Exh 10.2  
AMENDMENT NO. 1 TO PURCHASE AGREEMENT  
 This AMENDMENT NO. 1 TO PURCHASE AGREEMENT (this “Amendment”), dated as of February 7, 2024, is made and entered into by and between Marpai, Inc., a New York corporation (“Marpai”) and AXA S.A., a French société anonyme (“AXA”). Xxxxxx and AXA are sometimes individually referred to herein as a “Party” and collectively as the “Parties.” Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Purchase Agreement (defined below).  
 R E C I T A L S  
 WHEREAS, Marpai and AXA are parties to that certain Purchase Agreement dated August 4, 2022 (the “Purchase Agreement”) whereby, among other things, (i) the Equity Sellers sold 100% of the issued and outstanding Units of Maestro Health, LLC, a Delaware limited liability company (“Maestro”) to Marpai for $100.00 in cash and (ii) AXA irrevocably transferred and assigned to Marpai all of AXA’s rights and obligations with respect to receiving payments under that certain Term Loan Agreement, dated May 11, 2022, by and between AXA and Maestro in the principal amount of $59,900,000 (the “AXA Note”);  
 WHEREAS, on the Closing Date, Marpai paid $100 to the Equity Sellers in full satisfaction of its obligations to such Equity Sellers, and all remaining payment obligations under the Purchase Agreement are owed to AXA;