



Rail Vision

INTELLIGENCE ON TRACK

Filed Pursuant to Rule 433
Issuer Free Writing Prospectus
Dated March 14, 2022
Relating to Preliminary Prospectus
dated March 10, 2022
Registration No. 333-262854



Free Writing Prospectus

This presentation highlights basic information about us and the offering. Because it is a summary, it does not contain all of the information that you should consider before investing. This offering may only be made by means of a prospectus.

We have filed a registration statement on Form F-1 (File No. 333-262854), including a preliminary prospectus, dated March 10, 2022 (the "Preliminary Prospectus") with the SEC for the offering to which this communication relates. The registration statement has not yet become effective. Before you invest, you should read that registration statement, the Preliminary Prospectus and the final prospectus (when available) for more complete information about the Company and this offering.

You may retrieve copies of these documents for free on the SEC's website at <https://www.sec.gov>. Alternatively, copies of the Preliminary Prospectus and the final prospectus, when available, may be obtained from Aegis Capital Corp. Attention: Syndicate Department, 810 7th Avenue, 18th Floor, New York, NY 10019, by phone at (212) 813 1010 or by email at syndicate@aegiscap.com.

This presentation does not constitute an offer or invitation for the sale or purchase or to engage in any other transaction with Rail Vision Ltd. (the "Company") or its affiliates. The information in this presentation is not targeted at any residents of any particular country or jurisdiction and not intended for distribution to, or use by, any person in any jurisdiction or country where such distribution or use would be contrary to local law or regulation.

Forward -looking Information

This presentation and oral statements made regarding the subject of this presentation contain “forward-looking statements” that involve substantial risks and uncertainties. Such statements include, without limitation, references to the Company’s predictions or expectations of future business or financial performance and its goals and objectives for future operations, financial and business trends, performances, strategies or expectations. Forward-looking statements include, but are not limited to, statements about: our lack of operating history; our current and future capital requirements and our belief that our existing cash and the net proceeds from this offering will be sufficient to fund our operations for at least the next 12 months; our ability to manufacture, market and sell our products and to generate revenues; our ability to maintain our relationships with key partners and grow relationships with new partners; our ability to maintain or protect the validity of our U.S. and other patents and other intellectual property; our ability to launch and penetrate markets in new locations and new market segments; our ability to retain key executive members and hire additional personnel; our ability to maintain and expand intellectual property rights; interpretations of current laws and the passages of future laws; our ability to achieve greater regulatory compliance needed in existing and new markets; the overall demand for passenger and freight transport; our ability to achieve key performance milestones in our planned operational testing; and acceptance of our business model by investors.

In some cases, you can identify forward-looking statements by the words “may,” “might,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “objective,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue” and “ongoing,” or the negative of these terms, or other comparable terminology intended to identify statements about the future. These forward-looking statements may not materialize, in whole or in part, or may materialize differently than expected, or may be affected by factors that cannot be assessed in advance. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. You are cautioned not to place undue reliance on forward-looking statements. Except as otherwise indicated, the forward-looking statements contained in this presentation speak only as of the date of this presentation and the Company undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Market, Industry and Other Data

This presentation includes statistical, market and industry data and forecasts which we obtained from publicly available information and independent industry publications and reports that we believe to be reliable sources. These publicly available industry publications and reports generally state that they obtain their information from sources that they believe to be reliable, but they do not guarantee the accuracy or completeness of the information. Although we are responsible for all of the disclosures contained in this presentation, including such statistical, market and industry data, we have not independently verified any of the data from third-party sources, nor have we ascertained the underlying economic assumptions relied upon therein. In addition, while we believe the market opportunity information included in this presentation is generally reliable and is based on reasonable assumptions, the industry in which we operate is subject to a high degree of uncertainty and risk due to a variety of important factors that could cause results to differ materially from those expressed in the estimates made by third parties and by us.



Terms of offering

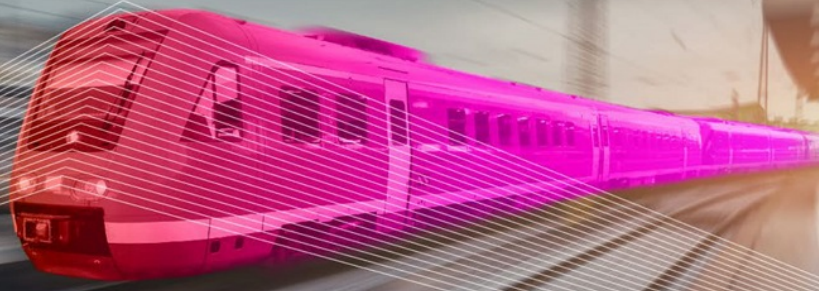
Issuer	Rail Vision Ltd.
Offering Type	Initial Public Offering
Price Range	\$8.00 - \$10.00
Units Offered	Up to 1,972,222 Units + 15% 45-day overallotment option
Gross Proceeds	\$17.75 Million
Underwriters	Aegis Capital Corp. – Bookrunning Manager

Use of proceeds:

- \$8 Million - R&D completion of our existing systems and development of new products.
- \$4.5 Million - Marketing, advertising and pre-commercialization activities.
- The remainder for working capital and general corporate needs, and possible in-licensing of additional intellectual property.



AT A GLANCE



State-of-the-Art Technology Systems for Autonomous -Drive Trains and for Accident Prevention



Founded by 4
founders **in 2016**



60 employees
(46 R&D personnel)



Awards and Prizes
Winner of the
Deutsche Bahn
MINDBOX competition



\$44 Million
raised



Strategic investor
World leader in train systems



THE MISSION

Taking rail into the future, making it safer, more efficient, reliable and sustainable using advanced sensors, AI and big data technologies.

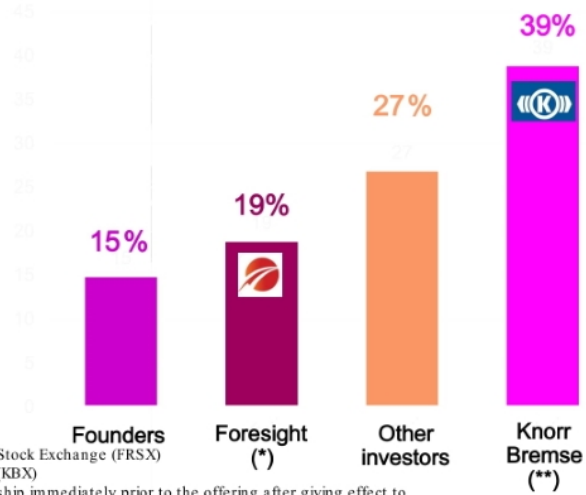
- ◀ First steam-powered locomotive journey on February 21, 1804.
- ◀ The railway market grows year by year, serving as the modern world's mass transit infrastructure.
- ◀ A traditional market in need of technological developments to achieve efficiency and savings in terms of finance and manpower.



MAIN SHAREHOLDERS



A publicly-traded German company, a world leader in braking & peripheral systems for trains and trucks.



(*) Traded on the NASDAQ and the Tel Aviv Stock Exchange (FRSX)

(**) Traded on the Frankfurt Stock Exchange (KBX)

(***) Percentages represent beneficial ownership immediately prior to the offering after giving effect to the conversion of Preferred A shares into ordinary shares and conversion of SAFE shares at an assumed initial offering price of \$9.00





KNORR-BREMSE

Potentially gives Rail Vision access to hundreds of blue-chip customers world-wide.

A world leader in braking & peripheral systems. 110 years, in the railway market.

Traded at a valuation of € 11.15 billion on the Frankfurt Stock Exchange.
Total sales in 2020 € 6.2 billion.

Global presence - 29,700 employees
100 sites
30 countries.

Strategic investor: \$24 million over two investment cycles and exercise of warrants.

Data from March 9, 2022

THE PROBLEM

Railway accidents, loss of life and financial losses for train companies



Obstacles and faulty railway infrastructure.

Huge infrastructure investments - the total investment in railway track infrastructure maintenance and renewal in Europe in 2016 was € 25 billion*



Severe railway accidents - **the braking distance is substantially longer than the driver's visual capacity.**

2019 - over 1,552 severe railway accidents in the European Union countries alone.**



Loss of life and substantial financial losses for the train companies.

ALTERNATIVES

CURRENTLY AVAILABLE IN THE RAILWAY MARKET



Attempts to use technologies from the automotive world which are unsuitable for the railway world (speed and distance).



Static cameras incapable of monitoring the railway infrastructure.



Technologically inferior solutions - short ranges and inadequate resolution.



Focus on level crossings, lacking a solution for the route.



THE SOLUTION

Technological progress for the railway world



- ◀ **Artificial intelligence (AI)** - based systems.
- ◀ Able to detect objects over **1 mile away**.
- ◀ **Obstacle detection and identification** on and near the track.
- ◀ Ability to function under **severe weather and conditions of limited visibility**.
- ◀ **Big Data** collection for preventive maintenance.
- ◀ Passive, autonomous and long-range **detection systems**.

THE SYSTEMS

Light Rail System



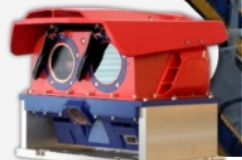
Backend server

Passenger and Freight Train System



Backend server

Shunting Yards System



Backend server

MARKET SIZE AND TRENDS

- ◀ The freight train industry in the United States is estimated at approximately **\$80 billion*** .
[*https://railroads.dot.gov/rail-network-development/freight-rail-overview](https://railroads.dot.gov/rail-network-development/freight-rail-overview)
- ◀ The business activity in the global train industry is growing at approximately **\$5.6 billion** per year*.
[*https://www.railjournal.com/in_depth/sci-study-forecasts-upturn-in-global-rail-market](https://www.railjournal.com/in_depth/sci-study-forecasts-upturn-in-global-rail-market)
- ◀ The global after-market sales reached approx. **\$78 billion** in 2020 and is growing at approx. **\$3.5 billion** per year*.
[* https://www.gminsights.com/industry-analysis/railway-aftermarket](https://www.gminsights.com/industry-analysis/railway-aftermarket)
- ◀ **McKinsey** - the solution for reducing maintenance costs is in data collection and adoption of innovative technologies*.
[*https://www.mckinsey.com/industries/public-and-social-sector/our-insights/using-analytics-to-get-european-rail-maintenance-on-track](https://www.mckinsey.com/industries/public-and-social-sector/our-insights/using-analytics-to-get-european-rail-maintenance-on-track)





PREDICTIVE MAINTENANCE ON TRAINS AND INFRASTRUCTURE



United States

\$25 billion of the profits of freight train companies are invested in infrastructure and in increasing transport volume**.



Europe

Per annum investment of over **\$25 billion** on maintenance of railway infrastructure in 2016*.



The use of Rail Vision systems potentially enables savings of hundreds of millions of dollars through switching from breakdown maintenance to preventive maintenance

THE BUSINESS MODEL



1

Sale of the Company's systems and services, including maintenance, warranty and system updates.

2

Focusing on international operators of passenger train, freight lines and operational locomotives.

3

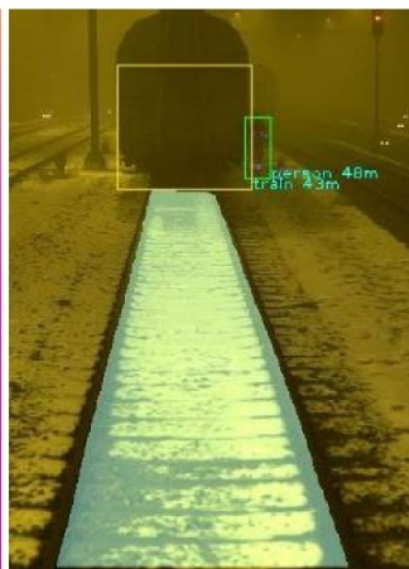
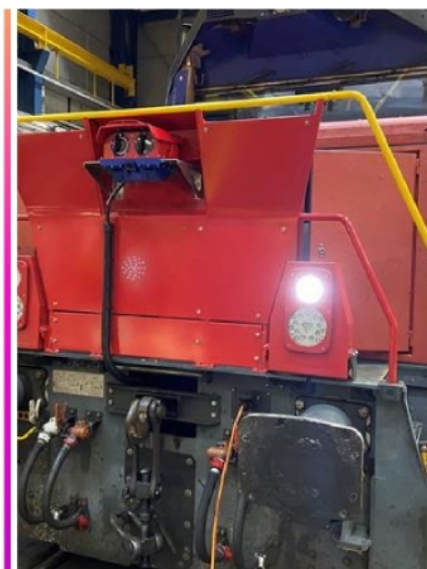
Provision of complementary solutions for preventive maintenance.

4

Big data solutions designed to create recurring revenue opportunities, with other applications such as target advertising sustainability data applications and more.

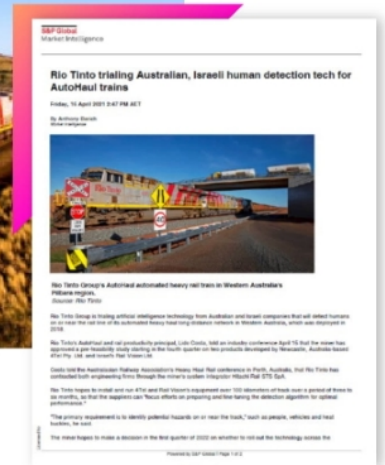
RAIL VISION SYSTEM

Installed on an SBBC (Swiss Federal Railways) Cargo locomotive



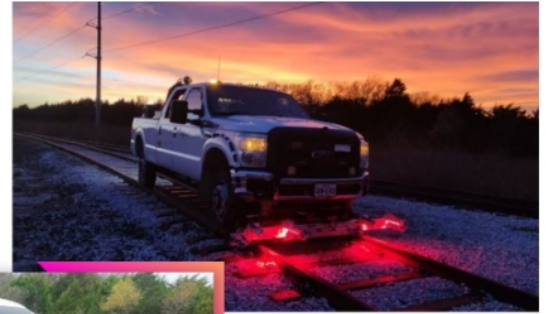
SALES PROCESS TO RIO TINTO AUSTRALIA

- ◀ The world's **second-largest** mining and metals company. HQ London UK ASX:RIO.
- ◀ Operations in **35 countries**, **47,500** employees.
- ◀ Operates iron mines in Australia using autonomous trains, a world first.
- ◀ An order has been received for a paid Proof of Concept.



SALES PROCESS TO A NORTH AMERICAN RAILWAY CONSTRUCTION COMPANY

- ◀ An order has been received for a paid Proof of Concept testing period.
- ◀ Integrated system for predictive maintenance, reducing downtime & saving costs.
- ◀ The system replaces the need for manual inspection.



STRATEGIC COLLABORATION WITH ISRAEL RAILWAYS



Strategic collaboration with Israel Railways on the Company's systems.



MOU with Israel Railways signed for a long-term pilot and delivery of 6-10 units, with a potential of additional 200 units. The installed systems will be a worldwide demo center.



Israel Railways are considering the installation of Switch-Yard systems due to safety benefits.

LOOKING FORWARD

- ◀ Continue monitoring of track routes for preventive maintenance purposes
- ◀ Advanced visual information-based navigation
- ◀ Big data services
- ◀ Interfacing with Smart City systems
- ◀ Integration with the world automatic train systems



FINANCIAL DATA

- ◀ **\$44 million** has been invested in the Company, of which approx. **\$24 million** by Knorr-Bremse.
- ◀ **\$5 million** . Net cash flows used for operating activities in H1 2021.
- ◀ **\$6.8 million** cash balance of June 30, 2021.



THE PEOPLE

AND THE EXPERIENCE



Sam Donnerstein
Executive Chairman

Has been an entrepreneur and industrialist for over four decades. Over the past 18 years, Sam has started and led manufacturing companies in Europe and Central America. Currently Sam serves as owner and Executive Chairman of the Rav Bariach Group, one of the world's largest manufacturers of security doors. In addition, Sam is on the Board Of Directors of Scoutcam.



Shahar Hania
CEO & Co-Founder

Co-founder and CEO of Rail Vision, served as VP Research and Development prior to his appointment. An expert in advanced electro-optical systems, Shahar has led complex development projects in companies such as Elbit Systems and Bird Instruments. Shahar has a B.Sc. in Physics and Electro-Optics Engineering and an M.Sc. in Electro-Optics Engineering from Ben-Gurion University.



Ofer Naveh
CFO

Over 15 years of experience in financial and accounting roles in publicly-traded companies in Israel and in the United States. Holds a B.A. in Accounting and Business and an M.A. in Law from Bar-Ilan University.



Ofer Grisaro
VP Marketing & Sales

Extensive experience in international marketing and sales with a proven track record in business with multinational corporations such as 3M, the defense industry and the hi-tech industry in companies such as Elbit Systems. Ofer has a BA in Management and MBA from the Ben-Gurion University.



Amit Klir
VP R&D

Amit has extensive experience in managing multidisciplinary teams and has been product manager and leader of a variety of projects. He has set up and led the development of medical products, products combining video-processing, signals and advanced algorithms in a variety of leading hi-tech companies such as Continues Biometrics, Radvision and Comverse. Amit holds a B.Sc. in Electrical and Computer Engineering, specializing in DSP from the Ben-Gurion University in Beer Sheva.



Zachi Bar-Yehoshua
COO & CIO

Over 20 years of experience in hi-tech and infrastructure companies such as MALAM-TEAM and Zoko Enterprises. Zachi has extensive experience in project management, service management, operations and computing. Zachi has a BA and MBA in business administration.

SUMMARY OF INVESTMENT HIGHLIGHTS



Strategic Investor, Knorr-Bremse, a worldwide leader in the train industry, provides access to global customer list

Addressing multi-billion market with the most advanced train accident prevention technology in the world

Systems already under contract with major train operators

Long-term revenue sources with Big Data potential application

Strong management team with deep industry experience



THANK YOU!