

## THIS IS A PUBLIC OFFER TO SUBSCRIBE FOR SHARES IN A PUBLIC SUBSCRIPTION IN THE UAE ONLY PRESIGHT AI HOLDING PLC

A free zone public company limited by shares incorporated in the Abu Dhabi Global Market (the “Company”) 06 March 2023

The Company is pleased to announce the public offer to subscribe for Company’s shares in a public subscription in the United Arab Emirates (“UAE”) only. The share capital of the Company is USD 115,697,753.57 (AED 424,900,000) divided into 4,249,000,000 shares (“Shares”), having nominal value of USD 0.027 (AED 0.10) each. By way of capital increase, the Company is offering 1,359,680,000 Shares (“Offer Shares”), representing 32% of the share capital of the Company before the Offering, in a public subscription in the UAE only (the “Offering”). Following the Offering and provided that the Offer Shares are subscribed in full, the share capital of the Company will be USD 152,721,034.72 (AED 560,868,000) divided into 5,608,680,000 Shares, having nominal value of USD 0.027 (AED 0.10) each. The Company reserves the right to amend the size of the Offering at any time prior to the end of the subscription period at its sole discretion, subject to applicable laws and the approval of the UAE Securities and Commodities Authority (“SCA” or “Authority”). The offer price per share will be AED 1.34 (the “Offer Price”) and the total value of the Offer Shares will be AED 1,821,971,200. The Offer Shares will be duly and validly issued as at the date of listing of the Offer Shares (the “Listing”) on the Abu Dhabi Securities Exchange (the “ADX”).

### Approval of the Competent Authorities

The SCA has approved the publication of this announcement. However, such approval does not constitute an endorsement of the feasibility of investment nor a recommendation to subscribe for the Offer Shares. This announcement must be read in conjunction with the prospectus prepared by the Company in relation to the Offering (“Prospectus”). The SCA is not considered responsible for the accuracy, completeness or adequacy of the information contained in the Prospectus and the SCA does not bear any responsibility for any damages or losses incurred by any person as a result of relying on the Prospectus or any part of it. The members of the Company’s board of directors (“Board of Directors”), jointly and severally, bear full responsibility regarding the validity of the information and data contained in the Prospectus, and they confirm, to the extent of their knowledge and belief, and subject to due diligence and after conducting reasonable enquiries, that there are no other facts or material information, which were not included in the Prospectus that renders any statement contained therein misleading to the subscribers or influencing their decision to invest.

The Shares have not been registered with any other regulatory authority in any other jurisdiction. Prior to the Offering, the Shares have not been listed on any financial market and there has been no public market for the Shares. Following the closing of the Offer Period, and the completion of the subscription process, the Company will apply to list its Shares on the ADX.

### Investment Risks

Investing in the Offer Shares involves a high degree of risk. Prospective investors should carefully review the “Investment Risks” and “Important Notice” sections of the Prospectus to inform themselves about factors that should be considered before submitting a subscription application for the Offer Shares.

### Overview

The primary object of the Company is to act as the holding company for its twelve (12) subsidiaries (“Subsidiaries”), which are owned directly or indirectly by the Company as follows:

Subsidiary Name	Shareholders	Share Capital (USD)	Ownership
Presight AI Ltd.	Presight AI Holding PLC	1,000	100%
G42 Sky14 Technology Projects RSC Ltd.	Presight AI Holding PLC	1,000	100%
G42 Smart Nation AI Holding RSC Ltd.	Presight AI Holding PLC	1,000	100%
Analytics AI LLP	Presight AI Ltd.	657	100%
G42 Analytics Technology Projects LLC	Presight AI Ltd.	27,226	99.99%
G42 Sky1 Technology Projects LLC	G42 Sky14 Technology Projects RSC Ltd.	27,226	99.99%
G42 Smart Nation Technology Projects LLC	G42 Smart Nation AI Holding RSC Ltd.	27,226	99.99%
G42 AS SPV RSC Ltd.	G42 Smart Nation AI Holding RSC Ltd.	1,000	100%
G42 Smart City AI SPV RSC Ltd.	G42 Smart Nation AI Holding RSC Ltd.	1,000	100%
JTO Holding SPV Ltd.	G42 Smart City AI SPV RSC Ltd.	1,000	60%
Intellibrain Technological Projects LLC	JTO Holding SPV Ltd.	27,226	99%
Assetik Tech Ltd	Presight AI Holding PLC	100	100%

In this announcement, the Company, together with the Subsidiaries shall be referred to as the “Group”.

### History and Objects of the Group

The Group was founded in 2020 with three elements of successful start-ups: a bold vision, creative people, and an unmatched desire to create meaningful change, focusing on the region’s digital transformation through big data analytics powered by artificial intelligence (“AI”).

As the COVID-19 became a global crisis, the Group used its solutions to support the government of UAE with analytics driven pandemic management to keep its borders open. It also supported the UAE as it hosted the Expo 2020, which used the Group’s world-class video analytics and AI-enabled platform to provide a smart and sustainable technological system to welcome 23 million visitors in a safe environment with seamless operations.

The Group has grown its operations internationally since then, signing its first international memorandum of understanding for the National Transformation Program of Digital Angola 2024. The Group is now the region’s leading big data analytics company powered by AI, with over 10 flagship technology solutions, more than 100 AI models, and clients in 3 continents around the world.

The Group delivers for clients across multiple sectors, with a focus on three core pillars that have significant potential for innovative market growth through digital

transformation using big data analytics powered by AI:

- **Public Services:** Embedding big data and AI into government and citizen services. The Group is consolidating data across public service entities to support integrated policymaking and decision making.
- **Financial Services:** Accelerating financial services with big data analytics powered by AI. The Group is standardizing and integrating data from financial institutions and government and private entities to be able to identify patterns that support risk management policymaking and financial crime prevention efforts.
- **Sport:** Leveraging AI to enhance sports performance and experience. The Group is disrupting the sports industry through big data analysis that can be used to enhance athlete performance and improve fan experiences.

The Group’s solutions continue to expand into new verticals, channeling the use of advanced data analytics to help organizations answer climate and environmental challenges, support greater efficiency in the use of public infrastructure, optimize city resources, and improve student learning successes and optimizing education programs.

The Group’s proprietary big data omni-analytics platform, the Transformative Analytics Quotient (“TAQ”), is the foundation of its solutions. It gathers and rapidly analyzes multi-source data to enable forecasting of likely outcomes to support insight-driven decision-making across every sector at scale resulting in tangible business and societal value.

The Group is well positioned to capitalize on the significant market growth as demand for big data analytics and digital transformation continues rapidly in multiple sectors. As such, the Group’s strong successes have set a solid platform for international growth.

### Shareholders of the Company

Major Shareholders of the Company as at the date of the Offering:

Shareholder	Number of Shares	Percentage
Group 42 Holding Ltd.	4,206,510,000	99%
Others	42,490,000	1%
<b>Total</b>	<b>4,249,000,000</b>	<b>100%</b>

Shareholders of the Company upon completion of the Offering:

Shareholder	Number of Shares	Percentage
Group 42 Holding Ltd.	4,206,510,000	75.00%
Others	42,490,000	0.76%
IPO Subscribers	1,359,680,000	24.24%
<b>Total</b>	<b>5,608,680,000</b>	<b>100%</b>

Upon the completion of the Offering, and provided that the offer size is not increased, the Company’s paid-up share capital shall be AED 560,868,000 (equivalent to USD 152,721,034.72), divided into 5,608,680,000 Shares with a nominal value of AED 0.10 (USD 0.027) each.

The Company reserves the right to amend the size, tranches and dates of the Offering at any time prior to the end of the subscription period at its sole discretion, subject to the approval of the SCA.

### Board of Directors

The Board of Directors of the Company consists of five members, which are appointed for a term of three years.

The members of the Board of Directors of the Company are as follows:

Name	Position	Year Appointed	Nationality
H.E. Mansoor Al Mansoori	Chairman	2023	UAE
Prof. Eric Xing	Vice-Chairman	2023	USA
Abdulla Alrashdi	Director	2023	UAE
Kiril Evtimov	Director	2023	USA
Hamda Almhairi	Director	2023	UAE

### Key Terms of the Offering

- **Name of the Company:** Presight AI Holding PLC
- **Share Capital:** The share capital of the Company, prior to the Offering, is USD 115,697,753.57 (AED 424,900,000) divided into 4,249,000,000 shares having nominal value of USD 0.027 (AED 0.10) each.
- **Percentage, number and type of Offer Shares:** The Company is offering 1,359,680,000 shares having nominal value of USD 0.027 (AED 0.10), representing 32 % of the share capital of the Company before the Offering.
- **Offer price:** AED 1.34
- **Offer period:** The offer period commences on 13 March 2023 and ends on 17 March 2023 (“Offer Period”).
- **Subscription costs / Offering expenses:** All expenses of the Offering will be borne by the Company.
- **Lead Receiving Bank:** First Abu Dhabi Bank PJSC
- **Lead Manager:** Dubai Islamic Bank PJSC
- **Lead Placement Agent:** International Securities LLC
- **Eligibility of the qualified categories of Subscribers to apply for the acquisition of Offer Shares:**

#### Retail Subscribers

The Company allocated 168,396,368 Shares, representing 12.385 % of the Offer Shares to Retail Subscribers. The Retail Subscribers are natural persons (including natural persons constituting Assessed Professional Investors who do not subscribe to the Professional Offer Shares), companies and establishments who do not qualify as Professional Investors who have a bank account (except for any person who is resident in the United States within the meaning of the US Securities Act 1933, as amended (the “US Securities Act”).

Minors are permitted to apply for Offer Shares in accordance with the procedures applied by the Lead Receiving Bank and the laws in force in this regard.

All Retail Subscribers must hold a NIN with the ADX.

If all of the Retail Offer Shares are not fully subscribed, the unsubscribed Retail Offer Shares will be available to Professional Subscribers, or alternatively (in consultation with the SCA) the Company may accept the Offering at the level of applications received.

The minimum application size for Retail Subscribers is AED 5,000 with any additional application in increments of AED 1,000.

There is no maximum application size for Retail Subscribers.

#### Professional Subscribers

The Company allocated 1,191,283,632 Shares, representing 87.615% of the Offer Shares, to Professional Subscribers, which are restricted to “Professional Investors” (as defined in the SCA Board of Directors’ Chairman Decision No. 13/R.M of 2021) (as amended from time to time).

Every Subscriber must hold a NIN with ADX and bank account number in order to be eligible to apply for Offer Shares.

Regarding subscription applications and process applicable to Professional Subscribers, please refer to the relevant section of the Prospectus.

#### Subscription Applications – Retail Subscribers

Each Subscriber may submit one subscription application only (i) in the case of a subscription application by a natural person, in his or her personal name (unless he or she is acting as a representative for another Subscriber, in which case the subscription application will be submitted in the name of such Subscriber) or (ii) in the case of a subscription application by a corporate entity, in its corporate name. In case a Subscriber submits more than one application in his or her personal name or its corporate name, the Lead Receiving Bank reserves the right to disqualify all or some of the subscription applications submitted by such Subscriber and not to allocate any Offer Shares to such Subscriber.

Subscribers must complete all of the relevant fields in the subscription application along with all required documents and submit it to the Lead Receiving Bank together with the subscription amount during the Offer Period.

The completed subscription application should be clear and fully legible. If it is not, the Lead Receiving Bank shall refuse to accept the subscription application from the Subscriber until the latter satisfies all the required information or documentation before the close of the subscription.

Subscription for Offer Shares would deem the Subscriber to have accepted the Articles of Association of the Company and complied with all the resolutions issued by the Company’s general meeting. Any conditions added to the subscription application shall be deemed null and void. No photocopies of the subscription application shall be accepted. The subscription application should only be fully completed after reviewing the Prospectus and the Company’s Articles of Association. The subscription application then needs to be submitted to any of the Lead Receiving Bank’s branches mentioned herein or through electronic channels (see “Electronic subscription”).

The Subscribers or their representatives shall affirm the accuracy of the information contained in the application in the presence of the bank representative in which the subscription was made. Each subscription application shall be clearly signed or certified by the Subscriber or his or her representative.

The Lead Receiving Bank may reject subscription applications submitted by any Subscriber for any of the following reasons:

- the subscription application form is not complete or is not correct with regard to the amount paid or submitted documents (and no offer participant takes responsibility for non-receipt of an allocation of Offer Shares if the address of the subscribers is not filled in correctly);
- the subscription application amount is paid using a method that is not a permitted method of payment;
- the subscription application amount presented with the subscription application does not match the minimum required investment or the increments set for the Retail Offer Shares;
- the completed subscription application form is not clear and fully legible.
- the Manager’s Cheque is returned for any reason;
- if the amount in the bank account mentioned in the subscription application form is insufficient to pay for the application amount mentioned in the subscription application form or the Lead Receiving Bank is unable to apply the amount towards the application whether due to signature mismatch or any other reasons;
- if the NIN is not made available to ADX or if the NIN is incorrect;
- if the subscription application is found to be duplicated (any acceptance of such duplicate application is solely at the discretion of the Company);
- if the subscription application is otherwise found not to be in accordance with the terms of the Offering;
- if the Subscriber is a natural person and is found to have submitted the subscription application other than in his or her personal name (unless he or she is acting as a representative for another Subscriber);
- a Subscriber has not adhered to the rules applicable to the Retail Offer Shares or the Professional Offer Shares;
- if it is otherwise necessary to reject the subscription application to ensure compliance with the provisions of the Companies Regulations, the Articles of Association, the Prospectus or the requirements of the SCA or the ADX; or
- if for any reason FTS/SWIFT/online/mobile/ATM subscription channels transfer fails or the required information in the special fields is not enough to process the application.

The Lead Receiving Bank may reject the application for any of the reasons listed above at any time until allocation of the Offer Shares and have no obligation to inform the subscribers before the notification of the allocation of Shares to such rejected Subscribers.

#### Documents Accompanying Subscription Applications

Subscribers shall submit the following documents along with their subscription application forms:

For *individuals* who are UAE or GCC nationals or nationals of any other country:

- NIN details;
- The original and a copy of a valid passport or Emirates identity card; and
- In case the signatory is different from the Subscriber:
  - the duly notarized power of attorney held by that signatory or a certified copy by UAE-regulated persons/bodies, such as a notary public, or as otherwise duly regulated in the country;
  - the original passport/Emirates ID of the signatory for verification of signature and a copy of the original passport/Emirates ID; and
  - a copy of the passport/Emirates ID of the Subscriber for verification of signature; or
- In case the signatory is a guardian of a minor, the following will be submitted:
  - Original and copy of the guardian’s passport/ Emirates ID for verification of signature;
  - Original and copy of the minor’s passport; and

If the guardian is appointed by the court, original and copy of the guardianship deed attested by the court and other competent authorities (e.g. notary public).

For *corporate bodies* including banks, financial institutions, investment funds and other companies and establishments:

- UAE registered corporate bodies:
  - NIN details;
  - The original and a copy of a trade license or commercial registration for verification or a certified copy by one of the following UAE-regulated persons/bodies; a notary public or as otherwise duly regulated in the country;
  - The original and a copy of the document that authorizes the signatory to sign on behalf of the Subscriber and to represent the Subscriber, to submit the application, and to accept the terms and conditions stipulated in the Prospectus and in the subscription form; and
  - The original and a copy of the passport/Emirates ID of the signatory.
- Foreign corporate bodies: the documents will differ according to the nature of the corporate body and its domicile. Accordingly, please consult with the Lead Receiving Bank to obtain the list of required documents.

#### Method of Subscription and Payment for the Retail Offer Shares

The subscription application must be submitted by a Subscriber to the Lead Receiving Bank listed in this Prospectus and the NIN with ADX and the Subscriber’s bank account number must be provided, together with payment in full for the amount it wishes to use to subscribe for the Offer Shares, which is to be paid in one of the following ways:

- Manager’s Cheque drawn on a bank licensed and operating in the UAE, in favor of “Presight AI Holding PLC – IPO”;
- Debiting a Subscriber’s account with the Lead Receiving Bank; or
- Electronic subscriptions (please refer to the section on electronic subscription in the Prospectus).

Details of the Subscriber’s bank account must be completed on the subscription application form even if the application amount will be paid by Manager’s Cheque.

The subscription amount may not be paid or accepted by the Lead Receiving Bank using any of the following methods:

- In cash;
- Cheques (not certified); or
- Any other mode of payment other than mentioned above.

#### Subscription Amounts

Retail Subscribers must submit applications to purchase the Offer Shares in the amount of AED 5,000 or more, with any subscription over AED 5,000 to be made in increments of AED 1,000.

#### Notice of Allocation

A notice to successful Retail Subscribers will be sent by way of SMS initially confirming the acceptance of subscription and number of offered shares allocated to them. This will be followed by a notice setting out each Subscriber’s Share allocation, which will be sent by registered mail to each Subscriber.

#### Timetable for Subscription and Listing

Event	Date
Opening Date of Offering	13 March 2023
Closing Date of Offering	17 March 2023
Allocation of Offer Shares	18 - 24 March 2023
Allocation Notification	24 March 2023
Refund of Surplus Subscriptions	25 March 2023
Expected date of Listing the Shares on ADX	27 March 2023

The Prospectus is available on the website of the Company at: [www.presight.ai/ipo](http://www.presight.ai/ipo)

#### Name and contact details of Offer Participants:

**Lead Receiving Bank**  
**First Abu Dhabi Bank PJSC**  
FAB Building  
Khalifa Business Park, Al Qurm District  
PO Box 6316  
Abu Dhabi, United Arab Emirates

**Lead Manager**  
**Dubai Islamic Bank PJSC**  
DIB Head Office Building  
Al Maktoum Street Deira  
PO Box 1080  
Dubai, United Arab Emirates

**Lead Placement Agent**  
**International Securities LLC**  
Al Bateen Towers, C2, 13<sup>th</sup> Floor  
PO Box 107077  
Abu Dhabi, United Arab Emirates

**IPO Legal Counsel**  
**Hafef & Partners LLC**  
12<sup>th</sup> Floor, The Blue Towers, Khalifa Street,  
P.O. Box 3727  
Abu Dhabi, United Arab Emirates

**Listing Advisor**  
**BHM Capital Financial Services PSC**  
49<sup>th</sup> Floor, Vision Tower, Business Bay  
PO Box 26730  
Dubai, United Arab Emirates

**Reporting Accountants**  
**Deloitte & Touche (M.E) LLP**  
11<sup>th</sup> Floor, Al Sila Tower  
P.O. Box 990  
Abu Dhabi Global Market Square, Al Maryyah Island  
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