

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): **August 31, 2023**

Tingo Group, Inc.

(Exact name of registrant as specified in its 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 07645**

(Address of principal executive offices) (Zip Code)

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

N/A

(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:

- 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))

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.

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

Item 2.02 Results of Operations and Financial Condition.

On August 31, 2023, Tingo Group, Inc. (NASDAQ: TIO) (the "Company"), issued a press release (the "Press Release") announcing its financial results and operational highlights for the second quarter ended June 30, 2023, and other financial information.

Item 7.01 Regulation FD Disclosure.

On August 31, 2023, the Company posted to its website a presentation (the "Presentation") containing its financial results for the three and six months ended June 30, 2023. The Company also held an investor conference call discussing the financial results for the three and six months ended June 30, 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 August 31, 2023
99.2	Presentation dated August 31, 2023

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: August 31, 2023

TINGO GROUP, INC.

By: /s/ Darren Mercer

Name: Darren Mercer

Title: Chief Executive Officer



Tingo Group, Inc. Reports Second Quarter 2023 Financial Results

Net Revenues for the Second Quarter 2023 of \$977.2 Million, an Increase of 8,072% Compared to Q2 2022

Removal of Certain of Nigeria's Foreign Exchange Restrictions Expected to Accelerate Dollarization of Business, However U.S. Dollar Conversion of Financial Results of Tingo Mobile and Tingo Foods for Second Quarter Adversely Impacted by Devaluation of Naira

Export Business Commenced Sales in May 2023, Generating \$348.0 Million of Revenues in Q2 2023

Investment Purchase of 6 Million Tingo Mobile Handsets for New All Farmers Association of Nigeria Customers, Expected to be Delivered within the next 60 days

Announces Board Approval of Quarterly Dividends, to Set Record Data as Soon as Practicable

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

MONTVALE, NJ – August 31, 2023 – Tingo Group, Inc. (NASDAQ: TIO) (“Tingo” or the “Company”), a profitable and fast growing fintech, agri-fintech and food company, today announced its financial results for the quarter ended June 30, 2023.

Highlights & Recent Developments

Financial Results

- Net revenues of Tingo Group for the second quarter 2023, were \$977.2 million, compared to \$12.0 million for the second quarter 2022, up 8,072%.
- Revenue growth of 14.8% compared to the first quarter of 2023 was achieved despite the devaluation of the Naira against the U.S. Dollar of 66.4%, and the change of Nigeria's Presidential Administration adversely impacting economic conditions.
- Gross profit of Tingo Group for the second quarter 2023, was \$346.0 million, compared to gross profit of \$2.1 million for the second quarter 2022.
- Operating profit of Tingo Group for the second quarter 2023, was \$181.7 million, compared to a loss of \$13.8 million for the second quarter 2022.
- EBITDA¹ of Tingo Group for the second quarter 2023, was \$283.1 million, compared to a EBITDA Loss of \$12.2 million for the second quarter 2022.

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- EBITDA¹ per share attributable to Tingo Group for the first half 2023 of \$4.03 based on the weighted average shares outstanding at June 30, 2023, and \$1.25 per share on a fully diluted basis.
 - Profit after tax per share attributable to Tingo Group for the first half 2023, of \$1.68 based on the weighted average shares outstanding at June 30, 2023, and \$0.52 per share on a fully diluted basis.
 - Tingo Group invested heavily in the growth of Tingo Mobile, Tingo Foods and Tingo DMCC during the quarter, including: (i) making an upfront payment of \$434.2 million on the purchase of 6 million handsets for new AFAN customers; (ii) prepaying AFAN for produce for Tingo Foods and settling their brought forward payables, resulting in a total net outlay of \$336.1 million; and (iii) self-funding stock purchases of \$225.8 million for Tingo DMCCs export sales, the revenues for which are scheduled to be received during the third quarter. In addition, tax payments totaling \$174.0 million were made for Tingo Mobile on its taxable earnings for fiscal year 2022, and the Company also incurred a foreign exchange loss. As a result, the balance of cash and cash equivalents at June 30, 2023, decreased to \$53.2 million, compared to \$76.1 million at June 30, 2022.

¹EBITDA (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

- Commenced first export sales through Tingo DMCC in May 2023, generating \$348.0 million of revenue.
- Purchased 6 million mobile phone handsets to supply to new AFAN customers. The delivery and distribution of the handsets is expected to occur within the next 60 days and result in a material increase in Tingo Mobile's revenues and earnings thereafter.
- Expanded the product range of Tingo Foods through the addition of two new product categories: wheat and maize products. The Tingo Foods business has continued to strengthen its supply chain and also recently onboarded a major new customer.
- Signed an exclusive agreement with Prime Commodity Exchange (PCX) and AFAN, securing considerable additional supply of produce for Tingo Foods and Tingo DMCC, as well as nationwide warehousing facilities and enhanced commodity trading opportunities.
- Provided a ₦3 Billion (approximately USD \$6.5 Million) loan facility to AFAN, which is expected to be followed by subsequent similar loans, for the purposes of cultivating new farming land for crop production. The first loan is in the process of being utilized by AFAN and its farmers to cultivate 3,000 hectares of new farming land for rice and wheat production, and to accelerate the onboarding of AFAN's warehouses to the Tingo Mobile partnership with Prime Commodity Exchange (“PCX”).
- Construction work on the new Tingo Foods processing facility continues to progress. The joint venture construction partner for the facility has confirmed Tingo Foods is expected to be in a position to commence operations by mid-2024.
- Engaged Independent Counsel to undertake an Independent Investigation into allegations made against the Company.

- Central Bank of Nigeria is currently processing an application made by Tingo Mobile to convert \$20 million of Naira into U.S. Dollars for the purpose of paying the Company's first quarterly dividend to shareholders.

Darren Mercer, Chief Executive Officer of Tingo Group, commented, "Despite encountering a short-term stagnation of economic activity in Tingo Mobile's and Tingo Food's primary geographic market of Nigeria, which was due to the political uncertainty that arose after the country's election of a new president, we have once again demonstrated the strength, resilience, and considerable potential of our rapidly expanding business.

"The near 70% depreciation of the Naira against the U.S. dollar following the lifting of Nigeria's foreign exchange restrictions has clearly had an impact on the U.S. dollar conversion of our results for the second quarter. Nonetheless, we have again delivered quarter on quarter revenue growth, which of course would be significantly higher if reported on a domestic currency basis. Moreover, our three core business verticals, namely Tingo Mobile, Tingo Foods and Tingo DMCC, all achieved significant progress and milestones in the quarter and are expected to deliver considerable growth in the second half of the year and beyond.

"Of particular note, our Tingo DMCC export and commodity trading business, which completed its first trades during the quarter and should benefit markedly from the recently signed Afan and PCX partnership agreement, is expected to deliver significant growth in the second half of the year both in terms of revenue and earnings. Most importantly, the majority of Tingo DMCC's revenues are expected to be received in U.S. dollars or reserve currency equivalents.

"Tingo Mobile is also on track to generate significant growth following the forthcoming delivery and distribution of the 6 million new handsets that were ordered in the second quarter. Each new handset is expected to generate a combination of lease revenues as well as transactional fees and commissions from our Nwassa platform and agricultural marketplace, the latter of which delivers a gross margin of around 98%. In addition, Tingo Mobile, in partnership with AFAN and the Ashanti Investment Trust, aims to fully integrate each new farmer into the Tingo ecosystem, enabling Tingo Foods and Tingo DMCC the opportunity to purchase their crops, thereby creating additional produce to process and/or export.

"Finally, today's announcement of our commencement to pay a quarterly dividend marks an important part of our strategy for maximizing shareholder value. With our Tingo DMCC export and commodity trading business well placed to deliver significant U.S. dollar denominated revenues and material growth, together with the recent relaxation of foreign exchange controls within Nigeria, it is our goal to increase the dividend payment from next quarter and thereafter."

Dozy Mmobuosi, Founder & CEO of Tingo Mobile and Tingo Foods, added "From a business perspective, I am delighted with our second quarter, particularly with our delivery of further growth, despite significant headwinds, and our achievement of several major strategic goals. These accomplishments have though been tainted by the malicious attack we suffered from certain parties in June who, seemingly for their own financial gain, have sought to damage our business and in turn adversely impact the livelihoods of millions of significantly disadvantaged African farmers who rely on the services we provide and our offtake of their produce.

"Turning back to the business, I am pleased to report that the construction contractor of the new Tingo Foods processing facility continues to make good progress and we remain on track for Tingo Foods to commence processing operations by the middle of next year. In the meantime, we are currently expanding the Tingo Foods business in partnership with several third-party rice mills and other food processing companies, and the second quarter saw us add two new product categories and also win a major new customer, all of which we expect will deliver further revenue growth in the second half of the year.

"Ever since I had the ambition to achieve a listing of Tingo Mobile on a major stock exchange, it has been my goal to maximize shareholder value and also give something back to those who invested in us. I am therefore delighted that we have today announced the commencement of a quarterly dividend, which I am confident we will be in a position to grow from next quarter onwards.

"Despite the challenges and distractions our management team have had to endure this quarter, I am immensely proud that we have continued to expand the business and further strengthen our ecosystem to and provide a strong bedrock of support from which to deliver long term growth and shareholder value."

First Half 2023 Financial Review

- Net revenues for the six months ended June 30, 2023, were \$1,828 million, compared to \$21.5 million for the six months ended June 30, 2022, an increase of 8,396%. The increase is mainly attributable to the addition of the Tingo Mobile and Tingo Foods acquisitions completed on December 1, 2022, and February 9, 2023, respectively, and the commencement of export trades through Tingo DMCC in May 2023.
- Gross profit for the six months ended June 30, 2023, was \$732.9 million, or 40% of revenues, compared to \$3.3 million, or 15.5% of revenues, for the six months ended June 30, 2022. The increase is mainly attributable to the addition of the Tingo Mobile and Tingo Foods acquisitions completed on December 1, 2022, and February 9, 2023, respectively, and the commencement of export trades through Tingo DMCC in May 2023.
- Selling and marketing expenses for the six months ended June 30, 2023, were \$174.2 million as compared to \$3.6 million for the six months ended June 30, 2022. The increase was due to an increase in marketing expenses from 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 for the six months ended June 30, 2023, were \$53.0 million, compared to \$21.0 million for the six months ended June 30, 2022, mainly attributed to the addition of costs from Tingo Mobile and Tingo Foods, and an increase in share-based payments totalling \$3.7 million.
- Operating profit for the for the six months ended June 30, 2023, was \$442.4 million versus an operating loss of \$23.7 million for the six months ended June 30, 2022. The increase in profit from operations is mainly attributed to the acquisitions of Tingo Mobile and Tingo Foods and the commencement of export trades through Tingo DMCC, as explained above.
- Net income for the six months ended June 30, 2023, was \$273.2 million compared to a net loss of \$23.0 million for the six months ended June 30, 2022, primarily as a result of the acquisitions of Tingo Mobile and Tingo Foods, and the commencement of export trades through Tingo DMCC in May 2023.
- Consolidated EBITDA¹ for the for the first half of 2023, was \$655.3 million compared to Consolidated EBITDA¹ Loss of \$21.2 million for the six months ended June 30, 2022.

First Quarter 2023 Results Conference Call

Tingo Group CEO, Darren Mercer, Tingo Mobile and Tingo Foods Founder, 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.

A presentation will accompany the conference call, which can be viewed during the webcast or accessed via the investor relations section of the Company's website here.

To access the call, please use the following information:

Date: Thursday August 31, 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: 13740949
Webcast: https://viaavid.webcasts.com/starthere.jsp?ei=1631924&tp_key=954758cf88

A telephone replay will be available approximately two hours after the call and will run through October 1, 2023, by dialing 1-844-512-2921 from the U.S., or 1-412-317-6671 from international locations, and entering replay pin number: 13740949. 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 a leading Agri-Fintech company operating in Africa, with a comprehensive portfolio of innovative products, including a 'device as a service' smartphone and a value-added service platform. 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 is currently in beta version, offering 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, groundnut oil, nut products, wheat, millet and maize; 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; 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 Company's board of director'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. 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. These forward-looking statements involve a number of risks, uncertainties 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 discussed and identified in public filings made with the SEC by the Company and: (i) the results of the independent review; (ii) the risk of restatement of the Company's previously reported financial statements or the identification of one or more material weaknesses in internal control over financial reporting; (iii) costs relating to the independent review, which are likely to be material; (iv) the outcome of any legal proceedings that may be instituted against the Company, including as may result from the independent review and (v) the ability to meet stock exchange continued listing standards. 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

949-491-8235
TIO@mzgroup.us
www.mzgroup.us

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

	<u>June 30, 2023</u>	<u>December 31, 2022</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 53,195	\$ 500,316
Trade accounts receivable, net	366,022	11,541
Inventories	142	-
Related party receivables	8,812	13,491
Other current assets	153,979	5,828
Total current assets	<u>582,150</u>	<u>531,176</u>
Property and equipment, net	591,282	855,125
Intangible assets, net	292,801	185,407
Goodwill	211,849	101,247
Right of use assets under operating lease	1,400	2,260

Long-term deposit and other non-current assets	463	514
Deferred tax assets	3,549	3,661
Restricted cash escrow	1,379	2,233
Micronet Ltd. equity method investment	315	735
Total long-term assets	1,103,038	1,151,182
Total assets	\$ 1,685,188	\$ 1,682,358

6

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

	<u>June 30,</u> <u>2023</u>	<u>December 31,</u> <u>2022</u>
LIABILITIES, TEMPORARY EQUITY AND EQUITY		
Short-term loan	\$ 165	\$ 460
Trade accounts payable	149,483	11,092
Deposit held on behalf of clients	1,493	2,528
Related party payables	25,606	57,506
Current operating lease liability	834	1,215
Other current liabilities	112,865	192,594
Total current liabilities	290,446	265,395
Long-term loan	-	377
Long-term operating lease liability	507	905
Promissory note	207,912	-
Deferred tax liabilities	108,974	89,597
Other long-term liability	644	-
Accrued severance pay	47	50
Total long-term liabilities	318,084	90,929
Commitment and Contingencies (Note 11)	-	-
Temporary equity		
Series B preferred stock subject to redemption: \$0.001 par value, 33,687.21 shares authorized and 0 shares issued and outstanding as of June 30, 2023 and December 31, 2022, respectively	553,035	553,035
Stockholders' Equity:		
Series A preferred stock: \$0.001 par value, 2,604.28 shares authorized and 0 shares issued and outstanding as of June 30, 2023 and December 31, 2022, respectively	3	3
Common stock: \$0.001 par value, 750,000,000 shares authorized, 164,968,599 and 157,599,882 shares issued and outstanding as of June 30, 2023, and December 31, 2022, respectively	165	158
Additional paid-in capital	893,471	889,579
Accumulated other comprehensive income (loss)	(520,627)	4,367
Accumulated earnings (deficit)	149,785	(123,463)
Tingo Group, Inc. stockholders' equity	522,797	770,644
Non-controlling interest	826	2,355
Total stockholders' equity	523,623	772,999
Total liabilities, temporary equity and stockholders' equity	\$ 1,685,188	\$ 1,682,358

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

7

TINGO GROUP, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(USD In Thousands, Except Share and Earnings Per Share Data)

	<u>For the</u> <u>six months ended</u> <u>June 30,</u>		<u>For the</u> <u>three months ended</u> <u>June 30,</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Revenues	\$ 1,828,414	\$ 21,521	\$ 977,169	\$ 11,958
Cost of revenues	1,095,544	18,183	631,153	9,885
Gross profit	732,870	3,338	346,016	2,073

Operating expenses:				
Research and development	696	941	333	346
Selling and marketing	174,207	3,552	89,139	1,035
General and administrative	53,043	20,991	23,416	13,665
Amortization of intangible assets	23,763	1,594	12,644	797
Loss from deconsolidation of subsidiaries	3,333	-	3,333	-
Impairment of long-term assets and goodwill	35,438	-	35,438	-
Total operating expenses	<u>290,480</u>	<u>27,078</u>	<u>164,303</u>	<u>15,843</u>
Profit (loss) from operations	442,390	(23,740)	181,713	(13,770)
Other income (loss), net	(363)	838	(788)	683
Financial income (expenses), net	(21,377)	(1,089)	(22,821)	(1,167)
Profit (loss) before provision for income taxes	420,650	(23,991)	158,104	(14,254)
Income tax expenses (benefit)	147,695	(1,081)	61,781	(5)
Net profit (loss) after provision for income taxes	272,955	(22,910)	96,323	(14,249)
Loss from equity investment	(420)	(371)	(212)	(187)
Net profit (loss)	<u>272,535</u>	<u>(23,281)</u>	<u>96,111</u>	<u>(14,436)</u>
Net loss attributable to non-controlling interests	<u>(713)</u>	<u>(258)</u>	<u>(397)</u>	<u>(99)</u>
Net profit (loss) attributable to Tingo Group, Inc.	\$ 273,248	\$ (23,023)	\$ 96,508	\$ (14,337)
Profit (loss) per share attributable to Tingo Group, Inc.:				
Basic profit (loss) per share	\$ 1.68	\$ (0.18)	\$ 0.59	\$ (0.11)
Diluted profit (loss) per share	\$ 0.52	\$ (0.18)	\$ 0.18	\$ (0.11)
Weighted average common shares outstanding:				
Basic	162,764,178	124,455,921	164,199,357	126,431,864
Diluted	<u>525,786,518</u>	<u>124,455,921</u>	<u>527,222,097</u>	<u>126,431,864</u>

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

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 is 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.

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.

<i>Dollars in Thousands</i>	For the Three months ended June 30,	
	2023	2022
Net profit (loss) attributable to Tingo Group, Inc.	\$ 96,508	\$ (14,337)
Adjusted for:		
Net loss attributable to non-controlling stockholders	(397)	(99)
Loss from equity investment	212	187
Income tax expenses (benefit)	61,781	(5)
Financial expenses, net	22,821	1,167
Depreciation and amortization	102,202	838
Total EBITDA attributable to Tingo Group, Inc.	<u>\$ 283,127</u>	<u>\$ (12,249)</u>
	For the Six months ended June 30,	

Dollars in Thousands

	<u>2023</u>	<u>2022</u>
Net profit (loss) attributable to Tingo Group, Inc.	\$ 273,248	\$ (23,023)
Adjusted for:		
Net loss attributable to non-controlling stockholders	(713)	(258)
Loss from equity investment	420	371
Income tax expenses (benefit)	147,695	(1,081)
Financial expenses, net	21,377	1,089
Depreciation and amortization	213,257	1,709
Total EBITDA attributable to Tingo Group, Inc.	<u>\$ 655,284</u>	<u>\$ (21,193)</u>



A Diverse Fintech & Agri-Fintech Group

Making a Difference Delivering
Financial Inclusion and Food Security

Q2 2023 Financial Results Conference
Call

August 10, 2023



Second Quarter 2023 Financial Results Conference Call

Forward Looking Statements



Cautionary Note Regarding Forward-Looking Statements

Certain statements made herein contain, and certain oral statements made by representatives of Tingo Group, Inc. ("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," "budget," "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. These forward-looking statements include, without limitation, Tingo Group's expectations with respect to future performance.

The statements contained in this presentation 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 Nasdaq; (2) the risk that the integration of the businesses of Tingo Mobile Limited ("Tingo Mobile"), Tingo Group and their affiliated companies with the historical business of Tingo Group disrupts the current plans and operations of Tingo Group; (3) the ability to recognize the anticipated benefits of the acquisitions of Tingo Mobile, Tingo Foods Plc ("Tingo Foods") and their 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; and (6) 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 Securities and Exchange Commission ("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.

This presentation contains a discussion of EBITDA, a non-GAAP measure. This measure as calculated by Tingo Group and as presented in this document may differ materially from similarly titled measures reported by other companies due to differences in the way these measures are calculated. Non-GAAP measures have important limitations as analytical tools and should not be considered in isolation from, or as a substitute for an analysis of, Tingo Group's operating results as reported under U.S. GAAP. A reconciliation of non-GAAP measures to GAAP financial measures is included elsewhere in this presentation.



Agenda

- Introduction and Recent Developments
- Product Timelines, Updates and Partnerships
- Financial Results
- Closing Summary and Q&A

Darren Mercer & Dozy Mmobuosi
Darren Mercer & Dozy Mmobuosi
Kevin Chen
Darren Mercer



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

ALBERT E SHARP



Dozy Mmobuosi
Tingo Mobile & Tingo Foods
Founder

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



Kevin Chen
Group CFO

- Former CFO & Board Director at China Rapid Finance (NYSE:XRF)
- Audit Manager at Ernst & Young
- MBA, Kellogg School of Management at Northwestern
- AICPA, CMA



Corporate Overview

Following completion of the 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**, currently in beta version, provides payment services and an e-wallet in partnership with Visa, together with a range of value-added services to customers, and merchant services to businesses
- **MICT insurance and financial services fintech verticals** have focused on Southeast Asia to date; currently being restructured and repositioned to best support the Tingo businesses
- Tingo Group has significant opportunities to expand internationally

Timeline



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

2020



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

Nov 30, 2022



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

Feb 9, 2023



Key Highlights¹

\$977.2M

Q2 2023
Revenue

\$346.0M

Q2 2023
Gross Profit

\$181.7M

Q2 2023
Operating Income

\$283.1M

Q2 2023
EBITDA²

\$996.1M

Q2 Investment in mobile phones for new customers and inventory payments for Tingo Foods and Tingo DMCC

\$348.0M

Tingo DMCC Q2 revenues from export trades in first two months of trading

(1) Pro Forma Financial Information is estimated based on unaudited management accounts
 (2) See EBITDA reconciliation on page 16. 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



Our Mission



Group Mission

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



Acquisition and Recent Developments

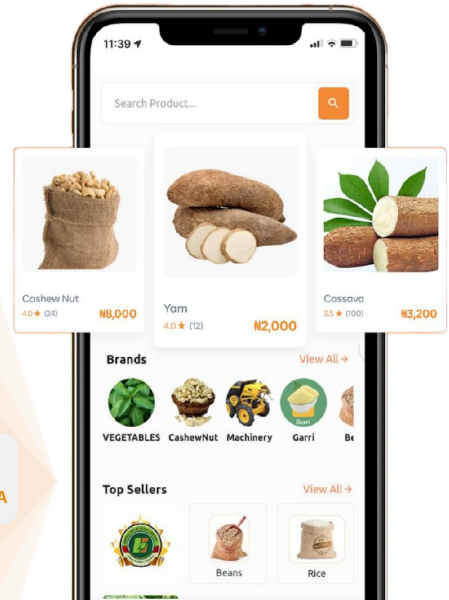
- November 30, 2022 – Completed the acquisition of 100% of Tingo Mobile, following: (i) the completion of extensive due diligence by world class advisors: including Big 4 accounting firm, No.1 U.S. law firm in Africa, and others; and (ii) the negotiation of improved terms for MICT shareholders
- Fourth Quarter of 2022 – Commenced geographical expansion of Tingo Mobile to Ghana, Malawi/East Africa and Dubai/Middle East
- December 2022 – Launched Tingo DMCC commodities trading platform & export business
- December 2022 – Launched beta version of TingoPay Super App and Visa Partnership, to field-test and further develop
- February 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
- May 30, 2023 – Commenced commodity export trades through Tingo DMCC, with the aim of fully dollarizing the Company's group earnings
- August 31, 2023 – Announced commencement of quarterly dividends



Agri Fintech Growth Strategy

Replicating our Proven Model - Tingo Mobile and Nwassa Marketplace

- October 2022 – Signed All Farmers Association of Nigeria (AFAN) trade partnership – with commitment to triple farmer numbers from 9.3M to ~30.0M
- November 2022 – Expanded into Ghana, signing Kingdom of Ashanti trade partnership with commitment to enroll a minimum of 2.0M new farmers and a target of 4.0M
- December 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
- Progressing testing on forthcoming Nwassa web platform and App to complement existing USSD GSM transaction platform



>12.0M

Tingo Mobile active customers at June 30, 2023

6.0M

Mobile Phones Ordered for distribution to new customers in H2 2023

~30.0M

Expected number of Tingo Mobile customers by Dec 2023



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 \$983.7 million of revenue in the first 5 months since acquisition in February 2023
- Delivered operating profit of \$203.8 million in the first 5 month since acquisition
- Expanded product range to seven product categories in second quarter of 2023, with others in development
- Set to multiply capacity and revenue with new state-of-the-art \$1.6 billion food processing facility in Delta State of Nigeria
- Phase 1 of food processing facility is scheduled to open by mid-2024
- Africa's farmers and agricultural sector to benefit from substantial expansion of the Continent's own processing capabilities – increasing crop demand, reducing post-harvest losses, delivering better prices to farmers and generating financial upliftment



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

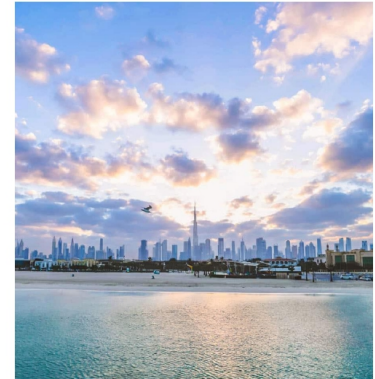


Tingo DMCC - Agri Commodity Platform

In Partnership with the Dubai Multi Commodities Centre (DMCC)

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

- Commenced first exports transactions on May 30, 2023, delivering \$348 million of revenues in second quarter of 2023
- Exclusive agreement with Prime Commodity Exchange (PCX) and All Farmers Association of Nigeria (AFAN), secures considerable produce supply, nationwide warehousing facilities and enhanced commodity trading opportunities
- Export business expected to dollarize Company's group earnings, and at the same time give Tingo Mobile's farmers and Tingo Foods direct access to international markets
- Tingo DMCC 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 milled rice, noodles, pasta, cooking oils, coffee, tea and chocolate
- Has access to multi-billion dollars per annum of produce for export, through the c.60M farmers of Nigeria, to be followed by Ghana, Malawi and other territories



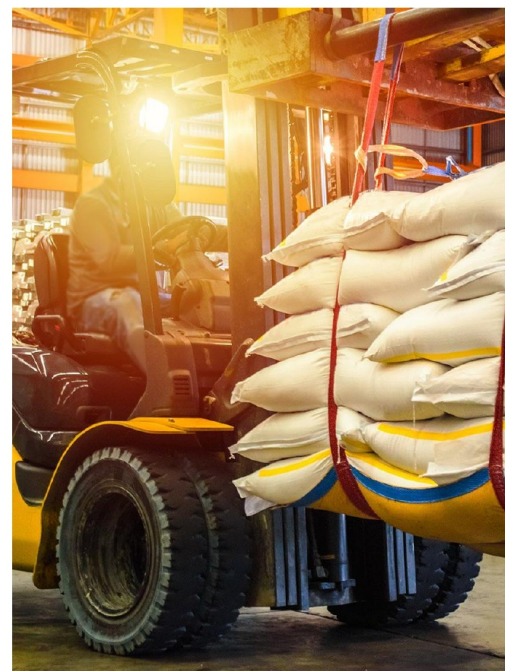
9



Prime Commodity Exchange & AFAN

Produce Supply, Warehousing and Commodity Exchange Agreement

- 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



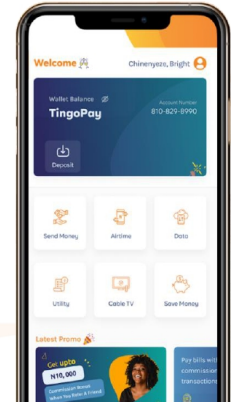
Visa payment services and digital Visa card embedded within the TingoPay SuperApp.



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



- Testing and further development of beta version of TingoPay is continuing, with addition of new functions. Full launch scheduled for third quarter of 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

Ecosystem





Environmental, Social & Governance



- Fostering digital and financial inclusion through technology platforms – driving the social and economic upliftment of customers
- Meaningfully improving global food supply and tackling the world's food security crisis by empowering the farmer - increasing crop yields; reducing post harvest losses; improving access to markets, and; delivering fairer prices
- Delivering significant environmental benefits – reducing crop wastage; improving farming and food production efficiency; promoting sustainable farming techniques; reducing freight miles
- Adopting a mature ESG framework underpinned and guided by the United Nations' Sustainable Development Goals

13



Financial Results Highlights

- Net revenues for the second quarter of 2023 were \$977.2 million, compared to \$12.0 million for the second quarter of 2022. The increase of 8,072%, was mainly attributed to the acquisitions of Tingo Mobile and Tingo Foods, which closed on December 1, 2022 and February 9, 2023 respectively, and the commencement of Tingo DMCC's export trades in May 2023.
- Gross profit for the second quarter of 2023 was \$346.0 million, compared to gross profit of \$2.1 million for the second quarter 2022, which was attributable to the acquisitions of Tingo Mobile and Tingo Foods and the commencement Tingo DMCC's export trades in May 2023.
- Operating profit of Tingo Group for the second quarter of 2023 was \$181.7 million, compared to a loss of \$13.8 million for the second quarter of 2022.
- EBITDA¹ for the second quarter of 2023 was \$283.1 million, compared to a EBITDA¹ loss of \$12.2 million for the second quarter of 2022.
- Tingo Foods revenues for the period from its date of acquisition on February 9, 2023, to June 30, 2023, were \$983.7 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 five-month period from its date of acquisition to June 30, 2023, was \$203.8 million, as compared to \$50.7 million for the approximate four-month period from its inception to December 31, 2022
- Group cash balances as of June 30, 2023, having invested nearly \$1 billion into the growth of the businesses during the quarter, amounted to \$53.2 million, compared to \$500.3 million as of December 31, 2022.
- On August 31, 2023, Tingo Group announced the commencement of a quarterly dividend payment

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



Financial Highlights

Income Statement

\$ in Millions	Six Months Ended June 30,		Three Months Ended June 30,	
	2023	2022	2023	2022
Revenue	\$1,828.4	\$21.5	\$977.2	12.0
Gross Profit	732.9	3.3	346.0	2.1
Operating Income / (Loss)	442.4	(23.7)	181.7	(13.8)
EBITDA ¹	655.3	(21.2)	283.1	(12.2)
Net Income / (Loss) Before Tax	420.7	(24.0)	158.1	(14.3)
Net Income / (Loss)	273.2	(23.0)	96.5	(14.3)

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

On August 31, 2023, the Company announced the commencement of quarterly dividends

15



Financial Highlights – EBITDA Reconciliation

\$ in Millions	Six Months Ended June 30		Three Months Ended June 30	
	2023	2022	2023	2022
GAAP Operating Income / (Loss)	\$442.4	\$(23.7)	\$181.7	\$(13.8)
Other income	(0.4)	0.8	(0.8)	0.7
Depreciation and amortization	213.3	1.7	102.2	0.8
Total Non-GAAP EBITDA	655.3	(21.2)	283.1	(12.2)

16



Cash Utilization

The Company utilized its substantial cash balances to invest heavily in the growth of the business of Tingo Mobile, Tingo Foods and Tingo DMCC

\$ in Millions	Quarter ended
	June 30, 2023
Upfront payment of \$434.2 million on the purchase of 6 million handsets for new AFAN customers	\$434.2
Prepayment to AFAN for produce for Tingo Foods and settlement of their brought forward payables	336.1
Self-funding stock purchases for Tingo DMCC's export sales, the revenues for which are scheduled to be received during the third quarter	225.8
Tax Payments for Tingo Mobile for FY2022	174.0
Total of Notable Payments	1,170.1
Cash Balance at June 30, 2023 ¹	53.2

¹ The U.S. Dollar conversion of the Company's Naira cash balances was materially adversely impacted by the devaluation of Nigeria's currency in June 2023 (a devaluation 66.4%)

17



Balance Sheet Highlights

\$ in Millions	As of	
	June 30, 2023	Dec 31, 2022
Cash and cash equivalents	\$53.2	\$500.3
Total current assets	582.2	531.2
Total assets	1,685.2	1,682.4
Total current liabilities	290.5	265.4
Total long-term liabilities	318.1	90.9
Convertible Preferred Stock	553.0	553.0
Total stockholders' equity	523.6	773.0

18



Income Statement

	For the six months ended June 30,		For the three months ended June 30,	
	2023	2022	2023	2022
Revenues	\$ 1,828,414	\$ 21,521	\$ 977,169	\$ 11,958
Cost of revenues	1,095,544	18,183	631,153	9,885
Gross profit	732,870	3,338	346,016	2,073
Operating expenses:				
Research and development	696	941	333	346
Selling and marketing	174,207	3,552	89,139	1,035
General and administrative	53,043	20,991	23,416	13,665
Amortization of intangible assets	23,763	1,594	12,644	797
Loss from deconsolidation of subsidiaries	3,333	-	3,333	-
Impairment of long-term assets	35,438	-	35,438	-
Total operating expenses	290,480	27,078	164,303	15,843
Profit (loss) from operations	442,390	(23,740)	181,713	(13,770)
Other income (loss), net	(363)	838	(788)	683
Financial income (expenses), net	(21,377)	(1,089)	(22,821)	(1,167)
Profit (loss) before provision for income taxes	420,650	(23,991)	158,104	(14,254)
Income tax expenses (benefit)	147,695	(1,081)	61,781	(5)
Net profit (loss) after provision for income taxes	272,955	(22,910)	96,323	(14,249)
Loss from equity investment	(420)	(371)	(212)	(187)
Net profit (loss)	272,535	(23,281)	96,111	(14,436)
Net loss attributable to non-controlling interests	(713)	(258)	(397)	(99)
Net profit (loss) attributable to Tingo Group, Inc.	\$ 273,248	\$ (23,023)	\$ 96,508	\$ (14,337)
Profit (loss) per share attributable to Tingo Group, Inc.:				
Basic profit (loss) per share	1.68	(0.18)	0.59	(0.11)
Diluted profit (loss) per share	\$ 0.52	\$ (0.18)	\$ 0.18	\$ (0.11)
Weighted average common shares outstanding:				
Basic	162,764,178	124,455,921	164,199,357	126,431,864
Diluted	525,786,518	124,455,921	527,222,097	126,431,864

19

Uniquely Positioned

- Nasdaq-listed fast-growth and highly profitable company (H1 2023 revenues of \$1,828.4M and EBITDA¹ of \$655.3M)
- Strong balance sheet and cash generation from operations
- Announced commencement of quarterly dividends
- 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
- Vast potential for food processing and export businesses
- Increasing world food supply; addressing food shortage and food security crises, and a benefactor of food price inflation
- Visa x Tingo partnership and TingoPay SuperApp set to expand Tingo into new B2C and B2B markets
- Proven proprietary fintech platforms, replicable in new geographical markets and new sectors
- Prodigious addressable global market
- Significant ESG impact

¹ See EBITDA reconciliation at Page 16. EBITDA is considered a non-GAAP measure of financial performance.



20



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Q&A

A Global Fintech & Agri-Fintech Group

Making a Difference Delivering Financial
Inclusion and Food Security