PRESIGHT AI HOLDING PLC

(Free Zone Public Company Limited by Shares incorporated in the Abu Dhabi Global Market)

(the "**Company**")

Prospectus in Relation to the Listing of the Company on the Abu Dhabi Securities Exchange First Market

The main objective of this Prospectus is to present material information about the Company to the UAE Securities and Commodities Authority ("**SCA**") and Abu Dhabi Securities Exchange ("**ADX**") as part of the application to SCA and ADX to accept the listing of the Company on the ADX First Market.

This Prospectus contains data submitted pursuant to the ADX Listing and Disclosure Rules. The Board members, whose names are set out in this Prospectus, are jointly responsible for and confirm the accuracy and validity of data and information stated in the Prospectus.

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1. DEFINITIONS & ABBREVIATIONS

In this Prospectus, the following expressions shall have the meanings assigned to them hereunder.

AED or Dirham(s)	The lawful currency of the United Arab Emirates
ADGM	Abu Dhabi Global Market
ADGM Companies Regulation	ADGM Companies Regulations 2020 (as amended)
ADX	Abu Dhabi Securities Exchange
ADX First Market	ADX Public Joint Stock Companies First Market
Articles of Association or the Articles	The Articles of Association of the Company
Board or Board of Directors	The Board of Directors of the Company
Chairman	The Chairman of the Board of Directors
Company	PRESIGHT AI HOLDING PLC, a public company limited by shares incorporated in ADGM under Registered Number 000008980
Financial Statements	The audited financial statements of the Company for the two financial years ended on 31 December 2021 and 31 December 2022
General Assembly	The general assembly of the Company consisting of the Company's Shareholders
Group	Means the Company and its Subsidiaries.
Group 42	Group 42 Holding LTD
Executive Management	The executive management of the Company
Listing	Listing of the Company's shares in ADX First Market
Offering	The offer and sale of 1,359,680,000 Shares in a public subscription in the UAE only
Prospectus	This document
Share(s)	Ordinary shares in the Company, with a nominal value of AED 0.10 (Ten Fils) each

Shareholder(s)	Holder(s) of the share(s) of the Company
SCA	UAE Securities and Commodities Authority
Subsidiaries	Means companies owned directly or indirectly by the Company
UAE	United Arab Emirates
USD	US Dollars, the lawful currency of the United States of America

2. COMPANY PROFILE

Company name	PRESIGHT AI HOLDING PLC
ADGM Registration No.	00008980
Address	33rd floor, Al Khatem Tower, ADGM, Al Maryah Island, Abu Dhabi, UAE
Share Capital	AED 560,868,000
Number of Shares	5,608,680,000 Shares
Nominal value per Share	AED 0.10 (USD 0.027)
Rights related to the shares	No third-party rights on the Shares
Term of the Company	Not applicable
Financial Year	01 January to 31 December
Major banks dealing with the Company	First Abu Dhabi Bank PJSC

3. CONSTITUTIONAL DOCUMENTS

The Constitutional Documents of the Company include:

(i) Articles of Association
(ii) Certificate of Incorporation
(iii) Commercial License

The Articles of Association of the Company are set out in Annex II of this Prospectus.

4. SHAREHOLDERS OF THE COMPANY AND STATEMENT OF CAPITAL DEVELOPMENT

On incorporation in the ADGM as a public company limited by shares on 12 December 2022, the total issued share capital of the Company was AED 183,625 (USD 50,000) consisting of 1,836,250 Shares of AED 0.10 (USD 0.027) each, which was subscribed for in full by Group 42.

On 16 February 2023, the share capital of the Company was increased to AED 424,900,000, and 4,247,163,750 Shares were allotted to G42 and other Shareholders and the total share capital of the Company prior to the Offering was AED 424,900,000 consisting of 4,249,000,000 Shares of AED 0.10 each.

In the Offering, 1,359,680,000 Shares were offered by the Company for public subscription in the UAE.

The following tables set forth the Shareholders of the Company: (i) prior to the Offering; and (ii) immediately following completion the Offering, assuming that the Offering is subscribed in full:

Shareholders of the Company prior to the Offering:

Shareholder	Number of Shares	Percentage
Group 42 Holding Ltd.	4,206,510,000	99%
Others	42,490,000	1%
Total:	**4,249,000,000**	**100%**

Shareholders of the Company following 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%
Subscribers in the Offering	1,359,680,000	24.24%
Total:	**5,608,680,000**	**100%**

An updated statement will be provided after the conclusion of the Offering showing the owners, along with their minor children or any other entity (as applicable) who, along with their parents, subsidiaries or branches, jointly hold 5% or more of the Company's shares.

Resolutions of the Shareholders of the Company for the two (2) financial years preceding the submission of the listing application:

(i) Resolution dated 21 November 2022 resolving the incorporation of the Company.

(ii) Resolution dated 6 January 2023 authorizing the increase of the share capital of the Company and approving the Offering and the Listing.

(iii) Resolution dated 3 March 2023, constituting the Board of Directors of the Company.

5. LICENSED ACTIVITIES

The Company is licensed to undertake the following activities:

Activities of Holding Companies including holding of assets and owning controlling levels of equity in a group of subsidiary corporations, whose principal activity is owning the group.

Activities of Head Offices including overseeing and managing other units of the company's group and undertaking the strategic or organizational planning and decision making role of the company or enterprise; exercising operational control and manage the day-to-day operations of their related units. This includes activities of: (i) head offices; (ii) centralized administrative offices; (iii) corporate offices; (iv) district and regional offices; (v) subsidiary management offices.

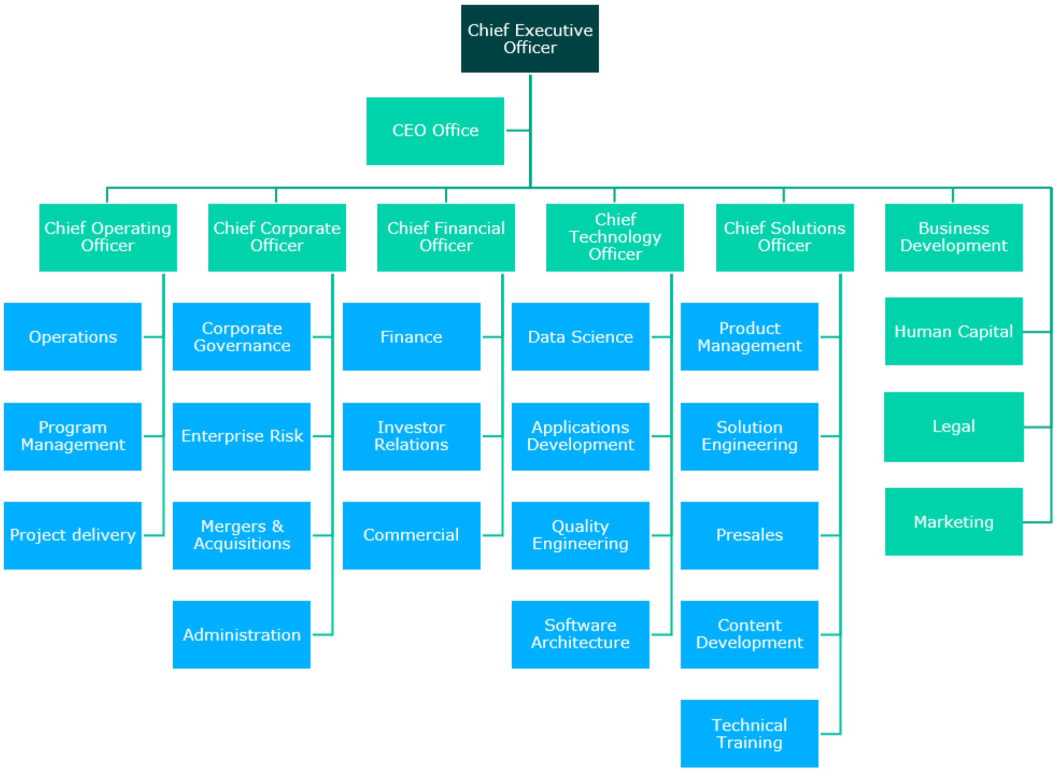
6. SUBSIDIARIES

The Company acts as a holding company for the Subsidiaries (collectively the "**Group**"). The Company has twelve (12) Subsidiaries, which are owned directly or indirectly by the Company as follows:

Subsidiary	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%

7. ORGANIZATIONAL STRUCTURE

The organizational structure of the Company is as follows:



8. CORPORATE GOVERNANCE OF THE COMPANY

Members of the Board of Directors of the Company

The Board of Directors of the Company is composed of five (5) members who are elected by its General Assembly. The Board members of the Company are:

Name	Nationality	Capacity
H.E. Mansoor Al Mansoori	United Arab Emirates	Chairman
Prof. Eric Xing	United States of America	Vice - Chairman
Mr. Kiril Evtimov	United States of America	Director
Mr. Abdulla Rashed Alrashdi	United Arab Emirates	Director
Ms. Hamda Eid Almheiri	United Arab Emirates	Director

Biographies of Board members

H.E. Mansoor Al Mansoori
Chairman of the Board

H.E. Mansoor Al Mansoori is a member of Abu Dhabi Executive Council and the Chairman of the Department of Health in Abu Dhabi.

H.E. Mansoor is a prominent leader with a diverse range of professional experiences in senior leadership positions across government and private sector including telecommunications, energy, and technology with a proven track record of setting up strategies, building institutional structures and capabilities, and implementing performance-based management systems.

As the Group Chief Operating Officer of G42, H.E. Mansoor was responsible for the Group and operating businesses' strategic partnerships, innovation, capacity building, business efficiencies and transformation, revenue optimization, brand development, organizational culture and the development of future leaders of G42.

During his tenure at G42, he was actively involved in the UAE National Covid-19 pandemic response. As Chairman of Bayanat, he led the company's public listing at ADX, in what was G42's first IPO and the world's best trading debut of 2022, as reported by Bloomberg.

Prior to joining G42, Al Mansoori served as Director General of the UAE National Media Council from 2015 to 2020 and was responsible for transforming the Council's offerings across regulatory services, media policies, UAE's national media wire services and strategic communications, resulting in the UAE National Media Council winning the Government Excellence Award as the Most Improved Entity in 2018. Al Mansoori contributed towards UAE's brand and reputation management, locally, regionally, and internationally and introduced policies and frameworks to further the country's media and digital communication capabilities and foster innovation and development for the industry.

Al Mansoori held several board positions in the past, including Abu Dhabi Tourism and Culture Authority and Telecommunication Regulatory Authority. Al Mansoori is currently Chairman of

Injazat, Board of Trustees at MBZUAI and serves as a Board Member of Etisalat and Multiply Group.

A voracious reader and public speaker on digital transformation and the management of change, Al Mansoori was also selected as Counselor alongside Canadian Prime Minister Justin Trudeau and Duchess of Sussex at the 2019 Young World Summit in London where he delivered a keynote on “The New Age of Conversation”. During his studies at the National Defense College (UAE), Al Mansoori was in the first cohort to receive the Master's degree in Strategic Security Studies and National Resources Management. A University of Toledo (Ohio, USA) graduate in Computer Science, Al Mansoori holds several specialized certificates including a Leadership Certificate from London Business School (UK), Innovation Strategy Leadership from Massachusetts Institute of Technology (MIT).

Prof. Eric Xing
Vice Chairman of the Board

Eric P. Xing is the President and University Professor of the Mohamed bin Zayed University of Artificial Intelligence, a Professor of Computer Science at Carnegie Mellon University, and the Founder and Chairman of Petuum Inc., a 2018 World Economic Forum Technology Pioneer company that builds standardized artificial intelligence development platform and operating system for broad and general industrial AI applications.

He completed his first PhD in Molecular Biology and Biochemistry at Rutgers University, and a second Ph.D. in Computer Science at UC Berkeley. His main research interests are the development of machine learning and statistical methodology; and composable, automatic, and scalable computational systems, for solving problems involving automated learning, reasoning, and decision-making in artificial, biological, and social systems. His pioneering work in system for machine learning has laid the foundation of current practice of training large-scale AI models on distributed computers, and his recent focus has been on improving energy efficiency of AI computing and developing AI systems for drug design and precision healthcare.

Prof. Xing currently serves or has served the following roles: associate editor of the Journal of the American Statistical Association (JASA), Annals of Applied Statistics (AOAS), and IEEE Journal of Pattern Analysis and Machine Intelligence (PAMI); action editor of the Machine Learning Journal (MLJ) and Journal of Machine Learning Research (JMLR); and a board member of the International Machine Learning Society and General Chair of ICML.

He is a Fellow of the Association of Advancement of Artificial Intelligence (AAAI), the Institute of Electrical and Electronics Engineers (IEEE), the American Statistical Association (ASA), and the Association for Computing Machinery (ACM).

Mr. Kiril Evtimov
Board Member

Kiril Evtimov is a seasoned technology and business leader with global experience across start-ups and Fortune 500 companies. Throughout his career, Kiril has been successful in delivering cutting-edge cloud, analytical, and decision support products, as well as massively scalable data platforms. His contributions have spanned a range of industries, including healthcare, financial services, and technology, leading to clients’ success and significant business impact.

Kiril is a technology advisor for Group42. He is also a co-founder, board member and CEO of FairSignals Inc. In the past, he has held leadership roles in Teradata, MicroStrategy, and eBay.

As CEO of FairSignals, Kiril has a broad range of responsibilities, including - vision setting, financial management, product development, people management, and leading all externally facing interactions for the financial technology startup.

Previously, as Teradata’s Vice President and General Manager of Unified Data Architecture Platform Technologies, he was responsible for establishing the strategic direction and leading the execution efforts of the analytical ecosystem research and development organization. In this capacity, he oversaw a vast portfolio of over 30 software products, ranging from well-established and widely used to emerging and cloud-based products.

As Vice President of Program Management at MicroStrategy, Kiril focused on ideation, viability analysis, research and design of next generation on-premises and cloud analytical capabilities.

Prior to that, Kiril spent over 13 years in Silicon Valley, California. At eBay, Kiril held various technical management roles supporting eBay, PayPal, StubHub, Skype and Classified businesses. As Director of Analytics Platform Engineering and Architecture, he was responsible for implementing corporate-wide analytical self-service capabilities, business intelligence, and collaborative platforms. He also pioneered in the field of cyber fraud prevention, as well as led the efforts to establish customer support, and trust and safety data management practice.

In the past, Kiril consulted several notable companies, including Intuitive Surgical, Extreme Networks, and was a member of Tableau Software's Customer Advocacy Board on their quests for technology innovation, establishing data and digital transformation strategies, optimizing sales and distribution models.

Kiril graduated from Technical University, Bulgaria with a MS degree in Electronics Engineering.

Mr. Abdulla Rashed Alrashdi
Board Member

Abdulla Al Rashidi is CEO of Tamouh Healthcare. He has an MBA in finance and administration from Abu Dhabi University.

Abdulla joined Tamouh Health Care in 2019 bringing an extensive executive experience in a variety of official entities from Abu Dhabi Police General Headquarters to Abu Dhabi Authority of Culture and Heritage and the Federal Government. Abdulla has successfully led Tamouh Healthcare's efforts to monitor and curb the Covid pandemic.

Ms. Hamda Eid Almheiri
Board Member

As a Director, Hamda Eid Almheiri heads the Government Affairs function for ADQ, an Abu Dhabi-based investment and holding company.

In her role, Hamda is responsible for the organization's interactions with senior government stakeholders on the local, state, and federal level, ensuring that there is a robust strategic framework in place to guide all initiatives and engagements. She also holds authority over ADQ's collaboration with industry advocates, aiming to leverage areas of joint interest, and oversees the continuous monitoring of relevant government activities globally. In a prior position at ADQ, Hamda led the Corporate Planning and Performance Department which forms part of the Strategy function.

Hamda's professional track record includes roles with the Abu Dhabi Executive Office as a Project Manager in charge of financial policy and efficiency and the General Secretariat of the Executive Council of Abu Dhabi as a Financial Policy and Efficiency Specialist. Previously, Hamda served as Manager Commercial Analyst for Strategy and Planning at Etihad Airways.

She is a holder of Corporate Director Certificate from Harvard Business School and a Georgetown Leadership Seminar alumni. She is licensed diver, a fan of discovering new art perspectives and cultural inspirations.

Committees Formed by the Board of Directors

The Board of Directors has constituted two (2) Board committees as follows:

(a) Audit and Risk Committee

The Audit and Risk Committee assists the Board in discharging its responsibilities relating to financial reporting, external and internal audits and controls, including reviewing and monitoring the integrity of our financial statements, reviewing and monitoring the extent of the non-audit work undertaken by external auditors, advising on the appointment of external auditors, overseeing the relationship with our external auditors, reviewing the effectiveness of the external audit process, and reviewing the effectiveness of our internal control review function. The ultimate responsibility for reviewing and approving the annual report and accounts remains with the Board. The Audit and Risk Committee will give due consideration to the applicable laws and regulations of the UAE, the ADGM, the SCA and the ADX.

(b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee assists the Board in setting and overseeing the nomination and remuneration policies in respect of the Board, any committees of the Board and senior management. In such capacity, it is responsible for evaluating the hiring of the Company's executive management, evaluating the balance of skills, knowledge and experience of the Board and committees of the Board and, in particular, monitoring the independent status of the independent Directors. It is also responsible for periodically reviewing the Board's structure and identifying, where relevant, potential independent candidates to be appointed as Directors or committee members as the need may arise. In addition, and subject to the Articles, the Nomination and Remuneration Committee assists the Board in determining its responsibilities in relation to remuneration, including making recommendations to the Board on the Company's policy on executive remuneration, setting the over-arching principles, parameters and governance framework of our remuneration policy and determining the individual remuneration and benefits package of our senior management.

Members of the Executive Management of the Company

The senior executive management of the Company is appointed by its Board of Directors.

Below are members of the current senior executive management of the Company:

Name	Position	Year of appointment
Thana Pramotedham	Chief Executive Officer	2023
Dr. Adel Alsharji	Chief Operating Officer	2023
Xiaodong Zhou	Chief Technology Officer	2023
Ram Meyoor	Chief Financial Officer	2023
Xiaoyin Yang	Chief Solutions Officer	2023

Rashed AlKouk	Chief Corporate Officer	2023

Biographies of Executive Management of the Company

Thana (Thomas) Pramotedham
Chief Executive Officer

A digital transformation leader and technology advocate who has supported and driven government smart city initiatives in Asia, Thomas now leads the Group. With a focus on creating nation-building partnerships in the Middle East, Central Asia and Africa, through enabling capabilities and joining G42 on their journey to supporting UAE's digital transformation.

In a career spanning two decades, Thomas has held management and thought-leadership positions across Asia, always focusing on leveraging technology to solve real-world problems. Before moving to UAE, he was the CEO of Esri Singapore, a world-leader in Geospatial Technology and a key partner in driving Singapore's successful Smart Nation programs.

Dr. Adel Al Sharji
Chief Operating Officer

Primarily responsible for company operations, Dr. Adel brings over 25 years of experience to the Group. His expertise and in-depth knowledge of AML, auditing, and anti-corruption are concentrated on developing and delivering technology-driven financial AI products and solutions, offering exceptional customer service.

Before joining the G42 in 2021, Dr. Adel worked in civil services and has a doctorate in business administration. He is passionate about using financial technology to create safer societies.

Xiaodong Zhou
Chief Technology Officer

A technology-savvy engineer at heart, Xiaodong become a data science and AI evangelist. He strongly believes today's big data environment will expedite data science and become the foundation for advancing AI technologies. As Chief Technology Officer, his mission is to develop a technology framework and AI strategy in modern-day analytical fields and learn and adopt the latest technologies to bring out its real business value.

He has been working closely with UAE government since 2015 to advance their data analytics capabilities, focusing on big data analysis, cloud adoption and data science. He has over 17 years of experience working in the telecom, financial and software industries, including MicroStrategy which focused on data analysis platforms and applications.

Ram Meyoor
Chief Financial Officer

Ram leads the finance organization of the Group, and is responsible for operational and financial strategy, enabling top-line growth organically and through business combinations, margin expansion, fiscal prudence and governance.

Ram has more than two decades of experience and has held several finance positions with Motorola Solutions across MENA, India, APAC, and U.S. where he was instrumental in building the financial capabilities of the organization. Ram holds a bachelor's degree in Engineering, a master's degree in Science, and an MBA from the U.S

Xiaoyin Yang
Chief Solutions Officer

Xiaoyin works closely with R&D, Sales, and Delivery teams to design and build new products, services, and solution verticals to serve key clients and Presight's business strategy goals.

She has worked in the Big-Data Analytics and BI industry in North America and the Middle East for over 20 years, with in-depth industry knowledge to align operational processes and product road mapping and serving key clients and business strategy needs.

Rashed AlKouk
Chief Corporate Officer

Rashed AlKouk primarily focuses on Corporate Governance, Enterprise Risk, Mergers & Acquisitions, and Administration. His secondarily focuses on Strategic Planning and People Culture Management.

Previously, Rashed served in multiple organizations in the field of investment and contributed to significant exposure and overall growth. He has a diverse range of professional experience in leadership positions across various sectors. His business operations experience has been focused on improving external strategic partnerships, maintaining business efficiencies, and optimizing revenues.

Membership of the Board members and Executive Management of the Company on the boards of other joint stock companies and free zone companies (which take the form equivalent to that of joint stock companies) in UAE

None of the Board members or Executive Management members hold any memberships in the board of directors of any joint stock companies or free zone companies (which take the form equivalent to that of joint stock companies) in the UAE except:

- H.E. Mansoor Al Mansoori who currently serves on the board of directors of Multiply Group PJSC and Emirates Telecommunications Group Company PJSC; and

- Mr. Abdulla Rashed Alrashdi, who currently serves on the board of directors of ESG Emirates Stallions Group PJSC.

9. BUSINESS STRATEGY AND PLAN

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:

1. **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.

2. **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.

3. **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.

10. OPERATING PERFORMANCE OF THE COMPANY

The Company has delivered strong financial performance characterized by solid revenue growth, healthy margins and robust cash flow generation. The Company's revenue growth has been strong, at USD 423 million for the financial year ending 31 December 2022, up 16% on the financial year ending 31 December 2021. This revenue growth has resulted from a material growth in the Company's customer order book comprising long-term recurring customer contracts.

The Company has demonstrated substantial growth in profitability, recording gross profit for the financial year ending 31 December 2022 of USD 266 million, up 92% on the financial year ending 31 December 2021, and net profit of USD 148 million for the financial year ending 31 December 2022, an increase of 55% on the financial year ending 31 December 2021. Gross and net profit margins are solid, at 63% and 35% respectively for the financial year ending 31 December 2022.

11. BOARD'S VIEW ON THE PERFORMANCE OF THE COMPANY AS COMPARED WITH THE BUSINESS PLAN

The current performance and achievements of the Company are in line with the expectations and forecast of the Board of Directors of the Company.

12. MATERIAL CONTRACTS

Non-exhaustive and selected contracts concluded by the Group with customers include:

Contract	Subsidiary	Price in '000 AED
Video Analytics and AI-Project	G42 Smart Nation Technology Projects L.L.C	1,209,252
AI Analytics Platform Project	G42 Sky1 Technology Projects LLC	798,769
Cloud Services for Video Analytics	G42 Smart Nation Technology Projects L.L.C	642,857
Preventive and Corrective Maintenance Contract for Video Analytics	G42 Smart Nation Technology Projects L.L.C	342,857
Analytics AI Platform	Presight AI Limited	273,000
Safe Nations and AI Program	Presight AI Limited	220,350
EXPO2020	G42 Smart Nation Technology Projects L.L.C	192,586
Analytics AI Platform	Presight AI Limited	89,976
IT infrastructure Managed Services Video Analytics	G42 Smart Nation Technology Projects L.L.C	85,714
Connectivity Provision for Video Analytics	G42 Smart Nation Technology Projects L.L.C	85,714
AI Analytics and Auditing Platform Project	G42 Sky1 Technology Projects LLC	83,140
Taxi Cameras for Video Analytics	G42 Smart Nation Technology Projects L.L.C	58,908
AI Data Analytics Services Project	G42 Sky1 Technology Projects LLC	14,286
Data Engineering Services Project	G42 Sky1 Technology Projects LLC	7,000

Group's key contracts with vendors include:

Contract	Subsidiary	Price in '000 AED
Preventive and Corrective Maintenance for Video Analytics	G42 Smart Nation Technology Projects L.L.C	312,032
IT infrastructure Managed Services for Video Analytics	G42 Smart Nation Technology Projects L.L.C	56,505
Law Enforcement Analytics Platform	Presight AI	45,906

Taxi Cameras for Video Analytics	G42 Smart Nation Technology Projects L.L.C	42,158
TSI - TAYCAN	G42 Smart Nation Technology Projects L.L.C	19,870
Command Centre Hardware, Software and Services	Presight AI	17,018
Smart Nation's office fit-out	G42 Smart Nation Technology Projects L.L.C	15,675
Video Analytics Maintenance	G42 Smart Nation Technology Projects L.L.C	14,797
PSIM Software and services	G42 Smart Nation Technology Projects L.L.C	14,519
Cybersecurity platform	G42 Sky1 Technology Projects LLC	9,980
Financial Risk management platform	G42 Sky1 Technology Projects LLC	6,228
Tahaluf	G42 Smart Nation Technology Projects L.L.C	5,294
Video Analytics Connectivity	G42 Smart Nation Technology Projects L.L.C	5,124

13. RELATED PARTY TRANSACTIONS

The Group, in the ordinary course of business, enter into transactions, with other business enterprises or individuals that fall within the definition of related parties contained in International Accounting Standard 24 (Revised). The Group have a related party relationship with the Government of Abu Dhabi, directors and executive officers (including business entities over which they can exercise significant influence, or which can exercise significant influence over the Group).

The Group have elected to use the exemption under IAS 24 'Related Party Disclosures' for Government related entities on disclosing transactions and related outstanding balances with government related parties owned by the Government of Abu Dhabi and entities it owns and controls. The Group provide services in the normal course of business to entities owned and controlled by the Government of Abu Dhabi.

14. ASSETS, INVESTMENTS AND PROJECTS

The company's overall assets as of end of December 2022 were USD 381.89 million out of which USD 6.148 million or 1.6% were non-current assets with the remainder being current assets. The current assets are almost entirely composed of trade and other receivables of USD 256.797 million and contract assets of USD 118.895 million. For the year ending December 2022, the Company's Return On Assets (ROA) was 33%, Current Ratio of 2.2 and a Quick Ratio of 2.2.

The Company plans to deploy capital judiciously and prudently, to drive the following key areas:

Research and Development (R&D)
As an AI and Big data analytics leader, the Company believes strongly in innovation and new product creation. The Company plans to expand existing development activities out of Abu Dhabi, UAE and internationally, as well as continue to co-develop new technologies and intellectual properties through ongoing analytics platform deployments at various locations. The Company expects to focus its R&D efforts on creating AI big data applications and AI models in the field

financial services, including inter-alia, auditing platform, anti-money laundering and financial investigation tools. Other key focus areas include sports analytics, climate, education and game engine technology. Apart from AI applications, emerging open AI areas such as Chat GPT and 'deep fake' detection will also be focus of research given their ever-expanding applications.

Inorganic Growth
The Company expects to make significant investments in its core focus area of AI and big-data analytics with the objective of enhancing its product portfolio and technological capabilities. The investment targets are expected to be established technologies that are complimentary to the Company's portfolio and/or proven disruptors. The Company will also continue to evaluate for investments opportunities in areas that are adjacent to the core focus areas, and which in its view could emerge as key technologies in the long-term.

International Expansion Plans
The Company expects increasing share of revenue from its international operations, with more than half of its revenue from year 2026 onwards is expected to be derived from international contracts. The Company expects to make investments to expand our foot print in our target markets across 4 continents, by setting up efficient 'go- to-market' channels, marketing programs, increasing local presence and infrastructure. The Company will follow prudent capital deployment for international expansion activities with a view to maximize returns on investments.

15. DESCRIPTION OF COMPANY'S CASH FLOWS

The company recorded a net income of USD 147.851 million which resulted in operating cash flows of USD 151.815 million before movements in working capital changes. The working capital changes were a positive USD 52.196 million for the year, thereby resulting in an overall cash of $204 million generated from company operations.

There was a net cash outflow USD 0.763 million for investing activities and a net outflow of USD 204.823 million for financing activities, primarily on account of issuance of a dividend of USD 203.332 million.

16. LOANS

The Company currently does not have any loans, debts or credit facilities.

17. MORTGAGES AND BURDENS ON THE ASSETS

There are no mortgages, pledges or any material burdens and encumbrances on the assets of the Company.

18. DEBT SECURITIES OR INSTRUMENTS

There are no debt securities issued or guaranteed by the Company.

19. LAWSUITS AND CLAIMS

There are no known material lawsuits or expected claims filed by or currently against the Company.

20. INSOLVENCY

There have been no insolvency or inability to pay events during the last 2 years in relation to the Company.

21. COMPANY DIVIDEND POLICY

The Company’s ability to pay dividends is dependent on a number of factors, including:

- the availability of distributable reserves and our capital expenditure plans and other cash requirements in future periods;
- market conditions and the then current operating environment in our markets;
- the Board’s outlook for our business;
- future profits and our business plan (including our ability to perform in accordance with the expectations in our business plan);
- the discretion of our Board; and
- approval of any dividend payment at a general meeting of our Shareholders.

The guidance provided above is based on our current business plan and targets. However, there is no assurance that we will pay any dividends going forward or, if a dividend is paid, what the amount of such dividend will be.

22. RISK FACTORS

An investment in the Shares involves a high degree of risk. Prior to making an investment, prospective investors should carefully consider the following risk factors inherent in and affecting the Company’s business. The risks described below are not meant to be exhaustive and are merely included in order to alert investors to the degree of risk involved. Investors should consult with their financial or other advisor before purchasing any Shares. In addition to equity fluctuations, following business risks should be considered.

Growth Drivers

The Group’s strategic vision is based on expanding products and solutions portfolio, as well as serving a more diversified client base across new geographies. Executing along all three of these dimensions requires a high level of strategic planning and operational excellence, both at the organizational and individual levels.

Sustaining Growth Rate in the Future

Despite having experienced a remarkable growth across all financial metrics in the past few years, there can be no assurances that the Company’s revenues will continue to grow or will do so at the current rates.

In addition, the following risks should be considered:

a. Risks related to the COVID-19 pandemic;
b. Risks related to the Company being exposed to political risks in the countries and regions where it operates;

c. Risks related to the environmental regulations in the jurisdictions where the Group operates;
d. Risks related to violations of health, safety and security standards;
e. Risks related to the Group's licensing and permits and corporate registration requirements;
f. Risks related to the change, adverse interpretations or inconsistent enforcement of the tax laws and regulations in countries in which the Group operates;
g. Risks related to antitrust laws, legislation relating to unfair competitive practices and similar behaviour in the jurisdictions where the Group operates;
h. Risks related to the Group not being in compliance with applicable labour laws and regulations and/or if not being able to retain existing key senior management personnel or other key skilled employees or continue to attract and employ key personnel with the suitable skills and experience;
i. Risks related to the enforcement of foreign court judgments and arbitral awards in the countries in which the Group operates
j. Risks related to the Group not being able to detect money laundering, bribery and other illegal or improper activities fully or on a timely basis, which could expose it to liability and harm its business or reputation;
k. Risks related to the Group entering into transactions with Related Parties; and
l. Risks related to material disputes and possible litigation.

For and on behalf of
PRESIGHT AI HOLDING PLC

H.E. Mansoor Al Mansoori
Chairman

Date: 17 March 2023

ANNEX (1) THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY

ANNEX (2) ARTICLES OF ASSOCIATION OF THE COMPANY