As filed with the Securities and Exchange Commission on November 23, 2026

Registration No. 333-299909

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
to
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AIR GLOBAL PLC
(Exact name of registrant as specified in its charter)

Jersey	**Not Applicable**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

Festival Office Tower Dubai Festival City, 7th Floor
Dubai, United Arab Emirates
+971 4 292 3000
(Address of Principal Executive Offices)

AIR Global PLC 2026 Incentive Award Plan

AIR Limited 2021 Employee Share Plan

AIR Limited 2024 Management Incentive Plan
(Full title of the plans)

Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
(212) 947-7200
(Name, address and telephone number, including area code, of agent for service)

Copies to:
Jennifer M. Engelhardt
Latham & Watkins (London) LLP
One Leadenhall
1 Leadenhall St
London
EC3V 1AA
United Kingdom

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☐
		Emerging growth company	☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (Registration No. 333-299909) (as amended, the "Registration Statement") of AIR Global PLC (the "Company") is being filed with the Securities and Exchange Commission (the "SEC") to amend the Registration Statement to include in Part I of the Registration Statement a prospectus (the "Reoffer Prospectus") pursuant to General Instruction C of Form S-8, prepared in accordance with the requirements of Part I of Form F-3 under the Securities Act of 1933, as amended (the "Securities Act"). As a filing fee was paid by the Company under the original Registration Statement in connection with the registration of the securities offered under the Reoffer Prospectus, no additional registration fee is required to add these securities to the Reoffer Prospectus pursuant to Rule 457(h)(3) under the Securities Act.

This Reoffer Prospectus may be used for reoffers and resales of ordinary shares of the Company on a continuous or delayed basis that may be deemed to be "control securities" under the Securities Act, and the rules and regulations promulgated thereunder, that are issuable to certain employees, directors and/or officers of the Company or its subsidiaries identified in the Reoffer Prospectus, as supplemented, who are, or may be deemed to be, "affiliates" of the Company within the meaning set forth in Rule 405 under the Securities Act (the "Selling Shareholders"). The number of ordinary shares of the Company included in the Reoffer Prospectus represents ordinary shares issuable to the Selling Shareholders pursuant to awards granted to the Selling Shareholders, and does not necessarily represent a present intention to sell any or all such ordinary shares.

Pursuant to Rule 424(b) under the Securities Act, we may supplement the Reoffer Prospectus from time to time with the names of additional selling shareholders and/or amounts of ordinary shares, if any, to be reoffered or resold by such selling shareholders as that information becomes known. All other portions of the Registration Statement, as previously filed, remain unchanged.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

REOFFER PROSPECTUS



AIR Global PLC

655,368 ORDINARY SHARES

This reoffer prospectus relates to the offer and sale, from time to time, by the selling shareholders named herein (the "Selling Shareholders"), or their permitted transferees, of up to 655,368 ordinary shares, par value $0.0001 per share (the "ordinary shares") of AIR Global PLC (together with its subsidiaries, "AIR Global," the "Company," "we," "us" or "our") issued to the Selling Shareholders pursuant to awards granted to the Selling Shareholders under AIR Global PLC's 2026 Incentive Award Plan, AIR Limited's 2021 Employee Share Plan and AIR Limited's 2024 Management Incentive Plan (together, the "Plans"). We are not offering any of the ordinary shares and will not receive any proceeds from the sale of the ordinary shares offered by this reoffer prospectus, except with respect to amounts, if any, received by us upon exercise of the awards granted under the Plans that are subject to the payment of an exercise price. See "Use of Proceeds."

Upon the issuance of the ordinary shares issuable upon exercise of awards granted to the Selling Shareholders under the Plans, the Selling Shareholders may from time to time sell, transfer or otherwise dispose of any or all of the ordinary shares covered by this reoffer prospectus through underwriters or dealers, directly to purchasers (or a single purchaser) or through broker-dealers or agents. If underwriters or dealers are used to sell the shares, we will name them and describe their compensation in a prospectus supplement. The ordinary shares may be sold in one or more transactions at fixed prices, prevailing market prices at the time of sale, prices related to the prevailing market prices, varying prices determined at the time of sale or negotiated prices. We do not know when or in what amount the Selling Shareholders may offer the shares for sale. The Selling Shareholders may sell any, all or none of the shares offered by this reoffer prospectus. See "*Plan of Distribution*" beginning on page 8 for more information about how the Selling Shareholders may sell or dispose of the ordinary shares covered by this reoffer prospectus. The Selling Shareholders will bear all sales commissions and similar expenses. We will bear all expenses of registration incurred in connection with this offering, including any other expenses incurred by us in connection with the registration and offering that are not borne by the Selling Shareholders.

The Selling Shareholders are "affiliates" of the Company (as defined in Rule 405 under the Securities Act of 1933, as amended (the "Securities Act")). The ordinary shares that will be issued to the Selling Shareholders under the Plans will be "control securities" under the Securities Act before their sale under this reoffer prospectus. This reoffer prospectus has been prepared for the purposes of registering the ordinary shares under the Securities Act to allow for future sales by the Selling Shareholders on a continuous or delayed basis to the public without restriction.

Our ordinary shares are listed on The Nasdaq Stock Market ("Nasdaq") under the symbol "AIIR." On November 20, 2026, the last reported sale price of our ordinary shares as reported on Nasdaq was $6.50 per share.

We may add, update or change information contained in this reoffer prospectus from time to time by incorporating by reference any document or filing a prospectus supplement, as required. You should read this entire reoffer prospectus, together with the documents we incorporate by reference, and any applicable prospectus supplement carefully before you make your investment decision.

We are an "emerging growth company," a "foreign private issuer" and a "controlled company," each as defined under the U.S. federal securities laws and, as such, may elect to comply with certain reduced public company disclosure and reporting requirements. See "*Reoffer Prospectus Summary—Implications of Being an Emerging Growth Company, a Foreign Private Issuer and a Controlled Company*."

Investing in our securities involves a high degree of risk. For a discussion of information that should be considered in connection with an investment in our securities, see "Risk Factors" beginning on page 4 of this reoffer prospectus and the risk factors contained in any document incorporated by reference in this reoffer prospectus and any applicable prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this reoffer prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Reoffer Prospectus dated November 23, 2026

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ABOUT THIS REOFFER PROSPECTUS

This reoffer prospectus is part of a registration statement on Form S-8 (Registration No. 333-299909) filed with the Securities and Exchange Commission, or the "SEC". The Selling Shareholders named in this reoffer prospectus may, from time to time, sell the securities described in this reoffer prospectus in one or more offerings. This reoffer prospectus includes important information about us, the ordinary shares issued by us, the ordinary shares being offered by the Selling Shareholders and other information you should know before investing. Any document incorporated by reference in this reoffer prospectus and any prospectus supplement may also add, update, or change information in this reoffer prospectus. If there is any inconsistency between the information contained or incorporated by reference in this reoffer prospectus and any prospectus supplement, you should rely on the information contained in that particular prospectus supplement. This reoffer prospectus does not contain all of the information provided in the registration statement that we filed with the SEC. You should read this reoffer prospectus together with the additional information about us described in the section below entitled "*Where You Can Find More Information*." You should rely only on information contained or incorporated by reference in this reoffer prospectus and any applicable prospectus supplement. We have not, and the Selling Shareholders have not, authorized anyone to provide you with information different from that contained or incorporated by reference in this reoffer prospectus, any prospectus supplement or any free writing prospectus that we or the Selling Shareholders may authorize to be delivered or made available to you.

The information contained in this reoffer prospectus, any document incorporated by reference in this reoffer prospectus and any applicable prospectus supplement is accurate only as of their respective dates, regardless of the time of delivery of this reoffer prospectus, any document incorporated by reference in this reoffer prospectus or any applicable prospectus supplement, or the sale of any securities offered hereby. You should not assume that the information contained in this reoffer prospectus, any document incorporated by reference in this reoffer prospectus or any applicable prospectus supplement is accurate as of any other date. Our business, financial condition, results of operations and prospects may have changed since those dates.

This reoffer prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities described in this reoffer prospectus. The securities offered by this reoffer prospectus are being offered only in jurisdictions where the offer is permitted.

Except as otherwise set forth in this reoffer prospectus, neither we nor the Selling Shareholders have taken any action to permit a public offering of these securities outside the United States or to permit the possession or distribution of this reoffer prospectus outside the United States. Persons outside the United States who come into possession of this reoffer prospectus must inform themselves about and observe any restrictions relating to the offering of these securities and the distribution of this reoffer prospectus outside the United States.

As used in this reoffer prospectus, unless otherwise indicated or the context otherwise requires, references to "we," "us," "our," the "Company," "Registrant," and "AIR Global" refer to AIR Global PLC and its subsidiaries. References to "AIR" refer to AIR Limited and references to "CAEP" refer to Cantor Equity Partners III, Inc. prior to the consummation of the Business Combination, respectively.

FREQUENTLY USED TERMS

Unless otherwise stated in this reoffer prospectus or the context otherwise requires:

"*2025 Market Assessment Report*" means the report prepared by Arthur D. Little entitled "Market Assessment Report – AIR," concerning our target sectors and Focus Markets.

"*Affiliate*" means, with respect to any specified person, any person that, directly or indirectly, controls, is controlled by, or is under common control with, such specified person, whether through one or more intermediaries or otherwise. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract or otherwise.

"*AIR*" means AIR Limited, a private limited company organized under the laws of Jersey, and its subsidiaries, a producer of branded flavored molasses; upon the consummation of the Business Combination AIR Limited became a wholly owned subsidiary of AIR Global.

"*AIR Earnout Conditions*" means the earlier occurrence of one of the following early release events pursuant to which the AIR Earnout Shares will vest and no longer be subject to redesignation, redemption and cancellation prior to the end of the Earnout Period: (i) the closing price of the Ordinary Shares is at or above $12.50 for 20 trading days over a consecutive 30-day period during the Earnout Period, and (ii) upon the occurrence of certain early release events, including an AIR Global merger, consolidation or reorganization after the Closing in which the Ordinary Shares are converted or exchanged for the right to receive cash or registered publicly listed securities equal to or exceeding $12.50 per Ordinary Share.

"*AIR Earnout Shares*" means the Ordinary Shares issued at the Jersey Closing to the AIR Shareholders, which are subject to restrictions and will be subject to forfeiture until AIR Global satisfies the AIR Earnout Conditions.

"*AIR Shareholders*" means the former shareholders of AIR Limited prior to the consummation of the Business Combination.

"*Board*" means the board of directors of AIR Global.

"*Business Combination*" or "*Transactions*" means, collectively, the Cayman Merger, the Jersey Merger and the other transactions contemplated by the Business Combination Agreement and the Ancillary Documents.

"*Business Combination Agreement*" means the Business Combination Agreement, dated as of November 7, 2025, as amended, by and among CAEP, AIR Global, AIR Limited, Cayman Merger Sub and Jersey Merger Sub.

"*CAEP*" means Cantor Equity Partners III, Inc., a Cayman Islands exempted company; upon consummation of the Business Combination, CAEP became a wholly-owned subsidiary of AIR Global.

"*Cayman Merger*" means the merger of Cayman Merger Sub with and into CAEP, with CAEP surviving such merger as a wholly owned subsidiary of AIR Global.

"*Cayman Merger Sub*" means Genesis Cayman Merger Sub Limited, a Cayman Islands exempted company and a wholly owned subsidiary of AIR Global.

"*Closing*" means the closing of the Business Combination.

"*Closing Date*" means May 15, 2026, the date of the Closing.

"*Earnout Period*" means the period commencing on the Closing Date and ending on the five year anniversary of the Closing Date.

"*Exchange Act*" means the U.S. Securities Exchange Act of 1934, as amended.

"*F-1 Prospectus*" means the Company's prospectus, dated September 4, 2026, filed with the SEC pursuant to Rule 424(b) under the Securities Act on September 4, 2026, relating to the registration statement on Form F-1 (File No. 333-298609) filed with the SEC on August 28, 2026.

"*Focus Markets*" means AIR's priority markets comprising the United States, KSA, Germany and Spain.

"*HoReCa*" means the hospitality and food service sector including hotels, restaurants and cafés.

"*IASB*" refers to the International Accounting Standards Board.

"*IFRS*" refers to IFRS Accounting Standards as issued by the IASB.

"*Jersey Closing*" means the closing of the Jersey Merger, which occurred on May 15, 2026.

"*Jersey Merger*" means the merger of Jersey Merger Sub with and into AIR Limited, with AIR Limited surviving such merger as a wholly owned subsidiary of AIR Global.

"*Jersey Merger Sub*" means Genesis Jersey Merger Sub Limited, a private limited company incorporated under the laws of Jersey and a wholly owned subsidiary of AIR Global.

"*JOBS Act*" means the Jumpstart Our Business Startups Act.

"*Kingsway*" means Kingsway Capital Partners Limited, on behalf of certain funds, investors, entities or accounts that are managed, sponsored or advised by it or its affiliates.

"*Kingsway Holders*" means, collectively, those AIR Shareholders that are funds managed and controlled by Kingsway.

"*KSA"* means the Kingdom of Saudi Arabia.

"*Nasdaq*" means the Nasdaq Stock Market LLC.

"*OOKA*" means the Company's proprietary charcoal-free, electrically heated hookah device.

"*Ordinary Shares*" means the AIR Global ordinary shares, par value US$0.0001 per share.

"*SEC*" means the U.S. Securities and Exchange Commission.

"*Securities Act*" means the U.S. Securities Act of 1933, as amended.

"*UAE*" means the United Arab Emirates.

IMPORTANT INFORMATION ABOUT IFRS AND NON-IFRS FINANCIAL MEASURES

Each of AIR Global PLC's and AIR Limited's financial statements incorporated by reference in this reoffer prospectus have been prepared in accordance with IFRS Accounting Standards as issued by the IASB ("IFRS").

This reoffer prospectus incorporates by reference certain references to financial measures that were not prepared in accordance with IFRS, including Adjusted EBITDA, Adjusted EBITDA Margin and Net Operating Cash Conversion. The presentation of this non-IFRS information is not meant to be considered in isolation or as a substitute for either AIR Global PLC's or AIR Limited's consolidated financial results prepared in accordance with IFRS. For definitions of Adjusted EBITDA, Adjusted EBITDA Margin and Net Operating Cash Conversion and reconciliations to the most directly comparable IFRS measures, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Non-IFRS Financial Measures*" included in the portions of the F-1 Prospectus incorporated by reference herein.

TRADEMARKS AND TRADE NAMES

This reoffer prospectus includes trademarks, service marks, logos and trade names owned by us or our subsidiaries, including AIR Limited. Solely for convenience, some of the trademarks, logos and trade names referred to in this reoffer prospectus are presented without the ® and ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks and trade names. This reoffer prospectus contains additional trademarks and trade names of others. All trademarks and trade names appearing in this reoffer prospectus are, to our knowledge, the property of their respective owners. We do not intend for our use or display of other companies' trademarks, copyrights or trade names to imply a relationship with, or endorsement or sponsorship of us by, any other company.

INDUSTRY AND MARKET DATA

This reoffer prospectus contains estimates, projections and other information concerning our industry, including market size and growth of the market in which we participate, that are based on industry publications and reports and forecasts prepared by management. We believe it is important to maintain as broad and independent a perspective on developments in our industry as possible. To that end, we retained third-party consultants to prepare general industry and market studies, including a report prepared by Arthur D. Little entitled "*Market Assessment Report – AIR*," concerning our target sectors and Focus Markets (the "2025 Market Assessment Report"). Certain information from this report is included in this reoffer prospectus in reliance on Arthur D. Little's authority as market advisors in such matters. See "*Experts*," included in the portions of the F-1 Prospectus incorporated by reference herein.

The scope of Arthur D. Little's work included an assessment, on a best efforts basis, of the structure, macroeconomic factors, market size and growth estimates and high-level competitive and regulatory landscape of the relevant market in our Focus Markets. In connection with the preparation of this report, AIR Limited furnished Arthur D. Little with certain historical information regarding its business and operations, previously commissioned surveys and trade reports, publicly available information as well as management inputs concerning the market and competitive environment. Arthur D. Little conducted independent research in preparing its analysis, including a review of third-party market reports, association and trade publications, regulatory and policy materials, and other secondary and limited primary sources it considered appropriate. We use the data and insights contained in the 2025 Market Assessment Report to assist in describing the nature of our industry, the market opportunity and our position within it.

Given the evolving nature of the flavored shisha and social inhalation industry, and the fragmented and developing data collection practices across markets and channels, we believe it is difficult for any market participant and industry analysts or experts, including us and Arthur D. Little, to present precise measurements of market size, penetration or share. Nevertheless, we believe the industry and market data presented in this reoffer prospectus represent reasonable estimates and reflect our and Arthur D. Little's good faith judgment as to the market and our position within it. Industry publications and forecasts that we or Arthur D. Little may have relied upon generally state that the information they contain has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Forecasts, market opportunity estimates, total addressable market analyses and other forward-looking information derived from these sources are subject to the same qualifications and uncertainties as other forward-looking statements in this reoffer prospectus. Actual outcomes may differ materially from the estimates and projections presented herein.

We also supplement this analysis with other third-party industry sources and publicly available data where appropriate. Unless otherwise indicated, references to third-party industry data in this reoffer prospectus are to such sources. In some cases, we do not expressly refer to the sources from which these estimates and information are derived. This information involves a number of assumptions and limitations, and you are cautioned not to give undue weight to these estimates. We have not independently verified the accuracy or completeness of the data contained in these industry publications and reports.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This reoffer prospectus, any document incorporated by reference in this reoffer prospectus and any prospectus supplement includes or may include "forward-looking statements" within the meaning of the federal securities laws. This reoffer prospectus, any document incorporated by reference in this reoffer prospectus and any prospectus supplement includes or may include statements that express our and our management team's opinions, expectations, beliefs, plans, objectives, assumptions, guidance or projections regarding future events or future results of operations or financial condition and therefore are, or may be deemed to be, "forward-looking statements." These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms "believes," "estimates," "anticipates," "expects," "seeks," "projects," "intends," "plans," "may," "will" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this reoffer prospectus, the documents incorporated by reference in this reoffer prospectus and any prospectus supplement, and include statements regarding our intentions, beliefs or current expectations concerning, among other things, the benefits and synergies of the Business Combination, including results of operations, financial condition, liquidity, prospects, growth, strategies, future market conditions or economic performance and developments in the capital and credit markets and expected future financial performance, and the markets in which we operate. Such forward-looking statements are based on available current market material and management's expectations, beliefs and forecasts concerning future events impacting us. Factors that may impact such forward-looking statements include:

(i) the ability to recognize the anticipated benefits of the Business Combination;

(ii) our management of our business strategy and plans;

(iii) changes in applicable laws or regulations;

(iv) general economic conditions;

(v) factors relating to our business, operations and financial performance, including:

- risks related to consumer preferences and demand for our products;
- risks related to product health perceptions and liability;
- risks related to our supply chain and operations;
- risks related to competition and strategy execution;
- risks related to macroeconomic and geopolitical conditions;
- risks related to credit risk with respect to our customers;
- risks related to entering new product segments including continued integration of previously acquired businesses and risks related to acquiring new businesses;
- risks related to labor and human capital;
- risks related to disruption to our production;
- risks related to data, technology and cybersecurity;
- risks related to ESG and climate;
- risks related to trade and taxation;
- risks related to regulation and compliance, including our customers' compliance with applicable regulations;
- risks related to litigation;
- risks related to indebtedness and liquidity;
- risks related to governance and approvals;
- risks related to our capital markets profile and shareholder rights;

- risks related to ownership, control and investor status;
- risks related to issuer status and public company requirements;
- risks related to internal controls, reporting and market perceptions; and
- all other risks and uncertainties described in the sections entitled "*Risk Factors*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" included in the portions of the F-1 Prospectus incorporated by reference herein.

The forward-looking statements contained or incorporated by reference in this reoffer prospectus and contained in any prospectus supplement are based on our and our management team's current expectations and beliefs concerning future developments. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described under the heading "*Risk Factors*." Should one or more of these risks or uncertainties materialize, or should any of the assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We will not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. None of us or our Affiliates, directors, officers, advisors or other representatives has made or makes any representation to any shareholder or any other person regarding ultimate performance compared to the information contained in the estimates or prospective financial information, or that financial and operating results will be achieved.

You should read this reoffer prospectus, any document incorporated by reference in this reoffer prospectus, any applicable prospectus supplement, and the documents that we reference in this reoffer prospectus and have filed with the SEC as exhibits to the registration statement of which this reoffer prospectus forms a part, completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

Jersey Regulatory Matters

The Jersey Financial Services Commission (the "JFSC") has given, and not withdrawn, its consent under Article 2 of the Control of Borrowing (Jersey) Order 1958 to the issue of the Ordinary Shares. The JFSC is protected by the Control of Borrowing (Jersey) Law 1947 against any liability arising from the discharge of its functions under that law.

A copy of the F-1 Prospectus has been delivered to the Jersey Registrar of Companies in accordance with Article 5 of the Companies (General Provisions) (Jersey) Order 2002 and the Jersey Registrar of Companies has given, and has not withdrawn, consent to its circulation. No action has been taken by us or the Selling Shareholders to permit the possession or distribution in Jersey of this reoffer prospectus or any prospectus supplement. Accordingly, no further consent from the Jersey Registrar of Companies is required for their circulation outside Jersey.

It must be distinctly understood that, in giving these consents, neither the Jersey Registrar of Companies nor the JFSC takes any responsibility for the financial soundness of the Company or for the correctness of any statements made, or opinions expressed, with regard to it. If you are in any doubt about the contents of this reoffer prospectus, you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser.

The price of securities and the income from them can go down as well as up.

The directors of the Company have taken all reasonable care to ensure that the facts stated in this reoffer prospectus are true and accurate in all material respects, and that there are no other facts the omission of which would make misleading any statement in this reoffer prospectus, whether of facts or opinion. All the directors of the Company accept responsibility accordingly.

REOFFER PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this reoffer prospectus or incorporated by reference in this reoffer prospectus. This summary does not contain all of the information you should consider before investing in our securities. Before making an investment decision, you should read this entire reoffer prospectus (as supplemented or amended) carefully, especially "Risk Factors" and the financial statements and related notes thereto, and the other information incorporated by reference in this reoffer prospectus. Some of the statements in this reoffer prospectus constitute forward-looking statements that involve risks and uncertainties. See "Cautionary Note Regarding Forward-Looking Statements" for more information.

Overview

Founded in 1999 and headquartered in Dubai, AIR is a global consumer brands and innovation company with a presence in more than 90 markets worldwide, serving both at-home consumers and HoReCa channels, including lounges and other hospitality venues. Its portfolio reaches millions of adult consumers across social inhalation and modern nicotine categories through brands including Al Fakher, NameLess and Al Aseel (flavored shisha molasses) and Crown Switch (rechargeable pod vape platform).

AIR's strategy combines category-leading brands, scientific research, and in-house innovation capabilities. Strategic investments such as Greentank and royalty-generating intellectual property partnerships such as Crown Bar enhance its participation in fast-growing nicotine and inhalation categories. The Company develops next-generation technologies and products, including OOKA, the charcoal-free pod-based shisha. By connecting brands, technology, science, and commercial partnerships, AIR is building a differentiated platform positioned to shape the future of adult consumer experiences.

Our flagship brand, Al Fakher, was established in 1999 and has evolved into an internationally recognized brand, estimated to be a leading brand in flavored molasses by sales volume. Three of the five best-selling flavors globally belong to the Al Fakher brand, based on our internal estimates. In 2021, we rebranded from Al Fakher to AIR, an acronym for Advanced Inhalation Rituals, reflecting our ambition to lead the global evolution of social inhalation.

For the year ended December 31, 2025 and the nine months ended September 30, 2026, we generated revenue of $399.7 million and $306.7 million, respectively, operating profit/(loss) of $83.2 million and $(45.7) million, respectively, and Adjusted EBITDA of $139.3 million and $102.7 million, respectively.

Corporate Information

We founded our business in 1999 as Al Fakher in the UAE, and were incorporated as AIR Limited, a private limited company incorporated under the laws of Jersey on September 20, 2019. In anticipation of the Business Combination, on October 28, 2025, we formed a holding company, AIR Holdings Limited, a private limited company incorporated under the laws of Jersey. Upon closing of the Business Combination on May 15, 2026, each of AIR Limited and CAEP, a blank check company incorporated under the laws of the Cayman Islands on November 11, 2020, became a wholly owned subsidiary of AIR Holdings Limited, which was subsequently renamed and reorganized as AIR Global PLC, a public limited company incorporated under the laws of Jersey. The mailing address of our principal executive office is Festival Office Tower, Dubai Festival City, 7th Floor, Dubai, United Arab Emirates. Our website address is https://www.air.global/. Information contained on our website or connected thereto does not constitute part of, and is not incorporated by reference into, this reoffer prospectus or the registration statement of which it forms a part. We have included our website address in this reoffer prospectus solely for informational purposes. Our agent for service of process in the United States is Cogency Global Inc. The registered office address of AIR Global PLC is 15 Esplanade, St. Helier, JE1 1RB, Jersey. The overseas branch office register of members of AIR Global PLC is kept at 1 State Street 30th Floor, New York, NY 10004, United States of America and maintained by Continental Stock Transfer and Trust Company. Secretary of AIR Global PLC is Mrs. Mary-Ann Orr.

Implications of Being an Emerging Growth Company, a Foreign Private Issuer and a Controlled Company

We are an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the JOBS Act, and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

As a "foreign private issuer," as defined by the SEC, we are permitted to follow home country corporate governance practices, instead of certain corporate governance practices required by Nasdaq for U.S. domestic issuers, subject to certain exceptions and except to the extent that such exemptions would be contrary to U.S. federal securities laws. The Sarbanes-Oxley Act, as well as related rules subsequently implemented by the SEC, requires foreign private issuers, including us, to comply with various corporate governance practices.

As a foreign private issuer, we intend to follow home country practice in lieu of Nasdaq Rule 5635, which generally requires shareholder approval for: (a) an acquisition of shares/assets of another company that involves the issuance of 20% or more of the acquirer's shares or voting rights or if a director, officer or 5% or more shareholder has greater than a 5% interest in the target company or the consideration to be received; (b) the issuance of shares leading to a change of control; (c) adoption or material amendment of equity compensation arrangements; and (d) issuances of 20% or more of the shares or voting rights (including securities convertible into, or exercisable for, equity) of a listed company via a private placement (and/or via sales by directors/officers/5% or more shareholders) if such equity is issued (or sold) below a specified minimum price.

Although we may rely on certain home country corporate governance practices, we must comply with Nasdaq's Notification of Noncompliance requirement (Nasdaq Rule 5625) and the Voting Rights requirement that a listed company cannot disparately reduce or restrict the voting rights of existing shareholders through a corporate action or issuance of securities (Nasdaq Rule 5640). Further, we must have an Audit Committee that satisfies Nasdaq Rule 5605(c)(3), which addresses Audit Committee responsibilities and authority, and must ensure that our Audit Committee consists of members who meet the independence requirements of Nasdaq Rule 5605(c)(2)(A)(ii) (including that, subject to phase-in accommodations, the Audit Committee has at least three members and that all Audit Committee members meet the independence requirements for Audit Committee service).

Other than as discussed above, we intend to comply with the rules generally applicable to U.S. domestic companies listed on Nasdaq. We may in the future, however, decide to use other foreign private issuer exemptions with respect to some or all of the other Nasdaq rules. Following our home country governance practices may provide less protection than is accorded to investors under Nasdaq rules applicable to domestic issuers.

We intend to take all actions necessary for us to maintain compliance as a foreign private issuer under the applicable corporate governance requirements of the Sarbanes-Oxley Act, the rules adopted by the SEC and Nasdaq corporate governance rules and listing standards.

Because we are a foreign private issuer, our directors and senior management are not subject to short-swing profit restrictions under Section 16(b) of the Exchange Act. They will, however, be subject to the obligations to report changes in share ownership under Section 16(a) and Section 13 of the Exchange Act and related SEC rules.

Controlled Company Status

As of the date of this reoffer prospectus, the Kingsway Holders beneficially own approximately 60% of our outstanding ordinary shares. As a result, we are a "controlled company" within the meaning of Nasdaq corporate governance rules. Under these rules, a listed company of which a majority of the voting power is held by an individual, group or another company is a "controlled company" and may elect not to comply with certain corporate governance requirements, including that (i) a majority of our board of directors consist of independent directors, as defined under Nasdaq listing rules, (ii) a majority of the independent directors select or recommend director nominees or a nominations committee comprised solely of independent directors, (iii) the compensation committee be responsible for determining or recommending the remuneration of executive officers and (iv) we have a compensation committee

that consists entirely of independent directors. We do not currently intend to take advantage of the foregoing exemptions. However, if we decide to take advantage of one or more of the foregoing exemptions, our shareholders may not have the same protections afforded to shareholders of companies that are subject to all of these corporate governance requirements. In the event that we cease to be a "controlled company" and our Ordinary Shares continue to be listed on Nasdaq, we will continue to rely on the exemptions afforded to foreign private issuers described above. In the event that we cease to be a "controlled company" and no longer qualify as a foreign private issuer, we will be required to comply with these provisions within the applicable transition periods. See "*Risk Factors—Risks Related to Being a Public Company—As a 'controlled company' within the meaning of the rules of Nasdaq, we will qualify for certain exemptions from Nasdaq corporate governance requirements*" included in the portions of the F-1 Prospectus incorporated by reference herein.

About This Offering

This reoffer prospectus relates to the public offering, which is not being underwritten, by the Selling Shareholders listed in this reoffer prospectus, of up to 655,368 of our ordinary shares, issued to the Selling Shareholders pursuant to awards granted to the Selling Shareholders under the Plans. Upon the issuance of the ordinary shares issuable upon exercise of awards granted to the Selling Shareholders under the Plans, the Selling Shareholders may from time to time sell, transfer or otherwise dispose of any or all of the ordinary shares covered by this reoffer prospectus through underwriters or dealers, directly to purchasers (or a single purchaser) or through broker-dealers or agents. We will receive none of the proceeds from the sale of the ordinary shares by the Selling Shareholders. We will bear all expenses of registration incurred in connection with this offering, but all selling and other expenses incurred by the Selling Shareholders will be borne by them.

Summary of Risk Factors

Investing in our securities entails a high degree of risk as more fully described under "*Risk Factors*," and the risk factors contained in the other documents that are filed after the date hereof and incorporated by reference in this reoffer prospectus or contained in any applicable supplement. You should carefully consider such risks before deciding to invest in our securities.

RISK FACTORS

Before making an investment decision, you should carefully consider the risks described under "*Risk Factors*" included in the portions of the F-1 Prospectus incorporated by reference herein, and the risk factors contained in the other documents that are filed after the date hereof and incorporated by reference in this reoffer prospectus or contained in any applicable supplement. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations. Our business, financial condition or results of operations could be materially and adversely affected by any of these risks. The trading price and value of our ordinary shares could decline due to any of these risks, and you may lose all or part of your investment. This reoffer prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this reoffer prospectus.

USE OF PROCEEDS

All of the ordinary shares offered by the Selling Shareholders pursuant to this reoffer prospectus will be sold by the Selling Shareholders for their own respective accounts. We will not receive any of the proceeds from these sales.

Certain of the ordinary shares covered by this reoffer prospectus are issuable upon exercise of awards granted under the Plans that are subject to the payment of an exercise price. Accordingly, if a Selling Shareholder exercises all or any portion of its awards subject to the payment of an exercise price, we will receive the aggregate exercise price paid by such Selling Shareholder in connection with any such award exercise. We expect to use those proceeds, if any, for general corporate purposes including, but not limited to, working capital. We will have broad discretion over the use of any proceeds from the payment of an exercise price in connection with any award exercise.

DIVIDEND POLICY

The Company intends to initiate an annual cash dividend policy. For the 2027 fiscal year, the Company's Board has approved a cash dividend of US$0.28 per share, to be paid in quarterly installments commencing with the reporting of the Company's results for the first quarter of 2027. Following the introduction of the dividend, the Company expects to maintain a progressive dividend policy, with potential future dividend growth supported by earnings expansion, free cash flow generation and the Company's financial position.

CAPITALIZATION

The following table sets forth our capitalization as of September 30, 2026.

The information in this table should be read in conjunction with the financial statements and notes thereto and other financial information included or incorporated by reference in this reoffer prospectus and any prospectus supplement and the information under "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" included in the portions of the F-1 Prospectus incorporated by reference herein. Our historical results do not necessarily indicate our expected results for any future periods.

	As of September 30, 2026
	(in $ thousands)
Cash and cash equivalents	38,944
Indebtedness	
Other interest-bearing loans and borrowings (non-current)	303,622
Other interest-bearing loans and borrowings (current)	82,496
Derivative financial instruments (current)	401
Lease liabilities (non-current)	13,728
Lease liabilities (current)	3,895
Payables relating to acquisitions (current)	1,760
Total indebtedness[(1)]	405,902
Shareholders' equity	
Share capital	16
Share premium	1,017,725
Merger reserve	(1,100,361)
Other reserves	
Cash flow hedge reserve	—
Translation reserve	6,389
Other reserve	44,702
Retained earnings	229,137
Total shareholders' equity	197,608
Total capitalization[(2)]	**603,510**

(1) Total indebtedness reflects outstanding secured bank loans, derivative financial instruments, lease liabilities, and payables relating to acquisitions. Provisions, deferred tax liabilities, other liabilities, trade and other payables and current income tax payables are not included.

(2) Total capitalization consists of total indebtedness plus total shareholders' equity. Following September 30, 2026, the Company issued senior unsecured notes due 2031 in an aggregate principal amount of $425 million. As of the date of this reoffer prospectus, there have been no other material changes in our capitalization from that set forth in the table above.

SELLING SHAREHOLDERS

This reoffer prospectus relates to the offer and sale, from time to time, by the Selling Shareholders named herein, or their permitted transferees, of up to 655,368 of our ordinary shares, par value $0.0001 per share, issued to the Selling Shareholders pursuant to awards granted to the Selling Shareholders under the Plans.

The following table sets forth the names of the Selling Shareholders, the number of ordinary shares owned by each of them as of the date of this reoffer prospectus, the maximum number of ordinary shares that they may offer pursuant to this reoffer prospectus, and the number and percentage of ordinary shares to be beneficially owned by each Selling Shareholder assuming all of the ordinary shares which may be offered by such Selling Shareholder pursuant to this reoffer prospectus are sold.

We cannot advise you as to whether the Selling Shareholders will in fact sell any or all of their ordinary shares. The Selling Shareholders may offer all or part of the ordinary shares for resale from time to time through public or private transactions, at fixed prices, prevailing market prices at the time of sale, prices related to the prevailing market prices, varying prices determined at the time of sale or negotiated prices. Because the Selling Shareholders may offer all, some or none of their securities, no definitive estimate as to the number of ordinary shares that will be held by the Selling Shareholders after an offering can be provided. The Selling Shareholders may sell any, all or none of the shares offered by this reoffer prospectus. See "*Plan of Distribution.*" We will not receive any of the proceeds from the sale of the ordinary shares sold by the Selling Shareholders.

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security. Therefore, beneficial ownership of the ordinary shares by each Selling Shareholder includes ordinary shares underlying the awards held by such Selling Shareholder that are currently exercisable or convertible or exercisable or convertible within sixty (60) days.

Unless otherwise indicated, we believe that all persons named in the table below have sole voting and investment power with respect to ordinary shares beneficially owned by them.

Except as described in the footnotes to the table below, none of the Selling Shareholders has held any position or office or has had any other material relationship with us or any of our affiliates within the past three years other than as a result of his or her ownership of shares of equity securities. This information is based upon information provided by the Selling Shareholders. Selling Shareholder information for each additional Selling Shareholder, if any, will be set forth in a prospectus supplement to the extent required prior to the time of any offer or sale of such Selling Shareholder's ordinary shares pursuant to this reoffer prospectus. Any prospectus supplement may add, update, substitute, or change the information contained in this reoffer prospectus, including the identity of each Selling Shareholder and the number of ordinary shares registered on its behalf. Unless otherwise noted below, each Selling Shareholder's address is: c/o AIR Global PLC, Festival Office Tower, Dubai Festival City, 7th Floor, Dubai, United Arab Emirates.

	Ordinary Shares				
Name of Selling Shareholder	**Shares Owned Before the Offering[1]**	**Shares Owned Before the Offering (%)[2]**	**Shares to be Sold[3]**	**Shares Owned After the Offering**	**Shares Owned After the Offering (%)[4]**
Stuart Damon Brazier[5]	930,377	*	372,300	731,494	*
Bassem Lotfy[6]	209,115	*	108,782	150,476	*
Ronan Barry[7]	256,751	*	84,414	222,694	*
Shane George[8]	95,658	*	89,872	37,191	*

* Less than one percent (1%)

(1) The number of ordinary shares listed for each Selling Shareholder is based on the ordinary shares held by such Selling Shareholder as of the date of this reoffer prospectus, but assumes the exercise of all awards held by such Selling Shareholder and are currently exercisable or exercisable within 60 days of the date of this reoffer prospectus. It excludes ordinary shares issuable under awards held by such Selling Shareholder that are not currently exercisable or exercisable within 60 days of the date hereof but are included as part of the Offering.

(2) In calculating the percentages, (a) the numerator is calculated by adding the number of ordinary shares held by such Selling Shareholders as of the date of this reoffer prospectus and the number of ordinary shares issuable upon the exercise of options held by such Selling Shareholder and are currently exercisable or exercisable within 60 days of the date of this reoffer prospectus, if any; and (b) the denominator is calculated by adding the aggregate number of ordinary shares outstanding as of the date of this reoffer prospectus and the number of ordinary shares issuable upon the exercise of options held by such Selling Shareholder and are currently exercisable or exercisable within 60 days of the date of this reoffer prospectus, if any (but not the number of ordinary shares issuable upon the exercise of options held by any other Selling Shareholder).

(3) Represents ordinary shares issued or issuable to such Selling Shareholder pursuant to awards granted under the Plans and registered on the Registration Statement of which this reoffer prospectus forms a part.

(4) In calculating the percentages, (a) the numerator is based on the number of ordinary shares included under the column "Shares Owned After the Offering," and (b) the denominator is calculated by adding the aggregate number of ordinary shares outstanding as of the date of this reoffer prospectus and the number of ordinary shares issuable upon the exercise of options held by such Selling Shareholder and are currently exercisable or exercisable within 60 days of the date of this reoffer prospectus, if any (but not the number of ordinary shares issuable upon the exercise of options held by any other Selling Shareholder).

(5) Includes 34,547 AIR Earnout Shares that are subject to AIR Earnout Conditions. Also includes 198,883 ordinary shares underlying awards pursuant to the Company's incentive and compensation arrangements, which shares vest in accordance with the terms of the underlying awards. Stuart Damon Brazier serves as Chief Executive Officer and a member of the board of directors at the Company.

(6) Includes 6,951 AIR Earnout Shares that are subject to AIR Earnout Conditions. Also includes 58,639 ordinary shares underlying awards pursuant to the Company's incentive and compensation arrangements, which shares vest in accordance with the terms of the underlying awards. Bassem Lotfy serves as Chief Financial Officer at the Company.

(7) Includes 10,604 AIR Earnout Shares that are subject to AIR Earnout Conditions. Also includes 34,057 ordinary shares underlying awards pursuant to the Company's incentive and compensation arrangements, which shares vest in accordance with the terms of the underlying awards. Ronan Barry serves as Chief Legal and Corporate Affairs Officer at the Company.

(8) Includes 1,771 AIR Earnout Shares that are subject to AIR Earnout Conditions. Also includes 58,467 ordinary shares underlying awards pursuant to the Company's incentive and compensation arrangements, which shares vest in accordance with the terms of the underlying awards. Shane George serves as Chief People Officer and SVP Europe and IT at the Company.

PLAN OF DISTRIBUTION

We are registering the ordinary shares covered by this reoffer prospectus to permit the Selling Shareholders to conduct public secondary trading of the ordinary shares from time to time after the date of this reoffer prospectus. As used herein, references to "Selling Shareholders" includes donees, pledgees, transferees, distributees or other successors-in-interest selling ordinary shares of the Company received after the date of this reoffer prospectus from a Selling Shareholder as a gift, pledge, partnership distribution or other transfer.

We will not receive any of the proceeds from the sale of the ordinary shares offered by this reoffer prospectus. The aggregate proceeds to the Selling Shareholders from the sale of the ordinary shares will be the purchase price of the ordinary shares less any discounts and commissions. We will not pay any brokers' or underwriters' discounts and commissions in connection with the registration and sale of the ordinary shares covered by this reoffer prospectus. The Selling Shareholders will pay any underwriting discounts and commissions and expenses incurred by them for brokerage, accounting, tax or legal services or any other expenses incurred by them in disposing of the ordinary shares. We will bear the costs, fees and expenses incurred in effecting the registration of the ordinary shares covered by this reoffer prospectus, including all registration and filing fees and fees and expenses of our counsel and our independent registered public accounting firm. The Selling Shareholders reserve the right to accept and, together with their respective agents, to reject, any proposed purchases of the ordinary shares to be made directly or through agents.

The ordinary shares offered by this reoffer prospectus may be sold from time to time to purchasers:

- directly by the Selling Shareholders;
- through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, commissions or agent's commissions from the Selling Shareholders or the purchasers of the ordinary shares; or
- through a combination of any of these methods of sale.

Any underwriters, broker-dealers or agents who participate in the sale or distribution of the ordinary shares may be deemed to be "underwriters" within the meaning of the Securities Act. As a result, any discounts, commissions or concessions received by any such broker-dealer or agents who are deemed to be underwriters will be deemed to be underwriting discounts and commissions under the Securities Act. Underwriters are subject to the prospectus delivery requirements of the Securities Act and may be subject to certain statutory liabilities under the Securities Act and the Exchange Act. The Selling Shareholders may agree to indemnify any broker, dealer or agent that participates in transactions involving sales of the ordinary shares against certain liabilities in connection with the offering of the shares arising under the Securities Act. We will make copies of this reoffer prospectus available to the Selling Shareholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. To our knowledge, there are currently no plans, arrangements or understandings between the Selling Shareholders and any underwriter, broker-dealer or agent regarding the sale of the ordinary shares by the Selling Shareholders.

The ordinary shares may be sold in one or more transactions at:

- fixed prices;
- prevailing market prices at the time of sale;
- prices related to such prevailing market prices;
- varying prices determined at the time of sale; or
- negotiated prices.

These sales may be effected in one or more transactions:

- on any national securities exchange or quotation service on which the ordinary shares may be listed or quoted at the time of sale, including Nasdaq;
- in the over-the-counter market;
- in transactions otherwise than on such exchanges or services or in the over-the-counter market;

- through trading plans entered into by the Selling Shareholders pursuant to Rule 10b5-1 under the Exchange Act that are in place at the time of an offering pursuant to this reoffer prospectus and any applicable prospectus supplement hereto that provide for periodic sales of their securities on the basis of parameters described in such trading plans;
- any other method permitted by applicable law; or
- through any combination of the foregoing.

These transactions may include block transactions or crosses. Crosses are transactions in which the same broker acts as an agent on both sides of the trade.

At the time a particular offering of the ordinary shares is made, a prospectus supplement, if required, will be distributed, which will set forth the name of the Selling Shareholders, the aggregate amount of ordinary shares being offered and the terms of the offering, including, to the extent required, (1) the name or names of any underwriters, broker-dealers or agents, (2) any discounts, commissions and other terms constituting compensation from the Selling Shareholders, and (3) any discounts, commissions or concessions allowed or reallowed to be paid to broker-dealers.

The Selling Shareholders also may transfer the securities in other circumstances, in which case the transferees, pledgees or other successors-in-interest will be the selling beneficial owners for purposes of this reoffer prospectus. Upon being notified by a Selling Shareholder that a donee, pledgee, transferee, other successor-in-interest intends to sell our ordinary shares, we will, to the extent required, promptly file a supplement to this reoffer prospectus to name specifically such person as a Selling Shareholder.

The Selling Shareholders will act independently of us in making decisions with respect to the timing, manner, and size of each resale or other transfer. There can be no assurance that the Selling Shareholders will sell any or all the ordinary shares under this reoffer prospectus. Further, we cannot assure you that the Selling Shareholders will not transfer, distribute, devise or gift the ordinary shares by other means not described in this reoffer prospectus. In addition, any ordinary shares covered by this reoffer prospectus that qualify for sale under Rule 144 of the Securities Act may be sold under Rule 144 rather than under this reoffer prospectus. The ordinary shares may be sold in some states only through registered or licensed brokers or dealers. In addition, in some states the ordinary shares may not be sold unless they have been registered or qualified for sale or an exemption from registration or qualification is available and complied with.

The Selling Shareholders and any other person participating in the sale of the ordinary shares will be subject to the Exchange Act. The Exchange Act rules include, without limitation, Regulation M, which may limit the timing of purchases and sales of any of the ordinary shares by the Selling Shareholders and any other person. In addition, Regulation M may restrict the ability of any person engaged in the distribution of the ordinary shares to engage in market-making activities with respect to the particular securities being distributed. This may affect the marketability of the ordinary shares and the ability of any person or entity to engage in market-making activities with respect to the ordinary shares.

Once sold under the registration statement of which this reoffer prospectus forms a part, the ordinary shares covered by this reoffer prospectus will be freely tradable in the hands of persons other than our affiliates.

ENFORCEABILITY OF CIVIL LIABILITIES UNDER U.S. SECURITIES LAWS

AIR Global PLC is incorporated and existing under the laws of Jersey. Certain individuals, who may be directors and executive officers of AIR Global PLC, and certain experts named in this reoffer prospectus reside outside of the United States. All or a substantial portion of the assets of such individuals and of AIR Global PLC may be located outside of the United States. As a result, it may not be possible to effect service of process within the United States upon such individuals or AIR Global PLC, or to enforce against such individuals or AIR Global PLC in United States courts judgments obtained in such courts predicated upon the civil liability provisions of the federal securities laws of the United States. We have been advised by counsel that there is doubt as to the enforceability in Jersey, in original actions or in actions for the enforcement of judgments of U.S. courts, of liabilities predicated solely upon the securities laws of the U.S. or enforcement of claims for punitive damages.

EXPERTS

The financial statements of AIR Limited as of December 31, 2025 and 2024 and for the years then ended included in this reoffer prospectus have been so included in reliance on the report of PricewaterhouseCoopers Limited Partnership Dubai Branch, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting. The registered address of PricewaterhouseCoopers Limited Partnership Dubai Branch is Emaar Square Building 5, P.O. Box 11987, Dubai, United Arab Emirates.

The financial statements of AIR Holdings Limited as of December 31, 2025 and for the period from October 28, 2025 (inception) to December 31, 2025 included in this reoffer prospectus have been so included in reliance on the report (which contains an explanatory paragraph relating to AIR Holdings Limited's ability to continue as a going concern as described in Note 1.2 to the financial statements) of PricewaterhouseCoopers Limited Partnership Dubai Branch, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting. The registered address of PricewaterhouseCoopers Limited Partnership Dubai Branch is Emaar Square Building 5, P.O. Box 11987, Dubai, United Arab Emirates.

Certain statistical data and other information included in this reoffer prospectus, including all information set forth under the section titled "Industry," and certain information set forth under the section titled "*Business*," has been derived from and included herein in reliance upon a research report titled "*Market Assessment Report – AIR*" prepared by Arthur D. Little, an independent provider of research and analysis, commissioned by AIR, and issued as of December 2025, upon the authority of said firm as experts with respect to the matters covered by its report. Arthur D. Little does not have any interest in our securities.

LEGAL MATTERS

Walkers (Jersey) LLP, as Jersey counsel to the Company, has passed upon the validity of the Ordinary Shares offered by this reoffer prospectus under Jersey law. We are being represented by Latham & Watkins LLP with respect to certain legal matters as to United States federal securities law.

WHERE YOU CAN FIND MORE INFORMATION

This reoffer prospectus is part of a registration statement on Form S-8, which we have filed with the SEC under the Securities Act, and does not contain all of the information set forth in the registration statement and the exhibits and schedules to the registration statement. The registration statement, including the exhibits and schedules thereto, contains additional relevant information about us and our shares. The rules and regulations of the SEC allow us to omit from this reoffer prospectus certain information included in the registration statement. For further information about us and the securities offered by this reoffer prospectus, you should refer to the registration statement and the exhibits and schedules filed with the registration statement. With respect to the statements contained in this reoffer prospectus regarding the contents of any agreement or any other document, in each instance, the statement is qualified in all respects by the complete text of the agreement or document, a copy of which has been filed as an exhibit to the registration statement.

We are subject to the periodic reporting and other information requirements of the Exchange Act as applicable to a "foreign private issuer," and we will file annual reports and other information from time to time with the SEC in accordance with such requirements. Our SEC filings will be available to the public on the internet at a website maintained by the SEC located at *www.sec.gov*.

We also maintain an Internet website at https://ir.air.global/. Through our website, we will make available, free of charge, the following documents as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC: our Annual Reports on Form 20-F; our reports on Form 6-K; amendments to these documents; and other information as may be required by the SEC. The information contained on, or that may be accessed through, our website is not part of, and is not incorporated into, this reoffer prospectus.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to incorporate by reference much of the information that we file with the SEC, which means that we can disclose important information to you by referring you to those publicly available documents. The information that we incorporate by reference in this reoffer prospectus is considered to be part of this reoffer prospectus. Because we are incorporating by reference future filings with the SEC, this reoffer prospectus is continually updated and those future filings may modify or supersede some of the information included or incorporated by reference in this reoffer prospectus. This means that you must look at all of the SEC filings that we incorporate by reference to determine if any of the statements in this reoffer prospectus or in any document previously incorporated by reference have been modified or superseded.

This reoffer prospectus incorporates by reference the following documents previously filed with the SEC:

(1) the following portions of the F-1 Prospectus:

i. cover page;

ii. the entirety of the sections entitled "About this Prospectus," "Frequently Used Terms" and "Important Information About IFRS and Non-IFRS Financial Measures";

iii. the entirety of the sections entitled "Trademarks and Trade Names," "Industry and Market Data," "Cautionary Note Regarding Forward-Looking Statements," "Prospectus Summary," "Risk Factors," "Dividend Policy," "Capitalization," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Business," "Industry," "Management," "Description of Share Capital and Articles of Association," "Certain Relationships and Related Party Transactions," "Principal Shareholders" and "Taxation";

iv. the entirety of the section entitled "Experts";

v. the entirety of the section entitled "Enforcement of Civil Liabilities";

vi. the entirety of the section entitled "Where You Can Find More Information"; and

vii. the entirety of the sections entitled "Audited Consolidated Financial Statements of AIR Limited," "Audited Financial Statements of AIR Global PLC" and "Unaudited Interim Condensed Consolidated Financial Statements of AIR Global PLC."

(2) our Reports on Form 6-K, filed with the SEC on September 11, 2026, September 21, 2026, September 23, 2026, October 1, 2026, October 15, 2026, November 5, 2026 and November 12, 2026; and

(3) the description of our ordinary shares contained in our Registration Statement on Form 8-A, filed with the SEC on May 15, 2026, and any amendments or reports filed for the purposes of updating such description.

In addition, all documents we file pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this reoffer prospectus and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this reoffer prospectus and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this reoffer prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this reoffer prospectus to the extent that a statement contained in any subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this reoffer prospectus.

Under no circumstances shall any information furnished under Form 6-K be deemed incorporated herein by reference unless such Form 6-K expressly provides to the contrary.

Copies of all documents incorporated by reference in this reoffer prospectus, other than exhibits to those documents unless such exhibits are specifically incorporated by reference in this reoffer prospectus, will be provided at no cost to each person, including any beneficial owner, who receives a copy of this reoffer prospectus on the written or oral request of that person made to:

AIR GLOBAL PLC
Festival Office Tower Dubai Festival City
7th Floor Dubai
United Arab Emirates
Attn: Investor Relations
Tel: +971 4 292 3000

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Company with the SEC are incorporated by reference into this registration statement:

(1) the following portions of the Registrant's prospectus dated September 4, 2026 (the "Form 10 Information"), filed with the SEC pursuant to Rule 424(b) under the Securities Act, on September 4, 2026, relating to the registration statement on Form F-1 (File No. 333-298609), which contains audited financial statements relevant to the Registrant in respect of the latest fiscal year for which such statements have been filed:

i. cover page;

ii. the entirety of the sections entitled "About this Prospectus," "Frequently Used Terms" and "Important Information About IFRS and Non-IFRS Financial Measures";

iii. the entirety of the sections entitled "Trademarks and Trade Names," "Industry and Market Data," "Cautionary Note Regarding Forward-Looking Statements," "Prospectus Summary," "Risk Factors," "Dividend Policy," "Capitalization," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Business," "Industry," "Management," "Description of Share Capital and Articles of Association," "Certain Relationships and Related Party Transactions," "Principal Shareholders" and "Taxation";

iv. the entirety of the section entitled "Experts";

v. the entirety of the section entitled "Enforcement of Civil Liabilities";

vi. the entirety of the section entitled "Where You Can Find More Information"; and

vii. the entirety of the sections entitled "Audited Consolidated Financial Statements of AIR Limited," "Audited Financial Statements of AIR Global PLC" and "Unaudited Interim Condensed Consolidated Financial Statements of AIR Global PLC."

(2) The Registrant's Reports on Form 6-K, filed with the SEC on September 11, 2026, September 21, 2026, September 23, 2026, October 1, 2026, October 15, 2026, November 5, 2026 and November 12, 2026; and

(3) The description of the Registrant's Ordinary Shares contained in the Registrant's Registration Statement on Form 8-A, filed with the SEC on May 15, 2026, and any amendments or reports filed for the purposes of updating such description.

In addition, all documents we file pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in any subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances shall any information furnished under Form 6-K be deemed incorporated herein by reference unless such Form 6-K expressly provides to the contrary.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Our Articles of Association provide that we shall indemnify every director (including any alternate director), secretary, assistant secretary or other officer and their personal representatives (other than any person engaged by us as auditor) out of our assets and funds against any liability incurred by him or her, other than by reason of such person's own dishonesty, willful default or fraud, in or about the conduct of the Company's business or affairs (including as a result of mistake or judgment) or in the execution or discharge of their duties, powers or authorities. The extent of such indemnities shall be limited in accordance with the provisions of the Companies (Jersey) Law 1991, as amended ("Jersey Companies Law").

Generally, the Jersey Companies Law permits a company, subject to any contrary provision in its articles, to indemnify a person against expenses, including legal fees, and against judgments, fines and amounts paid in settlement, in each case reasonably incurred in connection with civil, criminal, administrative or investigative proceedings, if the person is or was or threatened to be made, a party to such proceedings by reason of being an officer of the company or by reason of serving, at the company's request, as an officer of, or in any other capacity for, another body corporate or a partnership, joint venture, trust or other enterprise. Such indemnity is available only if the person acted honestly and in good faith and in what the person believed to be the best interests of the company and, in the case of criminal proceedings, had no reasonable cause to believe that the person's conduct was unlawful. For purposes of the relevant provisions of the Jersey Companies Law, "officer," in relation to a company includes its secretary, and "proceedings" includes civil, criminal, administrative or investigative proceedings.

We have entered into indemnification agreements with each of our directors and officers. These indemnification agreements may require us, among other things, to indemnify our directors and officers for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or officer in any action or proceeding arising out of his or her service as one of our directors or officers, or any of our subsidiaries or any other company or enterprise to which the person provides services at our request.

Jersey Companies Law permits us to purchase and maintain insurance in relation to a person who is or was an officer of the company or who, at our request, is or was serving as an officer of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise, against any liability asserted against and incurred by such person in that capacity. We maintain directors and officers insurance coverage, which, subject to policy terms and limitations, is expected to include coverage to reimburse us for amounts that we may be required or permitted by law to pay our directors or officers.

We maintain a general liability insurance policy that covers certain liabilities of our directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers.

ITEM 8. EXHIBITS

The following exhibits are included or incorporated by reference in this registration statement on Form S-8:

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	Memorandum and Articles of Association of AIR Global PLC.	6-K	001-43297	3.1	August 26, 2026
4.2	Specimen Ordinary Shares Certificate	F-4	333-294714	4.1	March 27, 2026
5.1	Opinion of Walkers (Jersey) LLP as to validity of Ordinary Shares.	S-8	333-299909	5.1	November 6, 2026
23.1*	Consent of PricewaterhouseCoopers Limited Partnership Dubai Branch (with respect to AIR Global PLC (f/k/a AIR Holdings Limited)).				
23.2*	Consent of PricewaterhouseCoopers Limited Partnership Dubai Branch (with respect to AIR Limited).				
23.3	Consent of Arthur D. Little	S-8	333-299909	23.3	November 6, 2026
23.4	Consent of Walkers (Jersey) LLP (included in Exhibit 5.1).	S-8	333-299909	23.4	November 6, 2026
99.1	AIR Global PLC 2026 Incentive Award Plan	20-F	001-43297	4.10	May 21, 2026
99.2	AIR Limited 2021 Employee Share Plan	S-8	333-299909	99.2	November 6, 2026
99.3	AIR Limited 2024 Management Incentive Plan	S-8	333-299909	99.3	November 6, 2026

(*) Filed herewith

ITEM 9. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement,

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if this registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant.

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Dubai, United Arab Emirates on November 23, 2026.

AIR GLOBAL PLC
By: /s/ Stuart Brazier
Name: Stuart Brazier
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ Stuart Brazier Stuart Brazier	Chief Executive Officer (Principal Executive Officer)	November 23, 2026.
/s/ Bassem Lotfy Bassem Lotfy	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 23, 2026.
/s/ Tamir Saeed Tamir Saeed	Director (Chairman)	November 23, 2026.
/s/ Manuel Stotz Manuel Stotz	Director	November 23, 2026.
/s/ Faisal Bari Faisal Bari	Director	November 23, 2026.
/s/ Ian Fearon Ian Fearon	Director	November 23, 2026.
/s/ Husam Manna Husam Manna	Director	November 23, 2026.
/s/ Reinhard Mieck Reinhard Mieck	Director	November 23, 2026.

AUTHORIZED REPRESENTATIVE

Pursuant to the requirement of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of America, has signed this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 in the City of New York, State of New York, on November 23, 2026.

COGENCY GLOBAL INC.

By: /s/ Colleen De Vries
Name: Colleen De Vries
Title: Sr. Vice President on behalf of Cogency Global Inc.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Amendment No. 1 to the Registration Statement on Form S-8 of AIR Global PLC of our report dated March 27, 2026 relating to the financial statements of AIR Global PLC (formerly "AIR Holdings Limited"), which appears in AIR Global PLC's Registration Statement on Form F-1 (File No. 333-298609). We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers Limited Partnership Dubai Branch
Dubai, United Arab Emirates
November 23, 2026

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Amendment No. 1 to the Registration Statement on Form S-8 of AIR Global PLC of our report dated March 27, 2026 relating to the financial statements of AIR Limited, which appears in AIR Global PLC's Registration Statement on Form F-1 (File No. 333-298609). We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers Limited Partnership Dubai Branch
Dubai, United Arab Emirates
November 23, 2026