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): May 15, 2023

Tingo Group, Inc.

Delaware	001-35850	27-0016420
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
	28 West Grand Avenue, Suite 3 Montvale, New Jersey 07645 (Address of principal executive offices) (Zip Coo	le)
Registra	ant's telephone number, including area code: (201	225-0190
(For	N/A mer name or former address, if changed since last	report)
Check the appropriate box below if the Form 8-K filing is	s intended to simultaneously satisfy the filing obli	gation of the registrant under any of the following provisions:
☐ 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 Rul	le 14d-2(b) under the Exchange Act (17 CFR 240.	14d-2(b))
☐ Pre-commencement communications pursuant to Rul	le 13e-4(c) under the Exchange Act (17 CFR 240.	13e-4(c))
Indicate by check mark whether the registrant is an emerg of the Securities Exchange Act of 1934 (§240.12b-2 of this continuous)		e Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-
		Emerging growth company \Box
If an emerging growth company, indicate by check mark inancial accounting standards provided pursuant to Section 13		d transition period for complying with any new or revised
Securities registered pursuant to Section 12(b) of the Act:	:	
Title of each class	Trading symbol	Name of exchange on which registered
Common Stock, par value \$0.001 per share	TIO	The NASDAQ Capital Market
tem 2.02 Results of Operations and Financial Condition.		
On May 15, 2022. Tings Crown, Inc. (MASDAO, TIO) (4	ha "Campany") issued a press release (the "Press	Release") announcing its financial results and operational

highlights for the first quarter ended March 31, 2023, and other financial information.

Item 7.01 Regulation FD Disclosure.

On May 15, 2023, the Company posted to its website a presentation (the "Presentation") containing its financial results for the three months ended March 31, 2023. The Company also held an investor conference call discussing the financial results for the three months ended March 31, 2023.

The full text of the Press Release and the Presentation are furnished as Exhibits 99.1 and 99.2 to this Current Report on Form 8-K and are incorporated herein by reference.

In accordance with the General Instruction B.2 of Form 8-K the information furnished pursuant to this Item in this Current Report on Form 8-K (including Exhibits 99.1 and 99.2) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release, dated May 15, 2023
99.2	Presentation dated May 15, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

Date: May 15, 2023 TINGO GROUP, INC.

By: /s/ Darren Mercer

Name: Darren Mercer

Title: Chief Executive Officer



Tingo Group, Inc. Reports First Quarter 2023 Financial Results

Net Revenues for the First Quarter 2023 amounted to \$851.2 Million, an increase of 8,801% Compared to Q1 2022

Operating Profit for the First Quarter Increased to \$260.7 Million

Acquisition of Tingo Foods on February 9, 2023, added \$577 Million in revenue to Further Accelerate Growth in Group Revenues and Earnings

Management to Host Conference Call Today at 8:00 a.m. Eastern Time

MONTVALE, NJ - May 15, 2023 - Tingo Group, Inc. (NASDAQ: TIO) ("Tingo" or the "Company") today announced its financial results for the quarter ended March 31, 2023.

Following the completion of the acquisition of 100% of Tingo Mobile Limited ("Tingo Mobile") on November 30, 2022, today's results are the first to present a full quarter of consolidated financial statements of Tingo and Tingo Mobile. In addition, today's results include the consolidated financials of Tingo Food's results for approximately two months from the completion of its acquisition by the Company on February 9, 2023, to March 31, 2023.

Highlights & Recent Developments

Financial Results

- Tingo Group cash and cash equivalents balance at March 31, 2023, amounted to \$780.2 million, an increase of \$279.9 million in the quarter, compared to \$500.3 million at December 31, 2022.
- Net revenues of Tingo Group for the first quarter 2023 were \$851.2 million, compared to \$9.6 million for the first quarter 2022, up 8,801%.
- Gross profit of Tingo Group for the first quarter 2023 was \$386.9 million, compared to gross profit of \$1.3 million for the first quarter 2022.
- Operating profit of Tingo Group for the first quarter 2023 was \$260.7 million, compared to a loss of \$10.0 million for the first quarter 2022.
- EBITDA¹ of Tingo Group for the first quarter 2023 was \$372.2 million, compared to a EBITDA¹ Loss of \$8.9 million for the first quarter 2022.
- EBITDA¹ per share attributable to Tingo Group for the first quarter 2023 was \$2.31 based on the weighted average shares outstanding at March 31, 2023, and \$0.71 per share on a fully diluted basis.
- Profit after tax per share attributable to Tingo Group for the first quarter 2023 was \$1.10 based on the weighted average shares outstanding at March 31, 2023, and \$0.33 per share on a fully diluted basis.
- On April 27, 2023, Tingo Group reported the Deloitte audited financial results of Tingo Foods for the approximate four-month period from its inception in September 2022 to December 31, 2022.
- Net revenues of Tingo Foods itself for the period from the date of acquisition by the Company on February 9, 2023, until March 31, 2023 (approximately two months), were \$577.2 million, as compared to \$466.2 million for the approximate four-month period from its inception in September 2022 to December 31, 2022.
- Tingo Foods operating profit for the approximate two-month period from its date of acquisition until March 31, 2023, was \$143.4 million, as compared to \$50.7 million for the approximate four-month period from its inception in September 2022 to December 31, 2022
- Tingo Mobile increased the number of customers on its Nwassa Agri Fintech platform to 12 million at March 31, 2023, from 11.4 million at December 31, 2022.
- EBITDA (Earnings Before Interest Tax Depreciation and Amortization) is considered a non-GAAP measure of financial performance). See reconciliation of EBITDA to Operating Profit in the summarized financial results below.

Operational Milestones

- Acquired 100% ownership of Tingo Foods Plc on February 9, 2023, further strengthening the Tingo Group agri ecosystem. Tingo Foods purchases agricultural produce
 from the farmer customers of Tingo Mobile and processes the produce into finished food products, which can then either be sold domestically, or supplied to Tingo
 DMCC for export.
- Tingo Foods, together with its joint venture construction partner on the new state-of-the-art \$1.6 billion food processing facility, celebrated the breaking of ground with a foundation laying ceremony attended by various representatives of local government and Nigeria's Ministry of Agriculture. Since then, significant progress has been made on the construction of the facility including the installation of infrastructure, drainage, water supply and the foundations of its numerous buildings. With construction work progressing as scheduled, the new food processing facility, to be operated exclusively by Tingo Foods, is on timetable and anticipated to open by mid-
- Tingo Foods entered into a partnership with Evtec Energy Plc, which has committed to build a \$150 million net zero carbon emission solar plant to provide a sustainable and low-cost energy source to power Tingo Foods' \$1.6 billion food processing facility.
- Tingo Mobile signed an exclusive agreement with Prime Commodity Exchange (PCX) and All Farmers Association of Nigeria (AFAN), securing considerable additional supply of produce for Tingo Foods and Tingo DMCC, as well as nationwide warehousing facilities and enhanced commodity trading opportunities.

- Soft launched a beta version of the TingoPay Super App and a digital Tingo Visa card, supported by a pan-African partnership with Visa, which once fully tested and rolled out will offer retail customers a range of payments services, an e-wallet, and a variety of value-added services. TingoPay, with Visa, will also offer a full range of merchant services to businesses, including to Tingo Mobile's farmers.
- Achieved an advanced stage on the aggregation of significant bulk volumes of agricultural produce from Tingo Mobile's farmers to facilitate Tingo DMCC's imminent completion of its first export transaction.
- Announced a corporate name change to Tingo Group, Inc., accompanied by a change of ticker symbol from "MICT" changing to "TIO".
- Engaged legal counsel and a team of expert advisors in February 2023 to investigate market manipulation and unlawful naked short selling of stock and take appropriate
 action.
- Commenced plans to address considerable disconnect between share price and financial performance, including the possible implementation of a range of measures such as a regular dividend program, a special dividend and a share buyback plan.

2

Darren Mercer, Chief Executive Officer of Tingo Group, commented, "As mentioned previously, the completion of our acquisition of 100% of Tingo Mobile on November 30, 2022, was a prodigious and transformative event for us, making us immediately profitable. We then went on to achieve another major milestone when we acquired 100% of Tingo Foods on February 9, 2023, which further strengthened our seed-to-sale eco-system and significantly increased our dominance in the agri fintech marketplace.

"With the completion of the Tingo Foods acquisition, and the consummation of the subsequent PCX and AFAN partnership, I am delighted to say that the first quarter of 2023 has exceeded all our expectations, not only in terms of financial performance, as evidenced by today's announced results, but also strategically and operationally.

"The Tingo eco-system is already reaping significant benefits from the addition of Tingo Foods, not only as Tingo Foods constitutes a considerable source of crop-offtake for Tingo Mobile's farmers, but because of its ability to process crops that don't meet retail grade and would otherwise be wasted. These factors, together with the material difference Tingo Mobile makes towards improving farmer's crop yields, enable our farmers to benefit from an increase in income and financial upliftment. At the same time Nigeria, at a national level, gains access to substantial quantities of domestically produced food that would historically have been imported at far higher prices. On the supply side, we are developing Tingo Foods on an immense scale with the aim of enabling it to satisfy a large part of the domestic food demand of Nigeria's more than 200 million population, as well as the considerable capacity of our Tingo DMMC export and commodity trading business, and the multi-billion-dollar market that it serves.

"Our recently announced partnership deal with PCX and AFAN is expected to further strengthen our eco-system, adding substantial value to three of our most important business segments, Tingo Mobile, Tingo Foods and Tingo DMCC. Through the partnership's nationwide network of warehouses, which is targeted to grow to 80,000 sites over the next two years, we have the opportunity to reduce the post-harvest losses of Tingo Mobile's farmers by giving them access, for the first time, to world-class goods handling and storage facilities, while also delivering a more efficient supply of produce to Tingo Foods and Tingo DMCC. In addition, our right of first refusal over the produce in the partnership's warehouses is expected to provide vast quantities of supply, supporting the rapid growth of our export activities, as well as meeting the input needs of Tingo Foods, including for its new processing facility.

"Having exceeded our own expectations in the first quarter of 2023 and started the second quarter strongly, and again ahead of expectations, we are very excited for the future. It is important to note that our outlook and optimism are underpinned by the unique and dominant position we have achieved through our ecosystem, which locks in significant increases in food supply, and our unrivalled warehousing and logistics infrastructure. This gives me and the Board great confidence that we will deliver against our upwardly revised growth projections for 2023 and beyond.

"As previously mentioned, the Board have been concerned for some time about the disconnect between our share price and our true value. While the share price has improved somewhat, our results, together with recent developments and continued pace of growth, strongly indicate there is still some considerable way to go. Moreover, with the levels of free cash flow being generated, together with the imminent commencement of our pipeline of exports, the Board and I believe the Company's strong balance sheet and dollarization, should soon enable us to finalize our plans for addressing the disconnect."

3

Dozy Mmobuosi, Founder & CEO of Tingo Mobile and Tingo Foods, added "I am exceptionally pleased with the tremendous progress we achieved during the first quarter of 2023, and with the strong start we have made to the second quarter. I am also delighted with the plans and initiatives we have in the pipeline including, in particular, the completion of our first of many export orders.

"Bringing Tingo Foods into the Tingo Group was a further major milestone in our expansion; I have long had the vision for Tingo Foods to be the largest and most advanced food processing business on the African continent and, hopefully one day, in the world. As can be seen from today's results, Tingo Foods is already growing at an impressive rate, which we expect to build on through the addition of several new food and beverage products planned for launch in the second half of this year. There will though undoubtedly be a major step-change in the business's expansion when our state-of-the-art food processing facility comes online in 2024 and I am pleased to say that construction is progressing well and on schedule.

"I believe that the further strengthening of our relationship with AFAN, through our new tri-partite agreement with AFAN and PCX, is another major milestone, not only as I believe it will deliver substantial additional revenues and profits to several of the businesses within our group, but I also believe it will materially increase food production levels, for example, through reductions in post-harvest losses and improvements in supply chain efficiencies. At the same time I also believe the partnership will help us deliver against many aspects of our mission statements and ESG commitments, including in terms of improving food security, reducing food poverty and delivering financial upliftment.

"With the expected considerable impact of the commencement of our export pipeline together with the new AFAN and PCX partnership, the further development of Tingo Foods, and the forthcoming launches of our Nwassa and TingoPay Apps with Visa, I am very excited and optimistic about our prospects for the near-term and long-term future."

First Quarter 2023 Financial Review

• Net revenues for the three months ended March 31, 2023, were \$851.2 million, compared to \$9.6 million in the prior year quarter, an increase of 8,801%. The increase is mainly attributable to the addition of the Tingo Mobile and Tingo Foods acquisitions, which completed on December 1, 2022 and February 9, 2023, respectively.

- Gross profit for the first quarter 2023 was \$386.9 million, or 45% of revenues, compared to \$1.3 million, or 13% of revenues, in the prior year. The increase is mainly attributable to the addition of the Tingo Mobile acquisition.
- Selling & marketing expenses for the three months ended March 31, 2023, were \$85.1 million as compared to \$2.5 million for the three months ended March 31, 2022.
 The increase was due to an increase in marketing expenses for the Company's insurance businesses and the inclusion of sales and marketing expenses for Tingo Foods and Tingo Mobile, which was offset in part by a decrease in marketing expenses for the stock trading businesses.
- General and administrative expenses were \$29.6 million in the first quarter 2023, compared to \$7.3 million in the first quarter 2022, which is mainly attributed to the addition of such costs from Tingo Mobile and Tingo Foods, and share based payments totalling \$6.7 million.
- Operating profit for the for the three months ended March 31, 2023, was \$260.7 million versus an operating loss of \$10.0 million for the prior year. The increase in profit from operations is mainly attributed to the acquisitions of Tingo Mobile and Tingo Foods, as explained above.
- Net income for the three months ended March 31, 2023, was \$176.7 million compared to a net loss of \$8.7 million for the three months ended March 31, 2022, which is primarily as a result of the acquisitions of Tingo Mobile and Tingo Foods.
- Consolidated EBITDA¹ for the three months ended March 31, 2023, was \$372.2 million compared to Consolidated EBITDA¹ Loss of \$8.9 million for the three months ended March 31, 2022.
- As of March 31, 2023, the Company's cash and cash equivalents on a consolidated basis was approximately \$780.2 million, compared to \$500.3 million at December 31, 2022. This reflects an increase of \$279.8 million in cash and cash equivalents, which is attributable to the acquisition of Tingo Mobile and Tingo Foods.

4

First Quarter 2023 Results Conference Call

Tingo Group CEO, Darren Mercer, Tingo Mobile and Tingo Foods Founder & CEO, Dozy Mmobuosi, and Tingo Group CFO, Kevin Chen, will host the conference call, followed by a question-and-answer period. The conference call will be accompanied by a presentation, which can be viewed during the webcast or accessed via the investor relations section of the Company's website here.

Questions for the question-and-answer session will be accepted leading up to the call and can be submitted to TIO@mzgroup.us.

To access the call, please use the following information:

Date: Monday May 15, 2023

Time: 8:00 a.m. Eastern Time (5:00 a.m. Pacific Time)

 Dial-in:
 1-877-704-4453

 International Dial-in:
 1-201-389-0920

 Conference Code:
 13738379

Webcast: https://viavid.webcasts.com/starthere.jsp?ei=1611708&tp_key=5bf5cec732

A telephone replay will be available approximately two hours after the call and will run through June 15, 2023, by dialing 1-844-512-2921 from the U.S., or 1-412-317-6671 from international locations, and entering replay pin number: 13738379. The replay can also be viewed through the webcast link above and the presentation utilized during the call will be available in the company's investor relations section here.

About Tingo Group

Tingo Group, Inc. (NASDAQ: TIO) is a global Fintech and Agri-Fintech group of companies with operations in Africa, Southeast Asia and the Middle East. Tingo Group'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. Tingo Group'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, Tingo Group 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 tingogroup.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 the implementation of a special dividend, the expected financial performance of the Company, including Tingo Mobile's performance, the ability of the Company to recognize benefits associated with its recent acquisitions, the Company's anticipated future growth strategy, including the expansion of its customer base and operations, the completion of the state-of-the-art \$1.6 billion food processing facility, the potential benefits recognized from Tingo Mobile's agreement with Prime Commodity Exchange (PCX) and All Farmers Association of Nigeria (AFAN) and the operational performance of TingoPay Super App and Tingo Visa card. 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

TINGO GROUP, INC. AND SUBSIDIARIES UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS (USD In Thousands, Except Share and Par Value Data)

	March 31, 2023	December 31, 2022
ASSETS		
Current assets:	A 500 153	Φ 500.216
Cash and cash equivalents	\$ 780,153	\$ 500,316
Trade accounts receivable, net Related party receivables	356,771	11,541
Other current assets	14,535	13,491
	4,686	5,828
Total current assets	1,156,145	531,176
Property and equipment, net	651,754	855,125
Intangible assets, net	322,007	185,407
Goodwill	231,637	101,247
Right of use assets under operating lease	2,001	2,260
Long-term deposit and other non-current assets	483	514
Deferred tax assets	4,015	3,661
Restricted cash escrow	2,242	2,233
Micronet Ltd. equity method investment	527	735
Total long-term assets	1,214,666	1,151,182
Total assets	\$ 2,370,811	\$ 1,682,358
	March 31, 2023	December 31, 2022
LIABILITIES TEMPORARY EQUITY AND EQUITY	1023	
Short-term loan	\$ 312	\$ 460
Trade accounts payable	204,304	11,092
Deposit held on behalf of clients	2,330	2,528
Related party payables	47,083	57,506
Current operating lease liability	1,165	1,215
Other current liabilities	306,238	192,594
Total current liabilities	561,432	265,395
Long-term loan	379	377
Long-term operating lease liability	691	905
Promissory note	205,369	-
Deferred tax liabilities	129,565	89,597
Accrued severance pay	48	50
Total long-term liabilities	336,052	90,929
Commitment and Contingencies (Note 10)	-	-
Temporary equity		
Preferred stock Series B subject to redemption: \$0.001 par value, 33,687.21 shares authorized and 0 shares issued and outstanding as of March 31, 2023 and December 31, 2022, respectively.	553,035	553,035
Stockholders' Equity: Preferred stock Series A: \$0.001 par value, 2,604.28 shares authorized and 0 shares issued and outstanding as of March 31, 2023 and		
December 31, 2022, respectively	3	3
Common stock: \$0.001 par value, 425,000,000 shares authorized, 163,727,382 and 157,599,882 shares issued and outstanding as of March 31, 2023 and December 31, 2022, respectively	164	158
Additional paid in capital	896,398	889,579
Accumulated other comprehensive income (loss)	(31,432)	4,367
Accumulated earnings (deficit)	53,277	(123,463)
TINGO GROUP, Inc. stockholders' equity	918,410	770,644
Non-controlling interests	1,882	2,355
Total stockholders' equity	920,292	772,999
Total liabilities, temporary equity and stockholders' equity	\$ 2,370,811	\$ 1,682,358

6

	2023		2022
Revenues	\$ 851,	245 \$	9,563
Cost of revenues	464,	391	8,298
Gross profit	386,	854	1,265
Operating expenses:			
Research and development		363	595
Selling and marketing	85,		2,517
General and administrative	29,		7,326
Amortization of intangible assets	11,		797
Total operating expenses	126,	177	11,235
Profit (loss) from operations	260,	677	(9,970)
Other income		425	155
Financial income, net		444	78
Profit (loss) before provision for income taxes	262,	546	(9,737)
Income tax expenses (benefit)	85,)14	(1,076)
Net profit (loss) after provision for income taxes	176,	632	(8,661)
Loss from equity investment	(208)	(184)
Net profit (loss)	176,	424	(8,845)
Net loss attributable to non-controlling stockholders	(316)	(159)
Net profit (loss) attributable to TINGO GROUP, Inc.	\$ 176,	740 \$	(8,686)
Profit (loss) per share attributable to TINGO GROUP, Inc.:			
Basic profit (loss) per share	•	.10 \$	(0.07)
Diluted profit (loss) per share	(0.33 \$	(0.07)
Weighted average common shares outstanding:			
Basic	161,302,)51	122,435,576
Diluted	524,214,	392	122,435,576
		e months o	
	2023		2022
Net profit (loss)	\$ 176,	424 \$	(8,845)
Other comprehensive income (loss), net of tax:			
Currency translation adjustment	(35,	799)	(29)
Total comprehensive profit (loss)	140,	625	(8,874)
Comprehensive loss attributable to non-controlling stockholders		473)	(212)
Comprehensive profit (loss) attributable to TINGO GROUP, Inc.	\$ 141,	098 \$	(8,662)

TINGO GROUP, INC. AND SUBSIDIARIES UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (USD In Thousands)

	Three months ended March 31,		ded	
		2023		2022
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net profit (loss)	\$	176,424	\$	(8,845)
Adjustments to reconcile net loss to net cash used in operating activities:				
Loss from equity investment		208		184
Depreciation and amortization		111,055		871
Provision for doubtful accounts		570		118
Shares issued to service providers and employees		6,795		-
Stock-based compensation for employees and consultants		30		125
Changes in assets and liabilities:				
Change in deferred taxes, net		(3,656)		(1,073)
Change in long-term deposit and prepaid expenses		30		(203)
Change in right of use assets		259		324
Change in lease liabilities		(265)		(309)
Due to related party		(1,894)		737
Change in accrued interest		1,369		-
Increase (decrease) in trade accounts receivable, net		(150,131)		(3,346)
Increase in other current assets		1,367		(640)
(Decrease) increase in trade accounts payable		(2,458)		(3,606)
Decrease in deposit held on behalf of client		(198)		(198)
Increase in other current liabilities		103,288		401
Net cash provided by (used in) operating activities	\$	242,793	\$	(8,362)

Three months ended March 31,

		2023		2022
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchase of property and equipment		(3)		(49)
Acquisition of Tingo Foods (Appendix A)		56,849		
Net cash provided by (used in) investing activities	\$	56,846	\$	(49)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Repayment of short-term loan		(149)		(520)
Repayment of loan from related party (Micronet)		-		534
Repayment on loan to related party		(8,125)		-
Net cash provided by (used in) financing activities	\$	(8,274)	\$	14
TRANSLATION ADJUSTMENT ON CASH AND CASH EQUIVALENTS AND RESTRICTED CASH		(11,519)		(74)
				/= .=
NET CHANGE IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH		279,846		(8,471)
Cash and cash equivalents and restricted cash at beginning of the period		502,549		97,347
Cash and cash equivalents and restricted cash at end of the period	e	782,395	\$	88,876
	Ψ	162,373	Ψ	00,070
Supplemental disclosure of cash flow information:				
Amount paid during the period for:				
Interest	\$	666	\$	6
Taxes	\$	426	\$	3
	Ψ	120	Ψ	5
8				

The following table provides a reconciliation of cash and cash equivalent and restricted cash reported within the statement of financial position that sum to the total of the same amounts shown in the statement of cash flows:

Cash and cash equivalents at end of the period	\$ 780,153	\$ 94,930
Restricted cash at end of the period	 2,242	2,417
Cash and cash equivalents and restricted cash at end of the period	\$ 782,395	\$ 97,347

Non-GAAP Financial Measures

In addition to providing financial measurements based on generally accepted accounting principles in the U.S., or GAAP, we provide additional financial metrics that are not prepared in accordance with GAAP, or non-GAAP financial measures. Management uses non-GAAP financial measures, in addition to GAAP financial measures, to understand and compare operating results across accounting periods, for financial and operational decision making, for planning and forecasting purposes and to evaluate our financial performance.

Management believes that EBITDA reflects our ongoing business in a manner that allows for meaningful comparisons and analysis of trends in our business, as they exclude expenses and gains that are not reflective of our ongoing operating results. Management also believes that EBITDA will be a key measure used by our management team to evaluate our operating performance, generate future operating plans and make strategic decisions. The Company believes EBITDA is useful to investors for the purposes of comparing our results period-to-period and alongside peers and understanding and evaluating our operating results in the same manner as our management team and board of directors.

These supplemental measures should not be considered superior to, as a substitute for or as an alternative to, and should be considered in conjunction with, the GAAP financial measures presented. In addition, since these non-GAAP measures are not determined in accordance with GAAP, they are susceptible to varying calculations and may not be comparable to other similarly titled non-GAAP measures of other companies.

The EBITDA does not replace the presentation of our GAAP financial results and should only be used as a supplement to, not as a substitute for, our financial results presented in accordance with GAAP.

EBITDA is defined as net income from continuing operations calculated in accordance with GAAP, less net income attributable to non-controlling interests, plus the sum of income tax expense, interest expense, net, depreciation and amortization ("EBITDA").

The following is a reconciliation of net profit (loss), the most directly comparable GAAP financial measure, to EBITDA (a non-GAAP financial measure) for each of the periods indicated. For additional information on these non-GAAP financial measures, see "Non-GAAP Financial Measures" above.

		e months ended March 31,
	(Dolla)	rs in Thousands,)
	2023	2022
GAAP net profit (loss) attributable to TINGO GROUP, Inc.	\$ 176,	,740 \$ (8,686)
Adjusted for:		
Net loss attributable to non-controlling stockholders	((316) (159)
Loss from equity investment		208 184
Income tax expenses (benefit)	85,	914 (1,076)
Financial income, net	(1,	444) (78)
Depreciation and amortization	111,	,055 871
Total EBITDA net profit (loss) attributable to TINGO GROUP, Inc.	\$ 372	,157 \$ (8,944)



Forward Looking Statements

First Quarter 2023 Financial Results Conference Call



Cautionary Note Regarding Forward-Looking Statements

Certain statements made herein contain, and certain oral statements made by representatives of Tingo Group and its affiliates, from time to time may contain, "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Tingo Group and its subsidiaries actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as guarantees or predictions of future events. Words such as "expect," "estimate," "project," "bludget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "might" and "continues," and similar expressions are intended to identify such forward-looking statements include, without limitation, Tingo Group's expectations with respect to future performance.

The statements contained in this report that are not purely historical are forward- looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements.

Most of these factors are outside of the control of Tingo Group and are difficult to predict. Factors that may cause such differences include but are not limited to: (1) the inability to obtain or maintain the listing of Tingo Group's common stock on Nasdag; (2) the risk that the integration of the business of Tingo Mobile and its affiliated companies with the historical business of Tingo Group disrupts current plans adoptations of Tingo Group; (3) the ability to recognize the anticipated benefits of the acquisition of Tingo Mobile and its affiliated companies, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth economically and hire and retain key employees; (4) changes in applicable laws or regulations; (5) the possibility that Tingo Group may be adversely affected by other economic, business, and/or competitive factors; (6) the impact of the global COVID-19 pandemic on any of the foregoing risks; and (7) the ability of Tingo Foods to recognize benefits associated with its partnership with Evtec Energy PLC, and other risks and uncertainties identified in the Tingo Group annual report on Form 10-K for the year ended December 31, 2022, filed with the SEC on March 31, 2023, including those under "Risk Factors" therein, and in other filings with the SEC made by Tingo Group. The foregoing list of factors is not exclusive. Readers are referred to the most recent reports filed with the SEC by Tingo Group. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

This presentation shall not constitute an offer to sell or the solicitation of an offer to buy any of our securities, nor shall there be any offer or sale of our securities in any jurisdiction in which such solicitation or sale would be unlawful prior to registration or qualification of our securities under the laws of any such jurisdiction.

Agenda



• Introduction and Recent Announcements **Darren Mercer**

Dozy Mmobuosi Product Timelines and Updates, and Partnerships

 Financial Results **Kevin Chen**

 Closing Summary and Q&A **Darren Mercer**



Kevin Chen Group CFO

- Former CFO & Board Director at China Rapid Finance
- Audit Manager at Ernst & Young
- MBA, Kellogg School of Management at Northwestern
- · AICPA, CMA

(NYSE:XRF)



Darren Mercer Group CEO

- · Founded Tingo Group's fintech & insurance businesses
- 15 years tech business in China
- Previously 20 years in investment banking at Henry Cook Lumsden and Albert E Sharp

©MICT_{int} ALBERT E SHARP



Dozy Mmobuosi **Tingo Mobile and Tingo Foods** Founder & CEO

- Founded Tingo Mobile PLC
- Founded Tingo Foods PLC
- · Launched Nigeria's 1st SMS Banking Solution
- Co-sponsor for Africa Acquisition Corp Inc.





Q1 2023 Financial Results Conference Call

Corporate Overview

Following completion of acquisition of Tingo Mobile on November 30, 2022, Tingo Group is a diverse Fintech and Agri-Fintech group of companies with operations in Africa, Southeast Asia and the Middle East:

- Tingo Mobile is a leading fintech and agri-fintech business operating in Africa
- Tingo Foods processes crops into finished products from its large farming member base
- Tingo DMCC trades and exports agricultural commodities and finished food products
- TingoPay Super-App, in partnership with Visa, provides payment services, e-wallet and a range of value-added services to customers, and merchant services to businesses
- MICT insurance and financial services fintech verticals currently focus on Southeast Asia
- · Tingo Group has significant opportunities to expand internationally

First Quarter 2023 Financial Results Conference Call



Key Highlights¹

\$851.2M

Q1 2023 Revenue

\$386.9M 01 2023 **Gross Profit**

\$262.5M

Q1 2023 Income Before Tax \$372.1M Q1 2023

\$780.2M

Cash Balance at Mar 31, 2023

12.0M Nwassa Agri Fintech **Platform Customers** at Mar 31, 2023

Timeline



2020

Fintech company providing a range of B2B and B2C proprietary platforms and technology in Southeast Asia



Nov 30, 2022

Tingo Following the completion of extensive due diligence through EY, Dentons etc., MICT acquired 100% of Tingo Mobile Ltd3

Feb 9, 2023

MICT acquired 100% Tingo Foods PLC4, before subsequently changing name from MICT, Inc. (MICT) to Tingo Group, Inc. (TIO)

(1) Pro Forma Financial Information is estimated based on unaudited management accounts (2) See EBITDA reconciliation in the attached Appendix. EBITDA is considered a non-GAAP measure of financial performance (3) See Dec 1, 2022, press release and transaction structure in the attached Appendix

(4) See Feb 9, 2023, press release in attached Appendix





Foster digital and financial inclusion through technology platforms to drive social and economic upliftment

Agri-Fintech Mission

Make a difference improving global food supply and tackling the world's food security crisis; by delivering farmer empowerment, improved crop yields, reduced spoilage and better access to markets.

Agri-Fintech Mission For Africa

Support Africa and its farmers to achieve sustainable food self-sufficiency, bringing an end to Africa's food insecurity and poverty

First Quarter 2023 Financial Results Conference Call

Acquisition and Recent Developments



- November 30, 2022 Completed the acquisition of 100% of Tingo Mobile, following: (i) the completion of extensive due
 diligence by world class advisors: Ernst & Young, Dentons, Houlihan Lokey and Ellenoff Grossman & Schole; and (ii) the
 negotiation of improved terms for MICT shareholders
- Q4 2022 Commenced the geographical expansion of Tingo Mobile Ghana, Malawi/East Africa and Dubai / Middle
- December 2022 Launched Tingo DMCC commodities trading platform & export business
- December 2022 Launched beta version of TingoPay Super App and Visa Partnership in Q4 2022
- Q1 2023 Commenced to pivot strategy for the insurance and fintech verticals commenced Q1 2023
- February 9, 2023 Completed acquisition of Tingo Foods, with the aim of building the largest food processing facility in Africa
- April 25, 2023, signed exclusive agreement with Prime Commodity Exchange (PCX) and All Farmers Association of Nigeria (AFAN), securing considerable produce supply, nationwide warehousing facilities and enhanced commodity trading opportunities
- On April 27, 2023, Filed Audited FY2022 Financial Statements and Pro Forma Financial Information for Tingo Foods

Agri Fintech Growth Strategy

Tingo

Replicating our Proven Model - Tingo Mobile and NWASSA Marketplace

- Q4 2022 Signed All Farmers Association of Nigeria (AFAN) trade partnership with commitment to triple farmer numbers from 9.3M to ~30.0M
- Q4 2022 Expanded into Ghana and signed Kingdom of Ashanti trade partnership with commitment to enroll a minimum of 2.0M new farmers and a target of 4.0M
- Q4 2022 Expanded into Malawi as a base to expand into East Africa
- Further expansion planned for Africa, Asia, and other relevant markets
- Tingo Foods and Tingo DMCC aim to significantly increase offtake and demand for produce from Tingo Mobile farmers, reduce post harvest losses and deliver fair pricing
- April 2023 Signed agreement with Prime Commodity Exchange (PCX) and AFAN, securing nationwide warehousing facilities for produce, increasing offtake capabilities
- Currently testing forthcoming Nwassa web platform and App to complement existing USSD GSM transaction platform

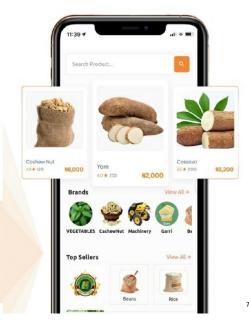
12.0M

Tingo Mobile active customers at Mar 31, 2023



~30.0N

Expected number of Tingo Mobile customers by Dec 2023



First Quarter 2023 Financial Results Conference Call

Tingo Foods – Food Processing Business



Aims to be the largest food and beverage processing facility in Africa

A key part of the Tingo Group eco-system from Seed to Sale

Creating significant demand and offtake for Tingo Mobile's Farmers

Creating significant supply for Tingo's commodity trading and export business

- Generated more than \$466.2 million of high-margin revenue in first 4 months (Sep 2022 - Dec 2022) — business brought into Tingo Group from February 2023
- Grew revenues to \$577.2 million for Q1 2023 and operating profit to \$143.5 million
- Set to multiply capacity and revenue with new state-of-the-art \$1.6 billion food processing facility in Delta State of Nigeria
- Construction of the food processing facility is on track to open by mid-2024. Joint
 venture partner is at an advanced stage of completing work on the buildings'
 foundations and the installation of infrastructure, drainage and water supply.
- Africa's farmers and agricultural sector to benefit from substantial expansion of the Continent's own processing capabilities – increasing crop demand, reducing postharvest losses, giving farmers higher prices and delivering financial upliftment





Partnership with Evtec Energy PLC to build \$150M 110MW Solar Plant, set to achieve net zero carbon emissions and reduced energy costs.

8

Tingo DMCC - Agri Commodity Platform

In Partnership with the Dubai Multi Commodities Centre (DMCC)

A global commodity platform and export business - completing the seed to sale eco-system

- · Significant progress made during Q1 2023 on the aggregation of bulk volumes of produce for export from AFAN's farmers
- First export orders scheduled to complete during before end of Q2 2023
- · Export orders set to dollarize and globalize Tingo Group, while giving Tingo Mobile's farmers and Tingo Foods direct access to international markets
- Tingo DMMC on track to facilitate global export of agricultural commodities, including:
 - Crops from Tingo Mobile's farmers such as wheat, millet, paddy rice, cassava, ginger, cashew nuts, cocoa and cotton
 - Finished food and beverage products from Tingo Foods such as rice, noodles, pasta, cooking oils, coffee, tea and chocolate
- Has access to several billion dollars per annum of agricultural produce for export, through the farmers of Nigeria (c.60M), Ghana, Malawi, and other territories





First Quarter 2023 Financial Results Conference Call

Prime Commodity Exchange & AFAN



- Exclusive use of AFAN's existing network of 2,322 warehouses for a minimum term of 30 years
- Right of first refusal to purchase or trade all produce stored in AFAN's warehouses - to use primarily to serve the Tingo Foods and Tingo DMCC
- PCX e-Warehouse Receipt System in all warehouses, enabling crops and other produce to be commoditized and traded by Tingo from delivery date
- Priority position on PCX commodity trading platform, enabling Tingo DMCC to trade produce and commodities on spot, futures and derivative basis
- · AFAN, the umbrella body for Nigeria's farming sector, has committed to coordinate its members to utilize the Partnership's warehouses for produce
- · The Partnership has committed to a targeted increase in the number of warehouses to 80,000 in the next two years
- Tingo Mobile has the right to sublet the warehouse space to pre-approved third parties, such as e-commerce businesses and wholesale businesses
- · Expected to add considerable value to Tingo DMCC, Tingo Foods and the whole Tingo Ecosystem



TingoPay SuperApp and Visa Partnership

Diversifies and expands Tingo Group into new markets - B2C and B2B



Visa payment services and digital Visa card embedded within the TingoPay SuperApp.



Pan-Africa Visa partnership includes marketing and customer acquisition support



TingoPay SuperApp offers full range of e-wallet, payment services, marketplace, e-commerce, insurances and finance to customers



- Beta version of TingoPay and additional new functionality are at an advanced stage of testing with Visa ahead of full-scale launch scheduled for mid-2023.
- Tingo Mobile and TingoPay in Pan-Africa partnership with VISA are designed to accelerate financial inclusion and social upliftment
- TingoPay business portal and Tingo Visa merchant services enable farmers and businesses in all sectors to easily and securely receive payment
- Aims to deliver e-wallet and digital payment services to Tingo Mobile's existing customer base plus Pan-Africa rollout, then Asia and beyond

11

Ecosystem



12



First Quarter 2023 Financial Results Conference Call

Financial Results Highlights



- Net revenues of the first quarter 2023 were \$851.2 million, compared to \$9.6 million for the first quarter 2022. The increase of 8,801%, was mainly attributed to the addition of the Tingo Mobile and Tingo Foods acquisitions, which completed on December 1, 2022, and February 9, 2023, respectively.
- Gross profit for the first quarter 2023 was \$386.9 million, compared to gross profit of \$1.3 million for the first quarter 2022, which was attributable to the additions of the Tingo Mobile and Tingo Foods acquisitions.
- Operating profit of Tingo Group for the first quarter 2023 was \$260.7 million, compared to a loss of \$10.0 million for the first quarter 2022.
- EBITDA¹ for the first quarter 2023 was \$372.1 million, compared to a EBITDA¹ Loss of \$8.9 million for the first quarter 2022.
- Tingo Foods revenues for the period from its date of acquisition on February 9, 2023, to March 31, 2023, were \$577.2 million, as compared to \$466.2 million for the approximate four-month period from its inception to December 31, 2022.
- Tingo Foods operating profit for the approximate two-month period from its date of acquisition to March 31, 2023, was \$143.5 million, as compared to \$50.7 million for the approximate four-month period from its inception to December 31, 2022
- Tingo Group cash balances as at March 31, 2023, amounted to \$780.2 million, compared to \$500.3 million as at December 31, 2022.

¹ See EBITDA reconciliation in the attached Appendix. EBITDA is considered a non-GAAP measure of financial performance.

Financial Highlights



Revenue Analysis

	Three Months E	Three Months Ended March 31		
\$ in Millions	2023	2022		
Mobile handset leasing	\$113.7	\$-		
Mobile call and data	14.4	-		
Nwassa – Platform Revenues	125.3	-		
Tingo Foods Revenues	577.2	-		
MICT Insurance and Financial Services	20.6	9.6		
Total Revenue	\$851.2	\$9.6		

15

Financial Highlights



Income Statement

	Three Months E	Three Months Ended March 31		
\$ in Millions	2023	2022		
Revenue	\$851.2	\$9.6		
Gross Profit	386.9	1.3		
Operating Income / (Loss)	260.7	(10.0)		
EBITDA ¹	372.1	(8.9)		
Net Income / (Loss) Before Tax	262.5	(9.7)		
Net Income / (Loss)	176.7	(8.7)		
Cash at March 31	\$780.2	\$86.5		

¹ See EBITDA reconciliation in the attached Appendix. EBITDA is considered a non-GAAP measure of financial performance.

Financial Highlights – EBITDA Reconciliation



	Three Months E	nded March 31
\$ in Millions	2023	2022
GAAP Operating Income / (Loss)	\$261.0	\$(9.8)
Depreciation of tangible assets	99.9	0.1
Amortization of acquired intangible assets	11.2	0.8
Total Non-GAAP EBITDA	372.1	(8.9)

¹ See EBITDA reconciliation in the attached Appendix. EBITDA is considered a non-GAAP measure of financial performance.

17

Balance Sheet Highlights





	As	As of			
\$ in Millions	Mar 31, 2023	Dec 31, 2022			
Cash and cash equivalents	\$780.2	\$500.3			
Total current assets	1,156.1	531.2			
Total assets	2,370.8	1,682.3			
Total current liabilities	561.4	265.4			
Total long-term liabilities	336.1	90.9			
Convertible Preferred Stock	553.0	553.0			
Total stockholders' equity	920.3	773.0			

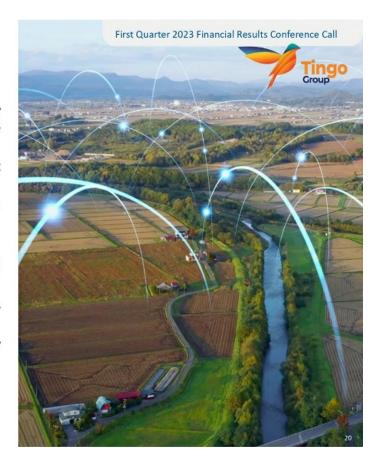
Income Statement

	Three Months Ended March 31,			
		2023		2022
Revenues	\$	851,245	\$	9,563
Cost of revenues	13.1	464,390	5/22	8,298
Gross profit		386,854		1,265
Operating expenses:				
Research and development		363		595
Selling and marketing		85,068		2,517
General and administrative		29,627		7,326
Amortization of intangible assets		11,119		797
Total operating expenses		126,177		11,235
Profit (loss) from operations		260,677		(9,970)
Gain (loss) of controlling equity investment held in Micronet				-
Gain (loss) from decrease in holding percentage in former VIE		120		
Other income, net		425		155
Finance income (expense), net		1,444		78
Profit (loss) before provision for income taxes	262,546		(9,737	
Income tax expense (benefit)		85,914		(1,076)
Net profit (loss) after provision for income taxes		176,632		(8,661)
Gain (loss) from equity investment		(208)		(184)
Net Profit (loss)		176,424		(8,845)
Net Profit (loss) attributable to non-controlling stockholders		(316)		(159)
Net Profit (loss) attributable to TINGO GROUP	\$	176,740	\$	(8,686)
Profit (loss) per share attributable to TINGO GROUP:				
Basic and diluted profit (loss) per share	\$	1.10	\$	(0.07)
Weighted average common shares outstanding:			*	(5.57)
Basic and diluted		161,302,051		122,435,576

19

Uniquely Positioned

- NASDAQ-listed fast-growth and highly profitable company (Mar 31, 2023, Revenues of \$851.2M and Net Income Before Tax of \$262.5M)
- Strong balance sheet and cash generation (cash balance at Mar 31, 2023 - \$780.2M)
- Fast growth, high margin and sticky revenue model, with low customer acquisition cost and low attrition
- · Full Agri and Food Ecosystem from Seed to Sale
- Making a difference addressing global food shortage & food security crises; and a benefactor of food price inflation
- Visa x Tingo partnership and TingoPay SuperApp expands Tingo into new B2C and B2B markets
- Proven proprietary fintech platforms, replicable in new geographical markets and new sectors
- · Vast addressable global market
- · Significant ESG impact





Company

201-225-0190

info@tingogroup.com

Investor Relations

Chris Tyson/Larry Holub 949-491-8235 TIO@mzgroup.us

www.tingogroup.com

