

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 23, 2023

TINGO GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction  
of Incorporation)

001-35850

(Commission File Number)

27-0016420

(IRS Employer  
Identification No.)

28 West Grand Avenue, Suite 3,  
Montvale, New Jersey

(Address of Principal Executive Offices)

07645

(Zip Code)

Registrant's telephone number, including area code: (201) 225-0190

MICT, INC.

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	MICT	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws**

On February 23, 2023, (the "Company") filed an amendment to its certificate of incorporation, as amended, with the Secretary of State of Delaware to change its corporate name from "MICT, Inc." to "Tingo Group, Inc." (the "Name Change Amendment"). The Name Change was effective as of February 27, 2023. Also effective February 27, 2023 the Company changed its trading symbol on the Nasdaq Capital Market from "MICT" to "TIO" (the "Symbol Change"). The Name Change Amendment is filed as Exhibit 3.1 to this Current Report.

**Item 8.01 Other Items**

On February 24, 2023, the Company issued a press release regarding the Name Change Amendment and the Symbol Change. A copy of such press release is filed as Exhibit 99.1 to this Current Report.

**Item 9.01. Financial Statements and Exhibits.**

Set forth below is a list of Exhibits included as part of this Current Report.

Exhibit No.	Description
3.1	<a href="#">Certificate of Amendment to the Company's Certificate of Incorporation</a>
99.1	<a href="#">Press release, dated as of February 24, 2023.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 1, 2023

**TINGO GROUP, INC.**

By: /s/ Darren Mercer

Name: Darren Mercer

Title: Chief Executive Officer

# Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MICT, INC.", CHANGING ITS NAME FROM "MICT, INC." TO "TINGO GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2023, AT 6:41 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2023 AT 8 O`CLOCK A.M.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

3487399 8100  
SR# 20230671106

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 20277744  
Date: 02-23-2

**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
MICT, INC.**

MICT, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The name of the Corporation is MICT, Inc.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article FIRST the following new Article FIRST:

The name of the corporation is Tingo Group, Inc. (the "Corporation").

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. This Certificate of Amendment shall be effective as of 8:00 a.m. Delaware time on February 27, 2023.

Signed on February 23, 2023

/s/ Darren Mercer  
Name: Darren Mercer  
Title: Chief Executive Officer



## MICT Announces Rebranding and Name Change to Tingo Group, Inc.

*Stock Symbol to Change to NASDAQ: TIO*

*New Identity Reflects Company's Focus on Leveraging the Tingo Brand and the Rapid Expansion of the Group's Consolidated Fintech and Agri-Fintech Businesses*

**MONTVALE, NJ – February 24, 2023** – MICT, Inc. (NASDAQ: MICT) (“MICT” or the “Company”) announced today that it is changing its name to Tingo Group, Inc. effective prior to the market open on Monday, February 27, 2023. The ticker symbol “MICT” will change to “TIO” and the stock will continue to trade on the Nasdaq Capital Market.

In conjunction with the change of name and ticker, the Company will launch a new Investor Relations website in the coming days, at [tingogroup.com](http://tingogroup.com), which will be complemented by a corporate website in the near future.

**Darren Mercer, Chief Executive Officer of MICT, commented:** “The Tingo brand is extremely important to the business, not only as Africa’s leading agri-fintech solution, but also as a Pan-Africa fintech partner to Visa, through TingoPay, and in connection with the recently launched businesses of Tingo Foods and the Tingo DMCC commodities platform and export business. The Company’s change of name reflects this and also provides improved clarity to our external stakeholders, including current and prospective partners, customers, and investors.

“The Company is in the process of pivoting its insurance and financial services businesses to compliment the Tingo brand and leverage Tingo’s fast growing customer base through the addition of new products with significant new income streams. Taking this into account, together with the expected considerable growth in consolidated group revenues and profitability in 2023 and beyond, we believe it is important to unify the Company through a single corporate identity reflected through a single global brand.”

### About MICT

MICT Inc., (NASDAQ: MICT), which is to change its name to Tingo Group, Inc. (NASDAQ: TIO) effective February 27, 2023, is a global Fintech and Agri-Fintech group of companies with operations in Africa, Southeast Asia and the Middle East. MICT’s wholly owned subsidiary, Tingo Mobile, is the leading Agri-Fintech company operating in Africa, with a comprehensive portfolio of innovative products, including a ‘device as a service’ smartphone and pre-loaded platform product. As part of its globalization strategy, Tingo Mobile has recently begun to expand internationally and entered into trade partnerships that are contracted to increase the number of subscribed farmers from 9.3 million in 2022 to more than 32 million, providing them with access to services including, among others, the Nwassa ‘seed-to-sale’ marketplace platform, insurance, micro-finance, and mobile phone and data top-up. MICT’s other Tingo business verticals include: TingoPay, a SuperApp in partnership with Visa that offers a wide range of B2C and B2B services including payment services, an e-wallet, foreign exchange and merchant services; Tingo Foods, a food processing business that processes raw foods into finished products such as rice, pasta and noodles; and Tingo DMCC, a commodity trading platform and agricultural commodities export business based out of the Dubai Multi Commodities Center. In addition to its Tingo business verticals, MICT also holds and operates an insurance brokerage platform business in China, with 130+ offices located in China’s cities and major towns; and Magpie Securities, a regulated finance services Fintech business operating out of Hong Kong and Singapore. For more information visit [www.mict-inc.com](http://www.mict-inc.com).



### Disclaimer

The information in this news release includes certain information and statements about management and the Board’s view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward-looking statements. Forward-looking statements in this news release include, but are not limited to, the ability of the Company to implement certain corporate actions, such as security repurchases and the implementation of a special dividend. Any number of factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although the Company believes that the expectations reflected in forward looking statements are reasonable, it can give no assurance that the expectations of any forward-looking statements will prove to be correct. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.

### Investor Relations Contact

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