY/TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE. IF YOU DO ATTACH EXTRA SCHEDULES, CHECK THIS BOX.</b> <input type="checkbox"/>				

**\*“Eligible Shares” means those shares of Gig4 Class A Common Stock owned by Class Members immediately after the Redemption Deadline (December 1, 2021, at 5:00 pm EST) that were not submitted for redemption in connection with the Merger.**

**IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS**

I (We) submit this Proof of Claim Form under the terms of the Stipulation described in the Notice. I (We) also submit to the jurisdiction of the Court of Chancery of the State of Delaware with respect to my (our) claim as a Class Member and for purposes of enforcing the releases set forth in the Order and Final Judgment.

I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to the Settlement Administrator to support this claim if requested to do so. I (We) have not submitted any other claim in connection with the Action and know of no other person having done so on my (our) behalf.

I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to the releases provided for in the Order and Final Judgment or any other part or portion thereof.

I (We) hereby warrant and represent that I (we) have included the requested required information about all of my (our) holdings, purchases or acquisitions, and sales or dispositions of Eligible Shares.

Executed this \_\_\_\_\_ day of \_\_\_\_\_ in \_\_\_\_\_  
(Month/Year) (City/State/Country)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Capacity of person(s) signing, *e.g.*,  
Beneficial Purchaser or Acquirer, Executor  
or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A  
SIGNIFICANT AMOUNT OF TIME.  
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above form and acknowledgment.
2. Remember to attach copies of supporting documentation.
3. ***Do not send*** originals of certificates or other documentation as they will not be returned.
4. Keep a copy of your Proof of Claim Form and all supporting documentation for your records.
5. If you desire an acknowledgment of receipt of your Proof of Claim Form please send it Certified Mail, Return Receipt Requested.
6. If you move after submitting this Proof of Claim Form, please notify the Settlement Administrator of the change in your address, otherwise you may not receive additional notices or payment.
7. Do not use red pen or highlighter on the Proof of Claim Form or supporting documentation. You must use black or blue ink or your claim may be deemed deficient.