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

FORM 10-K

[X] **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2017

or

[ ] **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File No. 001-38392

BLINK CHARGING CO.
(Exact name of registrant as specified in its charter)

Nevada	**03-0608147**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3284 N 29th Court Hollywood, Florida	**33020-1320**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(305) 521-0200**

Securities registered under Section 12(b) of the Exchange Act:

Title of each class:	Name of each exchange on which registered:
Common Stock, par value $0.001 per share	**The NASDAQ Stock Market LLC**
Common Stock Purchase Warrants (Expiring February 16, 2023)	**The NASDAQ Stock Market LLC**

Securities registered under Section 12(g) of the Exchange Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [ ] No [X]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference Part III of this Form 10-K or any amendment to this Form 10-K. [X]

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

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer (Do not check if a smaller reporting company)	[ ]	Smaller reporting company	[X]
		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. [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes [ ] No [X]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates (965,475 shares) computed by reference to the price at which the common equity was last sold ($8.50) as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2017): $8,206,534.

As of April 16, 2018, the registrant had 19,265,471 shares of common stock issued and outstanding.

Documents Incorporated by Reference: None.

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FORWARD-LOOKING STATEMENTS

This Report on Form 10-K (this "Report") contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1934, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that involve substantial risks and uncertainties. Forward-looking statements present our current expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historical or current facts. Forward-looking statements involve risks and uncertainties and include statements regarding, among other things, our projected revenue growth and profitability, our growth strategies and opportunity, anticipated trends in our market and our anticipated needs for working capital. They are generally identifiable by use of the words "may," "will," "should," "anticipate," "estimate," "plans," "potential," "projects," "continuing," "ongoing," "expects," "management believes," "we believe," "we intend" or the negative of these words or other variations on these words or comparable terminology.

Forward-looking statements include, without limitation, statements about our market opportunities, our business and growth strategies, our projected revenue and expense levels, possible future consolidated results of operations, the adequacy of our available cash resources, our financing plans, our competitive position and the effects of competition and the projected growth of the industries in which we operate, as well as the following statements:

- according to UBS Evidence Lab, almost one in every sixth car sold in the world will be electric by 2025, global sales of electric vehicles should hit 16.5 million and make up 16% of all car sales by then.
- that the EV charger industry as a whole is undercapitalized to deliver the full potential of the expected EV market growth in the near future;
- that we expect to retain our leadership position with new capital;
- that we do not anticipate paying any cash dividends on our common stock, par value $0.001 per share (the "Common Stock");
- that we anticipate continuing to expand our revenues by selling our next generation of EV charging equipment, expanding Blink owned and operated charging equipment, expanding our sales channels, and implementing EV charging station occupancy fees (fees for remaining connected to the charging station beyond an allotted grace period after charging is completed), subscription plans for our Blink-owned public charging locations, and advertising fees;
- that we are unique in our ability to offer various business models to Property Partners and leverage our technology to meet the needs of both Property Partners and EV drivers;
- important factors that could cause actual results to differ materially from the results and events anticipated or implied by such forward-looking statements include, but are not limited to:
- changes in the market acceptance of our products and services;
- increased levels of competition;
- changes in political, economic or regulatory conditions generally and in the markets in which we operate;
- our relationships with our key customers;
- adverse conditions in the industries in which our customers operate;
- our ability to retain and attract senior management and other key employees;
- our ability to quickly and effectively respond to new technological developments;
- our ability to protect our trade secrets or other proprietary rights, operate without infringing upon the proprietary rights of others and prevent others from infringing on our proprietary rights; and
- other risks, including those described in the "Risk Factors" discussion of this Report.

We operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for us to predict all of those risks, nor can we assess the impact of all of those risks on our business or the extent to which any factor may cause actual results to differ materially from those contained in any forward-looking statement. The forward-looking statements in this Report are based on assumptions management believes are reasonable. However, due to the uncertainties associated with forward-looking statements, you should not place undue reliance on any forward-looking statements. Further, forward-looking statements speak only as of the date they are made, and unless required by law, we expressly disclaim any obligation or undertaking to publicly update any of them in light of new information, future events, or otherwise.

Certain of the market data and other statistical information contained in this Report are based on information from independent industry organizations and other third-party sources, including industry publications, surveys and forecasts. Some market data and statistical information contained in this Report are also based on management's estimates and calculations, which are derived from our review and interpretation of the independent sources listed above, our internal research and our knowledge of the EV industry. While we believe such information is reliable, we have not independently verified any third-party information and our internal data has not been verified by any independent source.

From time to time, forward-looking statements also are included in our other periodic reports on Forms 10-Q and 8-K, in our press releases, in our presentations, on our website and in other materials released to the public. Any or all of the forward-looking statements included in this Report and in any other reports or public statements made by us are not guarantees of future performance and may turn out to be inaccurate. These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Report. All subsequent written and oral forward-looking statements concerning other matters addressed in this Report and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Report.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

For discussion of factors that we believe could cause our actual results to differ materially from expected and historical results see "Item 1A — Risk Factors" below.

In this Report, unless otherwise indicated or the context otherwise requires, "Blink", the "Company", "we", "us" or "our" refer to Blink Charging Co., a Nevada corporation, and its subsidiaries.

The mark "Blink" is our registered trademark in the U.S., and, in the name of Ecotality, Inc. (whose assets we acquired in October 2013), in Australia, China, Hong Kong, Indonesia, Japan, South Korea, Malaysia, Mexico, New Zealand, Philippines, South Africa, Singapore, Switzerland, Taiwan, and is a trademark registered in the European Union under the Madrid Protocol. We have registered other trademarks and also use certain trademarks, trade names, and logos that have not been registered. We claim common law rights to these unregistered trademarks, trade names and logos.

A 1:50 reverse stock split of the Common Stock (the "Reverse Stock Split") was effected on August 29, 2017. The number of authorized shares remains unchanged. All share and per share information in this Annual Report on Form 10-K have been retroactively adjusted for all periods presented, unless otherwise indicated, to give effect to the Reverse Stock Split, including the financial statements and notes thereto.

PART I

ITEM 1. BUSINESS

Overview

We are a leading owner, operator, and provider of electric vehicle ("EV") charging equipment and networked EV charging services. We offer both residential and commercial EV charging equipment, enabling EV drivers to easily recharge at various location types.

Our principal line of products and services is our Blink EV charging network (the "Blink Network") and EV charging equipment (also known as electric vehicle supply equipment (or EVSE)) and EV related services. Our Blink Network is proprietary cloud-based software that operates, maintains, and tracks all of the Blink EV charging stations and the associated charging data. The Blink Network provides property owners, managers, and parking companies, who we refer to as our Property Partners, with cloud-based services that enable the remote monitoring and management of EV charging stations, payment processing, and provides EV drivers with vital station information including station location, availability, and applicable fees.

We offer our Property Partners with a flexible range of business models for EV charging equipment and services. In our comprehensive and turnkey business model, we own and operate the EV charging equipment, manage the installation, maintenance, and related services; and share a portion of the EV charging revenue with the property owner. Alternatively, Property Partners may share in the equipment and installation expenses, with us operating and managing the EV charging stations and providing connectivity to the Blink Network. For Property Partners interested in purchasing and owning EV charging stations, that they manage, we can also provide EV charging hardware, site recommendations, connectivity to the Blink Network, and service and maintenance services.

We have strategic partnerships across numerous transit/destination locations, including airports, auto dealers, healthcare/medical, hotels, mixed-use, municipal locations, multifamily residential and condos, parks and recreation areas, parking lots, religious institutions, restaurants, retailers, schools and universities, stadiums, supermarkets, transportation hubs, and workplace locations. As of March 20, 2018, we have approximately 14,165 charging stations deployed of which 4,690 are Level 2 commercial charging units, 113 DC Fast Charging EV chargers and 1,976 residential charging units in service on the Blink Network. Additionally, we currently have approximately 436 Level 2 commercial charging units on other networks and there are also approximately an additional 6,950 non-networked, residential Blink EV charging stations. The non-networked, residential Blink EV charging stations are all partner owned.

On February 16, 2018, we closed our underwritten public offering (the "Public Offering") of an aggregate 4,353,000 shares of our common stock and warrants to purchase 8,706,000 shares of common stock at a combined public offering price of $4.25 per unit comprised of one share and two warrants. The Public Offering resulted in approximately $18.5 million of gross proceeds, less underwriting discounts and commissions and other offering expenses of approximately $4.4 million, a portion of which is included within deferred public offering costs on the balance sheet as of December 31, 2017, for aggregate net proceeds of approximately $14.1 million. The common stock and warrants were approved to list on the Nasdaq Capital Market under the symbols BLNK and BLNKW, respectively, and began trading on February 14, 2018.

Each warrant is exercisable for five years from issuance and has an exercise price equal to $4.25 per share. We granted the Public Offering's underwriters a 45-day option to purchase up to an additional 652,950 shares of common stock and/or warrants to purchase 1,305,900 shares of common stock to cover over-allotments, if any. In connection with the closing of the Public Offering, the underwriters have partially exercised their over-allotment option and purchased an additional 406,956 warrants.

Industry Overview

We believe that the market for plug-in electric vehicles has experienced significant growth in recent years in response to consumer demand for vehicles with greater fuel efficiency, greater performance, and with lower environmental emissions. We believe that the demand for EVs has also been spurred in part by federal and state fuel economy standards and other state and local incentives and rebates for EVs. For example, the states of California, Oregon, New York, Maryland, Massachusetts and others have created mandates for EVs with the goal of 3.3 million EVs on the road by 2025. At the same time, oil and gas prices continue to experience spikes and fluctuations, while at the same time the cost of battery technology continues to fall as the battery industry achieves scale. In response, major automotive OEMs have accelerated the adoption of EV models, with more than 25 EV models currently available from Tesla, Nissan, Kia, GM, Ford, Fiat, BMW, Mercedes, Audi, Volkswagen, Toyota, Mitsubishi, Land Rover, Porsche, and many others. According to the Electric Drive Transportation Association, sales of plug-in vehicles since introduction to the market in 2010 is over 500,000 and according to a third-party researcher, sales are expected to grow by a factor of 12 to 2.5 million in 2025.

However, we believe that a major impediment to EV adoption has been the lack of EV charging infrastructure, and that a viable model for continued deployment of EV charging infrastructure continues to evolve. Examples of federal programs designed to stimulate development of EV charging infrastructure includes the recent White House announcement of, among other things, programs to release up to $4.5 billion in loan guarantees and invite applications to support the deployment of commercial EV charging facilities, and the launching of the Fixing America's Surface Transportation (FAST) Act process to identify and develop corridors for zero emission and alternative fuel vehicles, which will include a network of EV fast charging stations.

According to Navigant Research, the global market for electric vehicle supply equipment (EVSE) is expected to grow from 505,000 units in 2016 to 2.5 million in 2025. Major utility companies are also working to upgrade their grid infrastructure in order to prepare for mass consumption of electricity by electric vehicles.

While many believe that the majority of EV charging occurs at home, we believe the need for a robust, pervasive public EV charging infrastructure is required to eliminate range anxiety (that is, a worried feeling while driving an electric car caused by the driver thinking they might run out of power before reaching their destination). In addition to providing strategic, public charging stations, we believe that it is necessary to provide EV charging solutions to those drivers that do not live in single-family homes, but share parking facilities, including multifamily residential apartment buildings and condominiums. While there are a few, leading competitors and various, smaller EV charging equipment or service providers that have emerged in the market, we believe their products and services are limited. Typically, these companies offer EV charging equipment, an EV charging network, or EV charging services with third party equipment.

Our EV Charging Solutions

We offer a broad range of EV charging products and services to property partners and EV drivers.

EV Charging Products

- *Level 2*. We offer Level 2 (AC) EV charging equipment, which is ideal for commercial and residential use, and has the standard J1772 connector, which is compatible with all major auto manufacturer electric vehicle models. Our commercial equipment is available in pedestal or wall mount configurations, with the ability to connect to our robust Blink Network. Our non-networked residential product, Blink HQ, is available in a wall-mount configuration and offers a delay start feature that allows users to optimize charging by utility rates. Level 2 charging stations typically provide a full charge in two to eight hours. Level 2 chargers are ideally suited for low-cost installations and frequently used parking locations, such as workplace, multifamily residential, retail and mixed-use, parking garages, municipalities, colleges/schools, hospitals, and airports.

- *DCFC*. Our DC Fast Charging equipment ("DCFC") currently has the CHAdeMo connector, which is compatible with Nissan, Kia, and Tesla electric vehicle models (additional models may be potentially available in the future), and typically provides an 80% charge in less than 30 minutes. Installation of DCFC stations and grid requirements are typically greater than Level 2 charging stations, and are ideally suited for transportation hubs and locations between travel destinations.

We intend to enhance our current equipment offerings by developing and offering new generations of EV charging equipment in the second half of 2018. Blink's next generation of EV charging equipment, which we anticipate will be manufactured by Liteon, offers a modern, stylish appearance, the versatility of both wall and pedestal configurations, and peer-to-peer architecture, which provides the ability to support a single primary charger and multiple secondary chargers. Additionally, the next generation of our EV charging hardware is intended to considerably reduce the current standard charging times within the industry and add new robust Blink Network features, including near-field communication (NFC) payment capabilities.

EV Charging Services

- *Blink Network*. Our proprietary, cloud-based Blink Network allows us to share convenient and advantageous station management features and pertinent data with Property Partners and EV drivers through user interfaces. These features include real-time station status, payment processing, detailed charging session information, monitoring and troubleshooting stations remotely, as well as standard and customized reporting capabilities on, among others, energy dispensed, greenhouse gases reduced, oil barrels saved, and gallons of fuel saved.

- *Blink Mobile application*. Our proprietary mobile application, available for iOS and Android, provides EV drivers with vital station information, including the ability to locate EV charging stations on the Blink Network, view real-time station status information, pay and initiate EV charging sessions, become a Blink member, and manage their Blink account (billing information, radio frequency identification cards, text messaging, and email notifications).

We believe that we are unique in our ability to provide various business models to property partners and leverage our technology to meet the needs of both property partners and EV drivers. Our property partner business model options include:

1. Host Owned: The Property Partner purchases our EV charging equipment for use by EV drivers and pays for connectivity to the Blink Network as well as payment transaction fees.

2. Blink Owned: We provide EV charging equipment, which we own and maintain, and operate the EV charging services through our Blink Network and share a portion of the revenues generated from the stations with our Property Partner.

3. Hybrid: We also offer customized business models that meet individual Property Partner needs and combines features from the aforementioned business models.

Competitive Advantages/Operational Strengths

Early Mover Advantage: We continue to leverage our large and defendable first mover advantage and the digital customer experience we have created for both drivers and Property Partners. We have more than 114,000 drivers currently registered with Blink that appreciate the value of EV charging sessions on a leading, established, and robust network. We have thousands of Blink chargers deployed across the United States and the goal is to keep our Property Partners on one consistent network when expanding on any given property.

Long-Term Contracts with Property Owners: We have strategic and often long term agreements with location exclusivity for Property Partners across numerous transit/destination locations, including airports, car dealers, healthcare/medical, hotels, mixed-use, municipal locations, multifamily residential and condo, parks and recreation areas, parking lots, religious institutions, restaurants, retailers, schools and universities, stadiums, supermarkets, transportation hubs, and workplace locations. We have hundreds of Property Partners that include well-recognized companies, large municipalities, and local businesses. Some examples are Caltrans, Carl's Jr., City of Azusa, City of Chula Vista, City of Springfield, City of Tucson, Cracker Barrel, Federal Realty, Fred Meyer Stores, Inc., Fry's Food & Drug, Inc., Garage Management Company, Icon Parking, IKEA, iPark, JBG Associates, Kohls, Kroger Company, LAZ Parking, Macy's, McDonald's, Ralphs Grocery Company, Sears, Simon Properties, and SP+ Parking. We continue to establish new contracts with Property Partners that previously secured our services independently, or had contracts with the EV service providers that we acquired, including ECOtality, the former owner of the Blink related assets.

Flexible Business Model*:* We are able to offer and sell both EV charging equipment as well as access to our robust, cloud-based EV charging software, which we refer to as the Blink Network. We believe that we have an advantage in our ability to provide various business models to Property Partners and leverage our technology to meet the needs of both Property Partners and EV drivers.

Ownership and Control of EV Charging Stations and Services*:* We own a large percentage of our stations, which is a significant differentiation between us and some of our primary competitors. This ownership model allows us to control the settings and pricing for our EV charging services, service the equipment as necessary, and have greater brand management and price uniformity.

Experience with Products and Services of Other EV Charging Service Providers. From our early days and through our acquisitions, we have had the experience of owning and operating EV charging equipment provided by other EV charging service providers, including General Electric, ChargePoint, and SemaConnect. This experience has provided us with the working knowledge of the benefits and drawbacks of other equipment manufacturers and their applicable EV charging networks.

Our Strategy

Our objective is to continue to be a leading provider of EV charging solutions by deploying mass scale EV charging infrastructure, and by doing so, enable the accelerated growth of EV adoption and the EV industry. Key elements of our strategy include:

- *Relentless Focus on Customer Satisfaction*. Increase overall customer satisfaction with new and existing Property Partners and EV drivers by upgrading and expanding the EV charging footprint throughout high demand, high density geographic areas. In addition, improve productivity and utilization of existing EV charging stations, as well as to continue to enhance the valuable features of our EV charging station hardware and the Blink Network.

- *Leverage Our Early Mover Advantage.* We continue to leverage our large and defendable first mover advantage and the digital customer experience we have created for both drivers and Property Partners. We believe that there are tens of thousands of Blink driver registrants that appreciate the value of transacting charging sessions on a leading, established, and robust network experience. We have thousands of Blink chargers deployed across the United States and the tendency, among users, is to stay within one consistent network for expansion on any given property.

- *Expand Sales and Marketing Resources.* Our intention is to invest in sales and marketing infrastructure to capitalize on the growth in the market as well as to expand our go-to-market strategy. Today, we use a direct sales force and intend to continue to expand our efforts as well as invest in a wholesale channel go-to-market strategy that may include wholesale electrical distributors, independent sales agents, utilities, solar distributors, contractors, automotive manufacturers, and auto dealers.

- *Continue to Invest in Technology Innovation*. We will continue to enhance the product offerings available in our EV charging hardware, cloud-based software, and networking capability. This includes the design and launch of our next generation of EV charging solutions, including accelerating the charge currents currently available in EV charging hardware and new, robust Blink Network features in order to distance ourselves from the competition. Our key service solutions allow us to remain technology agnostic, and if market conditions shift, we have the option to leverage pure play hardware providers to augment our products.

- *Properly Capitalize Our Business*. We continue to pursue and welcome new potential capital sources to deliver on key operational objectives and the necessary resources to execute our overall strategy. The EV charger industry as a whole is undercapitalized to deliver the full potential of the expected EV market growth in the near future. We expect to retain our leadership position with new capital.

Sales

We currently maintain an in-house field sales force that maintains business relationships with our Property Partners and develops new sales opportunities through lead generation and marketing. We also sell our EV charging hardware, software services (connectivity to Blink Network), and service plans through reseller partners, which then sell these products and services to property representatives and/or hosts.

Marketing is performed by our in-house staff. To promote and sell our services to property owners and managers, parking companies, and EV drivers, we also utilize marketing and communication channels including press releases, email marketing, website (www.blinkcharging.com), Google AdWords, and social media. The information on our websites is not, and will not be deemed, a part of this Annual Report on Form 10-K or incorporated into any other filings we make with the SEC.

We continue to invest in the improvement of the service and maintenance of our Company-owned stations, as well as those stations with a service and maintenance plans, and expanding our cloud-based network capabilities. We anticipate continuing to expand our revenues by selling our next generation of EV charging equipment to current as well as new Property Partners, which includes airports, auto dealers, healthcare/medical, hotels, mixed-use, municipal locations, multifamily residential and condos, parks and recreation areas, parking lots, religious institutions, restaurants, retailers, schools and universities, stadiums, supermarkets, transportation hubs, and workplace locations, expanding our sales channels to wholesale distributors, utilities, auto original equipment manufacturers ("OEMs"), solar integrators, and dealers, which will include implementing EV charging station occupancy fees (after charging is completed, fees for remaining connected to the charging station beyond an allotted grace period), and subscription plans for EV drivers on our Blink-owned public charging locations.

Our revenues are primarily derived from fees charged to EV drivers for EV charging in public locations, EV charging hardware sales, and government grants. EV charging fees to EV drivers are based either on an hourly rate, a per kilowatt-hour ("kWh") rate, or by session, and are calculated based on a variety of factors, including associated station costs and local electricity tariffs. EV charging hardware is sold to our Property Partners such as Green Commuter, IKEA, Nashville Music Center, and Wendy's. In addition, other sources of fees from EV charging services are network fees and payment processing fees paid by our Property Partners.

Our Customers and Partners

We have strategic partnerships across numerous transit/destination locations, including airports, auto dealers, healthcare/medical, hotels, mixed-use, municipal locations, multifamily residential and condos, parks and recreation areas, parking lots, religious institutions, restaurants, retailers, schools and universities, stadiums, supermarkets, transportation hubs, and workplace locations. We have hundreds of Property Partners that include well-recognized companies, large municipalities, and local businesses. Some examples are Caltrans, City of Azusa, City of Chula Vista, City of Springfield, City of Tucson, Cracker Barrel, Federal Realty, Fred Meyer Stores, Inc., Fry's Food & Drug, Inc., IKEA, JBG Associates, LLC, Kroger Company and Ralphs Grocery Company. We continue to establish new contracts with Property Partners that previously secured our services independently, or had contracts with the EV services providers that we acquired, including ECOtality, the former owner of the Blink related assets.

Our revenues are primarily derived from EV charging hardware sales to our Property Partners, fees from public EV charging services to EV drivers, government grants, and marketing incentives. EV charging fees to EV drivers are based either on an hourly rate, a per kWh rate, or by session, and are calculated based on a variety of factors, including associated station costs and local electricity tariffs. In addition, other sources of fees from EV charging services are network fees and payment processing fees paid by our Property Partners.

We continue to invest in the improvement of the service and maintenance of our Company-owned stations, as well as those stations with a service and maintenance plans, and expanding our cloud-based network capabilities. We anticipate continuing to expand our revenues by selling our next generation of EV charging equipment, expanding our sales channels, and implementing EV charging station occupancy fees (after charging is completed, fees for remaining connected to the charging station beyond an allotted grace period), subscription plans for our Blink-owned public charging locations, and advertising fees.

Competition

The EV charging equipment and service market is highly competitive and we expect the market to become increasingly competitive as new entrants enter this growing market. Our products and services compete on the basis of product performance and features, total cost of ownership, sales capabilities, financial stability, brand recognition, product reliability and size of installed base. Our existing competition currently includes ChargePoint, which manufactures EV charging equipment and operates the ChargePoint Network; and EVgo, which offers home and public charging with pay-as-you-go and subscription models. There are other entrants into the connected EV charging station equipment market, such as General Electric, SemaCharge, EVConnect, and Greenlots. We believe these additional competitors struggle with gaining the necessary network traction but could gain momentum in the future. While Tesla does offer EV charging services, the connector type utilized currently restricts the chargers to Tesla vehicles. There are many other large and small EV charger companies that offer non-networked or "basic" chargers that have limited customer leverage, but could provide a low-cost solution for basic charger needs in commercial and home locations.

We believe we have competitive advantages over our competitors, such as our long-term contracts with property owners and managers, and our flexible business model where we are able to sell both EV charging stations as well provide access to a leading EV charging network. However, many of our current and expected future competitors have considerably greater financial and other resources than we do, and may leverage those resources to compete effectively.

Government Regulation and Incentives

State, regional, and local regulations for installation of EV charging stations vary from jurisdiction to jurisdiction and may include permitting requirements, inspection requirements, licensing of contractors, and certifications as examples. Compliance with such regulation(s) may cause installation delays.

Currently, we apply charging fees by the kWh for our services in states that permit this policy and hourly and by session for our services in states that do not permit per kWh pricing. California, Colorado, District of Columbia, Florida, Hawaii, Illinois, Maryland, Massachusetts, Minnesota, New York, Oregon, Pennsylvania, Utah, Virginia, and Washington have determined that companies that sell EV charging services to the public will not be regulated as utilities, therefore, allowing us to charge fees based on kW usage. These individual state determinations are not binding on any other regulator or jurisdiction; however, they demonstrate a trend in the way states view the industry. Other jurisdictions are in the process of adopting such reforms.

We intend to continue to vigorously seek additional grants, loans, rebates, subsidies, and incentives as a cost effective means of reducing our capital investment in the promotion, purchase, and installation of charging stations where applicable. We expect that these incentives, rebates, and tax credits will be critical to our future growth. Additionally, there are incentives that are currently offered to support electric car adoption at the federal, state, and local levels, including a $7,500 federal income tax credit, and rebates/credits in California, Colorado, Delaware, Louisiana, Massachusetts, New York, and Rhode Island.

CESQG

As a Conditionally Exempt Small Quantity Generator ("CESQG"), we generate a limited quantity of hazardous waste, mostly solvent contaminated wipes that are transported to the local solid waste facility. Scrapped electronic boards are transported to a local recycler. A CESQG of hazardous waste is a generator that:

- Produces no more than 100 kg (220lbs) of hazardous waste per month;
- Produces no more than 1 kg (2.2lbs) of acute hazardous waste per month;
- Does not accumulate more than 1000 kg(2204lbs) of hazardous waste on-site; and
- a CESQG has no time limit for accumulation.

The use of our machinery and equipment must comply with the following applicable laws and regulations, including safety and environmental regulations:

- General Safety for all employees- includes health hazard communication, emergency exit plans, electrical safety-related work practices, office safety, and hand and hand-powered tools.

- Technicians and Engineers- Only authorized persons (technicians and engineers) perform product testing and repair in the production and engineering areas of the facility. Also, including those engineers involved in field service work. Regulations include control of hazardous energy, and personal protective equipment.

- Logisticians- includes forklift operations, which are performed only by certified shipping/receiving personnel, and material handling and storage.

We are in full compliance with the environmental regulations in the General Industry category applicable to us as a CESQG.

OSHA

We are subject to the Occupational Safety and Health Act of 1970, as amended ("OSHA"). OSHA establishes certain employer responsibilities, including maintenance of a workplace free of recognized hazards likely to cause death or serious injury, compliance with standards promulgated by the Occupational Safety and Health Administration and various record keeping, disclosure and procedural requirements. Various standards, including standards for notices of hazards, safety in excavation and demolition work and the handling of asbestos, may apply to our operations. We are in full compliance with OSHA regulations.

NEMA

The National Electrical Manufacturers Association ("NEMA") is the association of electrical equipment and medical imaging manufacturers. NEMA provides a forum for the development of technical standards that are in the best interests of the industry and users, advocacy of industry policies on legislative and regulatory matters, and collection, analysis, and dissemination of industry data. All three of the Company's products comply with the NEMA standards that are applicable to such products.

CAFÉ Standards

The regulations mandated by the Corporate Average Fuel Economy ("CAFE") standards set the average new vehicle fuel economy, as weighted by sales, that a manufacturer's fleet must achieve. Although we are not a car manufacturer and are thus not directly subject to the CAFÉ standards, we believe such standards may have a material effect on our business. The Energy Independence and Security Act of 2007 raised the fuel economy standards of America's cars, light trucks, and Sport Utility Vehicles ("SUVs") to a combined average of at least 35 miles per gallon by 2020—a 10 mpg increase over 2007 levels—and required standards to be met at maximum feasible levels through 2030. Building on the success of the first phase of the National Program, the second phase of fuel economy and global warming pollution standards for light duty vehicles covers model years 2017–2025. These standards were finalized by the U.S. Environmental Protection Agency and U.S. Department of Transportation in August 2012. These new standards will reduce average global warming emissions of new passenger cars and light trucks to 163 grams per mile (g/mi) in model year 2025. This is equivalent to 54.5 miles per gallon (mpg), if the standards were met exclusively with fuel efficiency improvements. Manufacturers may choose to comply with these standards by manufacturing more EVs which will mean that more charging stations of the type we manufacture will be needed.

Intellectual Property

We rely on a combination of patent, trademark, copyright, unfair competition and trade secret laws, as well as confidentiality procedures and contractual restrictions, to establish, maintain and protect our proprietary rights. Our success depends in part upon our ability to obtain and maintain proprietary protection for our products, technology and know-how, to operate without infringing the proprietary rights of others, and to prevent others from infringing our proprietary rights.

As of April 16, 2018, we had 4 patents issued in the U.S. (in the name of Ecotality, Inc., whose assets we acquired in October 2013). These patents relate to various EV charging station designs. We intend to continue to regularly assess opportunities for seeking patent protection for those aspects of our technology, designs and methodologies that we believe provide a meaningful competitive advantage. However, our ability to do so may be limited until such time as we are able to generate cash flow from operations or otherwise raise sufficient capital to continue to invest in our intellectual property. For example, maintaining patents in the United States and other countries requires the payment of maintenance fees which, if we are unable to pay, may result in loss of our patent rights. If we are unable to do so, our ability to protect our intellectual property or prevent others from infringing our proprietary rights may be impaired.

Employees

As of April 16, 2018, we have 23 full-time and 8 part-time employees. Our full-time employees work in the following places: 9 are located at our headquarters in Hollywood, Florida, 11 full-time employees and 8 part-time employees are located in Phoenix, Arizona, 1 full-time employee is located in Los Gatos, California, 1 full-time employee located in the greater Los Angeles, California area, 1 full-time employee is located in New York, New York and 1 full-time employee is located in Portland, Oregon. None of our employees are represented by a union or covered by a collective bargaining agreement. We have not experienced any work stoppages and we consider our relationship with our employees to be good.

Other Corporate Information

Blink Charging Co., a Nevada corporation, is the parent company of Car Charging, Inc., a Delaware corporation, which serves as the main operating company and is, in turn, the parent company of several distinct wholly-owned subsidiary operating companies including, but not limited to, eCharging Stations LLC, Blink, Beam Charging LLC and EV Pass LLC. Car Charging Group, Inc. was formed in the State of Nevada on October 3, 2006, under our prior name, New Image Concepts, Inc. New Image Concepts, Inc. changed its name to Car Charging Group, Inc., on December 8, 2008. On August 17, 2017, Car Charging Group Inc. changed its name to Blink Charging Co. Car Charging, Inc. was incorporated in Delaware on September 8, 2009. We purchased the assets referred to as the Blink Network from ECOtality, Inc. on October 16, 2013. From April 22, 2013 to April 16, 2014, 350 Green was a wholly-owned subsidiary of the Company in which the Company had full control and was consolidated. Beginning on April 17, 2014, when 350 Green's assets and liabilities were transferred to a trust mortgage, 350 Green became a VIE. We determined that we were the primary beneficiary of 350 Green, and as such, 350 Green's assets, liabilities and results of operations are included in our consolidated financial statements. On May 18, 2017, each of 350 Green and Green 350 Trust Mortgage LLC filed to commence an assignment for the benefit of creditors, which results in their residual assets being controlled by an assignee in a judicial proceeding. As a result, as of May 18, 2017, 350 Green is no longer a VIE of the Company and, accordingly, 350 Green's approximately $3.7 million of liabilities were deconsolidated from the Company's financial statements.

On January 29, 2018, the Board revised the bylaws of the Company such that the quorum for a meeting of shareholders shall be the holders of thirty-three and 34/100 percent (33.34%) of the issued and outstanding shares of the Company entitled to vote at a meeting.

We maintain our principal offices at 3284 N 29th Court, Hollywood, Florida 33020. Our telephone number is (305) 521-0200. Our Silicon Valley office houses our CEO. Our website is www.blinkcharging.com; we can be contacted by email at info@BlinkCharging.com. The information on our websites is not, and will not be deemed, a part of this Annual Report or incorporated into any other filings we make with the SEC.

ITEM 1A. RISK FACTORS

In addition to other information in this Annual Report on Form 10-K and in other filings we make with the Securities and Exchange Commission, the following risk factors should be carefully considered in evaluating our business as they may have a significant impact on our business, operating results and financial condition. If any of the following risks actually occurs, our business, financial condition, results of operations and future prospects could be materially and adversely affected. Because of the following factors, as well as other variables affecting our operating results, past financial performance should not be considered as a reliable indicator of future performance and investors should not use historical trends to anticipate results or trends in future periods.

Relating to Our Business

Our Revenue Growth Depends on Consumers' Willingness to Adopt Electric Vehicles.

Our growth is highly dependent upon the adoption by consumers of electric vehicles ("EV"), and we are subject to a risk of any reduced demand for EVs. If the market for EVs does not gain broad market acceptance or develops more slowly than we expect, our business, prospects, financial condition and operating results will be harmed. The market for alternative fuel vehicles is relatively new, rapidly evolving, characterized by rapidly changing technologies, price competition, additional competitors, evolving government regulation and industry standards, frequent new vehicle announcements, long development cycles for EV original equipment manufacturers, and changing consumer demands and behaviors. Factors that may influence the purchase and use of alternative fuel vehicles, and specifically EVs, include:

- perceptions about EV quality, safety (in particular with respect to lithium-ion battery packs), design, performance and cost, especially if adverse events or accidents occur that are linked to the quality or safety of EVs;
- the limited range over which EVs may be driven on a single battery charge and concerns about running out of power while in use;
- improvements in the fuel economy of the internal combustion engine;
- consumers' desire and ability to purchase a luxury automobile or one that is perceived as exclusive;
- the environmental consciousness of consumers;
- volatility in the cost of oil and gasoline;
- consumers' perceptions of the dependency of the U.S. on oil from unstable or hostile countries and the impact of international conflicts;
- government regulations and economic incentives promoting fuel efficiency and alternate forms of energy;
- access to charging stations, standardization of EV charging systems and consumers' perceptions about convenience and cost to charge an EV; and
- the availability of tax and other governmental incentives to purchase and operate EVs or future regulation requiring increased use of nonpolluting vehicles

The influence of any of the factors described above may negatively impact the widespread consumer adoption of EVs, which would materially adversely affect our business, operating results, financial condition and prospects.

Changes to the Corporate Average Fuel Economy Standards May Impact the Electric Vehicle Market and Affect our Business and Results of Operations.

As regulatory initiatives have required an increase in the consumption of renewable transportation fuels, such as ethanol and biodiesel, consumer acceptance of electric and other alternative vehicles is increasing. To meet higher fuel efficiency and greenhouse gas emission standards for passenger vehicles, automobile manufacturers are increasingly using technologies, such as turbocharging, direct injection and higher compression ratios, that require high octane gasoline. If fuel efficiency of vehicles continues to rise, and affordability of vehicles using renewable transportation fuels increases, the demand for electric and high energy vehicles could diminish. If consumers no longer purchase electric vehicles, it would materially adversely affect our business, operating results, financial condition and prospects.

Computer Malware, Viruses, Hacking, Phishing Attacks and Spamming Could Harm Our Business and Results of Operations.

Computer malware, viruses, physical or electronic break-ins and similar disruptions could lead to interruption and delays in our services and operations and loss, misuse or theft of data. Computer malware, viruses, computer hacking and phishing attacks against online networking platforms have become more prevalent and may occur on our systems in the future.

Any attempts by hackers to disrupt our website service or our internal systems, if successful, could harm our business, be expensive to remedy and damage our reputation or brand. Our network security business disruption insurance may not be sufficient to cover significant expenses and losses related to direct attacks on our website or internal systems. Efforts to prevent hackers from entering our computer systems are expensive to implement and may limit the functionality of our services. Though it is difficult to determine what, if any, harm may directly result from any specific interruption or attack, any failure to maintain performance, reliability, security and availability of our products and services and technical infrastructure may harm our reputation, brand and our ability to attract customers. Any significant disruption to our website or internal computer systems could result in a loss of customers and could adversely affect our business and results of operations.

We have previously experienced, and may in the future experience, service disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, third-party service providers, human or software errors and capacity constraints. If our mobile application is unavailable when customers attempt to access it or it does not load as quickly as they expect, customers may seek other services.

Our platform functions on software that is highly technical and complex and may now or in the future contain undetected errors, bugs, or vulnerabilities. Some errors in our software code may only be discovered after the code has been deployed. Any errors, bugs, or vulnerabilities discovered in our code after deployment, inability to identify the cause or causes of performance problems within an acceptable period of time or difficultly maintaining and improving the performance of our platform, particularly during peak usage times, could result in damage to our reputation or brand, loss of revenues, or liability for damages, any of which could adversely affect our business and financial results.

We expect to continue to make significant investments to maintain and improve the availability of our platform and to enable rapid releases of new features and products. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business and operating results may be harmed.

We have a disaster recovery program to transition our operating platform and data to a failover location in the event of a catastrophe and have tested this capability under controlled circumstances, however, there are several factors ranging from human error to data corruption that could materially lengthen the time our platform is partially or fully unavailable to our user base as a result of the transition. If our platform is unavailable for a significant period of time as a result of such a transition, especially during peak periods, we could suffer damage to our reputation or brand, or loss of revenues any of which could adversely affect our business and financial results.

Growing Our Customer Base Depends Upon the Effective Operation of Our Mobile Applications with Mobile Operating Systems, Networks and Standards That We Do Not Control.

We are dependent on the interoperability of our mobile applications with popular mobile operating systems that we do not control, such as Google's Android and iOS, and any changes in such systems that degrade our products' functionality or give preferential treatment to competitive products could adversely affect the usage of our applications on mobile devices. Additionally, in order to deliver high quality mobile products, it is important that our products work well with a range of mobile technologies, systems, networks and standards that we do not control. We may not be successful in developing relationships with key participants in the mobile industry or in developing products that operate effectively with these technologies, systems, networks or standards.

We Need Additional Capital to Fund Our Growing Operations and Cannot Assure You That We Will Be Able to Obtain Sufficient Capital on Reasonable Terms or at All, and We May Be Faced to Limit the Scope of Our Operations.

We need additional capital to fund our growing operations and if adequate additional financing is not available on reasonable terms or available at all, we may not be able to undertake expansion or continue our marketing efforts and we would have to modify our business plans accordingly. The extent of our capital needs will depend on numerous factors, including (i) our profitability; (ii) the release of competitive products and/or services by our competition; (iii) the level of our investment in research and development; (iv) the amount of our capital expenditures, including acquisitions; and (v) our growth. We cannot assure you that we will be able to obtain capital in the future to meet our needs.

Even if we do find a source of additional capital, we may not be able to negotiate terms and conditions for receiving the additional capital that are acceptable to us. Any future capital investments could dilute or otherwise materially and adversely affect the holdings or rights of our existing stockholders. In addition, new equity or convertible debt securities issued by us to obtain financing could have rights, preferences and privileges senior to our Common Stock. We cannot give you any assurance that any additional financing will be available to us, or if available, will be on terms favorable to us.

We Have a History of Significant Losses, and If We Do Not Achieve and Sustain Profitability, Our Financial Condition Could Suffer.

We have experienced significant net losses, and we expect to continue to incur losses for the foreseeable future. We incurred net losses of approximately $75.4 million and approximately $7.7 million for the years ended December 31, 2017 and 2016, respectively, and as of December 31, 2017, our accumulated deficit was approximately $156.4 million.

The net loss was primarily due to an increase in other expenses of approximately $67.5 million from approximately $0.5 million for the year ended December 31, 2016 to approximately $68.0 million for the year ended December 31, 2017. The increase was primarily due to an increase in the non-cash change in fair value of warrant liabilities of approximately $44.7 million, which was primarily attributable to the quantity of warrants held by our Executive Chairman not being subject to our Reverse Stock Split, which, as a result of the Reverse Stock Split, caused them to increase in value.

On December 6, 2017, the Company and Mr. Farkas signed a letter agreement, pursuant to which, Mr. Farkas, on behalf of FGI, agreed that upon the closing of a registered offering of the Company's securities combined with a listing of the Common Stock on a national securities exchange, FGI would cancel 2,930,596 of its shares of Common Stock (of the 2,990,404 received). The Public Offering closed on February 16, 2018. On April 16, 2018, Mr. Farkas cancelled the 2,930,596 shares of common stock.

If our revenue grows more slowly than we anticipate, or if our operating expenses are higher than we expect, we may not be able to achieve profitability and our financial condition could suffer. Even if we achieve profitability in the future, we may not be able to sustain profitability in subsequent periods. Whether we can achieve cash flow levels sufficient to support our operations cannot be accurately predicted. Unless such cash flow levels are achieved, we may need to borrow additional funds or sell debt or equity securities, or some combination thereof, to provide funding for our operations. Such additional funding may not be available on commercially reasonable terms, or at all.

We May Not Have The Liquidity to Support Our Future Operations and Capital Requirements.

Whether we can achieve cash flow levels sufficient to support our operations cannot be accurately predicted. Unless such cash flow levels are achieved, in addition to the proceeds from the Public Offering, we may need to borrow additional funds or sell debt or equity securities, or some combination thereof, to provide funding for our operations. Such additional funding may not be available on commercially reasonable terms, or at all. If adequate funds are not available when needed, our financial condition and operating results would be materially and adversely affected and we may not be able to operate our business without significant changes in our operations, or at all.

We Have Failed to Pay Certain State and Federal Taxes and May be Subject to Penalties as a Result.

We are delinquent in filing and, in certain instances, paying sales taxes collected from customers in specific states that impose a tax on sales of our products. We have accrued an approximate $178,000 and $218,000 liability as of December 31, 2017 and December 31, 2016, respectively, related to this matter. In addition, the Company is currently delinquent in remitting approximately $632,000 and $244,000 as of December 31, 2017 and 2016, respectively, of federal and state payroll taxes withheld from employees. During the year ended December 31, 2017, the Company sent two letters to the Internal Revenue Service ("IRS") notifying the IRS of its intention to resolve the delinquent taxes upon the receipt of additional working capital. Additionally, on March 27, 2018, the Company has submitted its Forms 940 and 941 for the year ended December 31, 2017 with the IRS. The Company has made continued IRS payroll tax payments starting from the payroll period ending on October 31, 2017 to date, and expects to continue to make regular payments on an on-going basis moving forward. Through the date of filing, the Company is currently seeking settlement with the appropriate taxing authorities for past due amounts.

Although Our Shares and Warrants are Currently Listed on NASDAQ, We Can Provide No Assurance That Our Common Stock and Warrants Will Continue to Meet NASDAQ Listing Requirements. If We Fail to Comply With The Continuing Listing Standards of NASDAQ, Our Securities Could Be Delisted.

Our Common Stock and warrants are currently listed on the Nasdaq Capital Market ("NASDAQ") under the symbols "BLNK" and "BLNKW", respectively. If, however, we fail to satisfy the continued listing requirements of NASDAQ, such as the corporate governance requirements, stockholder equity requirements or the minimum closing bid price requirement, NASDAQ may take steps to delist our Common Stock and warrants. Such a delisting would likely have a negative effect on the price of our Common Stock and warrants and would impair your ability to sell or purchase Common Stock and warrants underlying the units when you wish to do so. In the event of a delisting, we can provide no assurance that any action taken by us to restore compliance with listing requirements would allow our Common Stock and warrants to become listed again, stabilize the market price or improve the liquidity of our Common Stock and warrants, prevent our Common Stock from dropping below the NASDAQ minimum bid price requirement or prevent future non-compliance with NASDAQ's listing requirements.

If We Are Unable to Keep Up With Advances in EV Technology, We May Suffer a Decline in Our Competitive Position.

The EV industry is characterized by rapid technological change. If we are unable to keep up with changes in EV technology, our competitive position may deteriorate which would materially and adversely affect our business, prospects, operating results and financial condition. As technologies change, we plan to upgrade or adapt our EV charging stations and Blink Network software in order to continue to provide EV charging services with the latest technology. However, due to our limited cash resources, our efforts to do so may be limited. For example, the EV charging network that we acquired from ECOtality was originally funded, in part, by the U.S. Department of Energy ("DOE"), which funding is no longer available to us. As a result, we may be unable to grow, maintain and enhance the network of charging stations that we acquired from ECOtality at the same rate and scale as ECOtality did prior to the acquisition or at levels comparable our current competitors. Any failure of our charging stations to compete effectively with other manufacturers' charging stations will harm our business, operating results and prospects.

We Need to Manage Growth in Operations to Realize Our Growth Potential and Achieve Our Expected Revenues, and Our Failure to Manage Growth Will Cause a Disruption of Our Operations Resulting in the Failure to Generate Revenue and an Impairment of Our Long-Lived Assets.

In order to take advantage of the growth that we anticipate in our current and potential markets, we believe that we must expand our marketing operations. This expansion will place a significant strain on our management and our operational, accounting, and information systems. We expect that we will need to continue to improve our financial controls, operating procedures and management information systems. We will also need to effectively train, motivate and manage our employees. Our failure to manage our growth could disrupt our operations and ultimately prevent us from generating the revenues we expect.

In order to achieve the above-mentioned targets, the general strategies of our Company are to maintain and search for hard-working employees who have innovative initiatives, as well as to keep a close eye on expansion opportunities through merger and/or acquisition.

If Our Estimates or Judgments Relating to Our Critical Accounting Policies Prove to Be Incorrect, Our Financial Condition And Results of Operations Could Be Adversely Affected.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as discussed under "Management's Discussion and Analysis of Financial Condition and Results of Operations," included elsewhere in this Annual Report on Form 10-K and in our consolidated financial statements included herein. The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities and equity, and the amount of revenue and expenses that are not readily apparent from other sources. Significant assumptions and estimates used in preparing our consolidated financial statements include those related to revenue recognition, allowance for doubtful accounts, inventory reserves, impairment of goodwill, indefinite-lived and long-lived assets, pension and other post-retirement benefits, product warranty, valuation allowances for deferred tax assets, valuation of common stock warrants, and share-based compensation. Our financial condition and results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the price of our Common Stock.

We Face Risks Arising From Acquisitions.

We may pursue strategic acquisitions in the future. Risks in acquisition transactions include difficulties in the integration of acquired businesses into our operations and control environment, difficulties in assimilating and retaining employees and intermediaries, difficulties in retaining the existing clients of the acquired entities, assumed or unforeseen liabilities that arise in connection with the acquired businesses, the failure of counterparties to satisfy any obligations to indemnify us against liabilities arising from the acquired businesses, and unfavorable market conditions that could negatively impact our growth expectations for the acquired businesses. Fully integrating an acquired company or business into our operations may take a significant amount of time. We cannot assure you that we will be successful in overcoming these risks or any other problems encountered with acquisitions and other strategic transactions. These risks may prevent us from realizing the expected benefits from acquisitions and could result in the failure to realize the full economic value of a strategic transaction or the impairment of goodwill and/or intangible assets recognized at the time of an acquisition. These risks could be heightened if we complete a large acquisition or multiple acquisitions within a short period of time.

We Could Be Forced To Pay Damages In Connection With Litigation Involving 350 Green.

On September 9, 2015, the United States Court of Appeals for the Seventh Circuit of Chicago, Illinois affirmed the ruling of the United States District Court for the Northern District of Illinois in the matter of JNS Power & Control Systems, Inc. ("JNS") v. 350 Green, LLC in favor of JNS, which affirmed the sale of certain assets by our former subsidiary 350 Green to JNS and the assumption of certain 350 Green liabilities by JNS. On April 7, 2016, JNS amended the complaint to add the Company alleging an unspecified amount of lost revenues from the chargers, among other matters, caused by the defendants. JNS also seeks indemnity for its unspecified costs in connection with enforcing the asset purchase agreement dated April 13, 2013 between 350 Green and JNS in courts in New York and Chicago. As of December 31, 2017, the Company accrued a $750,000 liability in connection with its settlement offer to JNS. On February 2, 2018, the parties entered into an asset purchase agreement whereby the parties agreed to settle the litigation. The Company purchased back the EV chargers it previously sold to JNS for: (a) shares of Common Stock worth $600,000 with a price per share equal to $4.25 (the price per share of the Public Offering); (b) $50,000 cash payment within ten days of the closing of the Public Offering; and (c) $100,000 cash payment within six months following the closing of the Public Offering. The Public Offering closed on February 16, 2018. The Company issued 141,176 shares on March 16, 2018. The Company made the $50,000 payment on March 16, 2018. JNS filed a motion to dismiss the lawsuit without prejudice on March 23, 2018 and the judge granted the motion on March 26, 2018. JNS will file a motion to convert the dismissal without prejudice to dismissal with prejudice within three business days of the $100,000 payment. On March 16, 2018, the Company issued 23,529 shares of Common Stock to JNS to be held in escrow as security for the $100,000 payment. At the time the $100,000 payment is made by the Company, the 23,529 shares currently held in escrow will be cancelled.

We Have Limited Insurance Coverage, and Any Claims Beyond Our Insurance Coverage May Result in Our Incurring Substantial Costs and a Diversion of Resources

We hold employer's liability insurance generally covering death or work-related injury of employees. We hold public liability insurance covering certain incidents involving third parties that occur on or in the premises of our Company. We hold directors and officers liability insurance. We do not maintain key-man life insurance on any of our senior management or key personnel, or business interruption insurance. Our insurance coverage may be insufficient to cover any claim for product liability, damage to our fixed assets or employee injuries. Any liability or damage to, or caused by, our facilities or our personnel beyond our insurance coverage may result in our incurring substantial costs and a diversion of resources.

Our Future Success Depends, in Part, on the Performance and Continued Service of Our Officers.

We presently depend to a great extent upon the experience, abilities and continued services of our management team, which consists of Mr. Calise (our CEO), Mr. Farkas (our Executive Chairman), and Mr. Feintuch (our Chief Operating Officer). The loss of services of Mr. Calise, Mr. Farkas, or Mr. Feintuch could have a material adverse effect on our business, financial condition or results of operation. Failure to maintain our management team could prove disruptive to our daily operations, require a disproportionate amount of resources and management attention and could have a material adverse effect on our business, financial condition and results of operations.

Our Future Success Depends, in Part, on Our Ability to Attract and Retain Highly Qualified Personnel.

Our future success also depends upon our ability to attract and retain highly qualified personnel. We are in the process of building our management team. Among other positions, we need to hire a Chief Financial Officer with public company experience. Mr. Calise currently acts as our interim principal financial officer and our interim principal accounting officer. Although we intend to hire a permanent Chief Financial Officer soon, there is no assurance that we will be able to do so. Our accounting controls may continue to be deficient unless we obtain the services of an experienced Chief Financial Officer who can help us address material weaknesses. In addition, expansion of our business and the management and operation of our Company will require additional managers and employees with industry experience, and our success will be highly dependent on our ability to attract and retain skilled management personnel and other employees. There can be no assurance that we will be able to attract or retain highly qualified personnel. As our industry continues to evolve, competition for skilled personnel with the requisite experience will be significant. This competition may make it more difficult and expensive to attract, hire and retain qualified managers and employees.

We Are in an Intensely Competitive Industry and There Can Be No Assurance That We Will Be Able to Compete with Our Competitors Who May Have Greater Resources.

We face strong competition from competitors in the EV charging services industry, including competitors who could duplicate our model. Many of these competitors may have substantially greater financial, marketing and development resources and other capabilities than us. In addition, there are very few barriers to entry into the market for our services. There can be no assurance, therefore, that any of our current and future competitors, many of whom may have far greater resources, will not independently develop services that are substantially equivalent or superior to our services. Therefore, an investment in our Company is very risky and speculative due to the competitive environment in which we may operate.

Our competitors may be able to provide customers with different or greater capabilities or benefits than we can provide in areas such as technical qualifications, past contract performance, geographic presence and price. Furthermore, many of our competitors may be able to utilize substantially greater resources and economies of scale to develop competing products and technologies, divert sales away from us by winning broader contracts or hire away our employees by offering more lucrative compensation packages. In the event that the market for EV charging stations expands, we expect that competition will intensify as additional competitors enter the market and current competitors expand their product lines. In order to secure contracts successfully when competing with larger, well-financed companies, we may be forced to agree to contractual terms that provide for lower aggregate payments to us over the life of the contract, which could adversely affect our margins. Our failure to compete effectively with respect to any of these or other factors could have a material adverse effect on our business, prospects, financial condition or operating results.

We Have Experienced Significant Customer Concentration in Recent Periods, And Our Revenue Levels Could Be Adversely Affected if Any Significant Customer Fails To Purchase Products From Us At Anticipated Levels.

We are subject to customer concentration risk as a result of our reliance on a relatively small number of customers for a significant portion of our revenues. The relative magnitude and the mix of revenue from our largest customers have varied significantly quarter to quarter. During the year ended December 31, 2017, two customers have accounted for 29% of our revenues varying by period, to our Company. In addition, one customer accounted for 32% of total accounts receivable as of December 31, 2017. The loss of these customers could have a material adverse effect on our business.

If a Third Party Asserts That We Are Infringing Upon Its Intellectual Property, Whether Successful or Not, It Could Subject Us to Costly and Time-Consuming Litigation or Expensive Licenses, and Our Business May Be Harmed.

The EV and EV charging industries are characterized by the existence of a large number of patents, copyrights, trademarks and trade secrets. As we face increasing competition, the possibility of intellectual property rights claims against us grows. Our technologies may not be able to withstand any third-party claims or rights against their use. Additionally, although we have acquired from other companies' proprietary technology covered by patents, we cannot be certain that any such patents will not be challenged, invalidated or circumvented. Intellectual property infringement claims against us could harm our relationships with our customers, may deter future customers from subscribing to our services or could expose us to litigation with respect to these claims. Even if we are not a party to any litigation between a customer and a third party, an adverse outcome in any such litigation could make it more difficult for us to defend our intellectual property in any subsequent litigation in which we are a named party. Any of these results could harm our brand and operating results.

Any intellectual property rights claim against us or our customers, with or without merit, could be time-consuming, expensive to litigate or settle and could divert management resources and attention. An adverse determination also could prevent us from offering our services to our customers and may require that we procure or develop substitute services that do not infringe.

With respect to any intellectual property rights claim against us or our customers, we may have to pay damages or stop using technology found to be in violation of a third party's rights. We may have to seek a license for the technology, which may not be available on reasonable terms, may significantly increase our operating expenses or require us to restrict our business activities in one or more respects. The technology also may not be available for license to us at all. As a result, we may also be required to develop alternative non-infringing technology, which could require significant effort and expense.

The Success of Our Business Depends in Large Part on Our Ability to Protect and Enforce Our Intellectual Property Rights.

We rely on a combination of patent, copyright, service mark, trademark, and trade secret laws, as well as confidentiality procedures and contractual restrictions, to establish and protect our proprietary rights, all of which provide only limited protection. We cannot assure you that any patents will issue with respect to our currently pending patent applications, in a manner that gives us the protection that we seek, if at all, or that any future patents issued to us will not be challenged, invalidated or circumvented. Our currently issued patents and any patents that may issue in the future with respect to pending or future patent applications may not provide sufficiently broad protection or they may not prove to be enforceable in actions against alleged infringers. Also, we cannot assure you that any future service mark registrations will be issued with respect to pending or future applications or that any registered service marks will be enforceable or provide adequate protection of our proprietary rights.

We endeavor to enter into agreements with our employees and contractors and agreements with parties with whom we do business in order to limit access to and disclosure of our proprietary information. We cannot be certain that the steps we have taken will prevent unauthorized use of our technology or the reverse engineering of our technology. Moreover, others may independently develop technologies that are competitive to ours or infringe our intellectual property. The enforcement of our intellectual property rights also depends on our legal actions against these infringers being successful, but we cannot be sure these actions will be successful, even when our rights have been infringed.

Furthermore, effective patent, trademark, service mark, copyright and trade secret protection may not be available in every country in which our services are available over the Internet. In addition, the legal standards relating to the validity, enforceability and scope of protection of intellectual property rights in EV-related industries are uncertain and still evolving.

Changes to Federal, State or International Laws or Regulations Applicable To Our Company Could Adversely Affect Our Business.

Our business is subject to a variety of federal, state and international laws and regulations, including those with respect government incentives promoting fuel efficiency and alternate forms of energy, electric vehicles and others. These laws and regulations, and the interpretation or application of these laws and regulations, could change. Any reduction, elimination or discriminatory application of government subsidies and economic incentives because of policy changes, fiscal tightening or other reasons may result in diminished revenues from government sources and diminished demand for our products. In addition, new laws or regulations affecting our business could be enacted. These laws and regulations are frequently costly to comply with and may divert a significant portion of management's attention. If we fail to comply with these applicable laws or regulations, we could be subject to significant liabilities which could adversely affect our business.

There are many federal, state and international laws that may affect our business, including measures to regulate charging systems, electric vehicles, and others. If we fail to comply with these applicable laws or regulations we could be subject to significant liabilities which could adversely affect our business.

There are a number of significant matters under review and discussion with respect to government regulations which may affect the business we intend to enter and/or harm our customers, and thereby adversely affect our business, financial condition and results of operations.

Our Ability to Use Our Net Operating Loss Carryforwards May Be Limited.

As of December 31, 2017, we had net operating loss carryforwards ("NOLs") for U.S. federal income tax purposes of approximately $70.6 million. We generally are able to carry NOLs forward to reduce taxable income in future years. These NOLs may be offset against future taxable income through 2035, if not utilized before that time. However, our ability to utilize the NOLs is subject to the rules of Section 382 of the Internal Revenue Code of 1986, as amended ("Section 382"). Section 382 generally restricts the use of NOLs after an "ownership change." An ownership change generally occurs if, among other things, the stockholders (or specified groups of persons) who own, have owned or are treated as owning, directly or indirectly, five percent or more of our stock increase their aggregate percentage ownership of our stock by more than 50 percentage points over the lowest percentage of the stock owned by these persons over a three-year rolling period. In the event of an ownership change, Section 382 generally imposes an annual limitation on the amount of taxable income that we may offset with NOLs. Any unused annual limitation may be carried over to later years until the applicable expiration date for the respective NOLs.

The rules of Section 382 are complex and subject to varying interpretations. Because of our numerous capital raises, uncertainty exists as to whether we may have undergone an ownership change in the past or will undergo one as a result of the various transactions discussed herein or other future transactions. Accordingly, no assurance can be given that our NOLs will be fully available or utilizable.

If We Fail to Establish and Maintain an Effective System of Internal Control, We May Not Be Able to Report Our Financial Results Accurately or Prevent Fraud. Any Inability to Report and File Our Financial Results Accurately and Timely Could Harm Our Reputation and Adversely Impact the Trading Price of Our Common Stock.

Effective internal control is necessary for us to provide reliable financial reports and prevent fraud. If we cannot provide reliable financial reports or prevent fraud, we may not be able to manage our business as effectively as we would if an effective control environment existed, and our business and reputation with investors may be harmed. As a result, our small size and any current internal control deficiencies may adversely affect our financial condition, results of operations and access to capital. We have also experienced complications reporting as a result of material weaknesses and have at times been delinquent in our reporting obligations. We have carried out an evaluation under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the most recent period covered by this report. Based on the foregoing, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective at the reasonable assurance level due to the material weaknesses described below.

During July 2017, we appointed Robert Schweitzer to our audit committee, who we have determined meets the requirements of a financial expert as defined under the applicable rules and regulations of the SEC and who has the requisite financial sophistication as defined under the applicable rules and regulations of NASDAQ. Our Board has considered the independence and other characteristics of each of the three members of our audit committee, and our Board believes that each member meets the independence and other requirements of NASDAQ and the SEC. As part of its duties, the audit committee will assist our management in the establishment and monitoring of our internal controls and procedures.

In November 2017, the audit committee, as currently comprised, conducted its first review of the interim financial statements for the period ended September 30, 2017. Our management believes that the controls implemented in relation to the audit committee are sufficient to address the material weakness related to the audit committee on a go forward basis and, accordingly, they concluded that, as of December 31, 2017, the material weakness that had existed previously at December 31, 2016 had been remediated.

A material weakness is a deficiency, or a combination of deficiencies, within the meaning of Public Company Accounting Oversight Board ("PCAOB") Audit Standard No. 5, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. Management has identified the following material weaknesses which have caused management to conclude that as of December 31, 2017 our internal controls over financial reporting ("ICFR") were not effective at the reasonable assurance level:

1. We do not have written documentation of our internal control policies and procedures. Written documentation of key internal controls over financial reporting is a requirement of Section 404 of the Sarbanes-Oxley Act which is applicable to us for the year ended December 31, 2017. Management evaluated the impact of our failure to have written documentation of our internal controls and procedures on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

2. We do not have sufficient resources in our accounting function, which restricts the Company's ability to gather, analyze and properly review information related to financial reporting in a timely manner. As a result, as of the date of filing, we have not completed our implementation process related to revenue recognition pursuant to ASC 606. In addition, due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Management evaluated the impact of our failure to have segregation of duties on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

3. We have inadequate controls to ensure that information necessary to properly record transactions is adequately communicated on a timely basis from non-financial personnel to those responsible for financial reporting. Management evaluated the impact of the lack of timely communication between non–financial personnel and financial personnel on our assessment of our reporting controls and procedures and has concluded that the control deficiency represented a material weakness.

4. Certain control procedures were unable to be verified due to performance of the procedure not being sufficiently documented. As an example, some procedures requiring review of certain reports could not be verified due to there being no written documentation of such review. Management evaluated the impact of its failure to maintain proper documentation of the review process on its assessment of its reporting controls and procedures and has concluded that the controls deficiencies represented a material weakness.

We intend to continue to address these weaknesses as resources permit.

Notwithstanding the assessment that our ICFR was not effective and that there are material weaknesses as identified herein, we believe that our consolidated financial statements contained in this Annual Report fairly present our financial position, results of operations and cash flows for the years covered thereby in all material respects.

Risks Associated with Our Common Stock

Shares of Our Common Stock Which May Be Issued Upon Conversion of the Series D Preferred Stock being Issued in Exchange for Outstanding Indebtedness by JMJ May Dilute the Ownership Interests of Our Stockholders.

On October 7, 2016, we executed a Promissory Note in favor of JMJ Financial, a Nevada sole proprietorship owned by Justin Keener ("JMJ") in the amount up to $3,725,000 bearing interest on the unpaid balance at the rate of six percent. The initial amount borrowed under the Promissory Note was $500,000, with the remaining amounts permitted to be borrowed under the Promissory Note being subject to us achieving certain milestones.

We initially issued one warrant to JMJ to purchase a total of 14,286 shares of our Common Stock at an exercise price equal to the lesser of: (i) 80% of the Common Stock price of the Public Offering, (ii) $35.00 per share, (iii) 80% of the unit price of the Public Offering (if applicable), (iv) the exercise price of any warrants issued in the Public Offering, or (v) the lowest conversion price, exercise price, or exchange price, of any security issued by us that is outstanding on October 13, 2016.

The initial amount borrowed under the Promissory Note was $500,000, with the remaining amounts permitted to be borrowed under the Promissory Note being subject to us achieving certain milestones. With the achievement of certain milestones in November 2016 (the filing with the SEC of a Preliminary Information Statement on Schedule 14C regarding the Reverse Stock Split), an additional advance of $500,000 under the Promissory Note occurred on November 28, 2016. Another warrant to purchase 14,286 shares of our Common Stock was issued as of November 28, 2016. With the achievement of certain milestones in February 2017 (the filing with the SEC of a revised Preliminary Information Statement and a Definitive Information Statement, each on Schedule 14C regarding the Reverse Stock Split), additional advances of $225,100 and $300,000 under the Promissory Note occurred on February 10 and February 27, respectively. Thus, two more warrants to purchase the Company's Common Stock were issued, one for 6,431 shares and the other for 8,571 shares, respectively.

All advances after February 28, 2017 were at the discretion of JMJ without regard to any specific milestones occurring. Additional advances of $250,000 and $30,000 under the Promissory Note occurred on March 14, 2017 and March 24, 2017, respectively, and two more warrants to purchase the Company's Common Stock were issued, one for 7,143 shares and the other for 857 shares. An additional advance of $400,000 occurred on April 5, 2017 and another warrant to purchase 11,429 shares of our Common Stock was issued on the same date. An additional advance of $295,000 occurred on May 9, 2017 and another warrant to purchase 8,429 shares of the Company's Common Stock was issued on the same date. On July 27, 2017, an additional advance of $50,000 was made to the Company and another warrant to purchase 1,429 shares of the Company's Common Stock was issued to JMJ. JMJ and the Company entered into a Lockup, Conversion, and Additional Investment Agreement dated October 23, 2017 (the "Additional Agreement"), however, it became effective upon the document being fully executed on October 24, 2017. In accordance with the terms of the Additional Agreement, on October 24, 2017, JMJ advanced to the Company $949,900 available pursuant to previous agreements with JMJ and another warrant to purchase 27,140 shares of the Company's Common Stock was issued to JMJ. As of the closing of the Public Offering, ten (10) warrants to purchase a total of 100,001 shares of the Company's Common Stock had been issued to JMJ. The aggregate exercise price was $3,500,000.

The Additional Agreement extended the maturity date of the JMJ loans to December 15, 2017. On November 29, 2017, the Company and JMJ entered into the first amendment to the Additional Agreement, extending the maturity date to December 31, 2017. On January 4, 2018, the Company and JMJ entered into the second amendment to the Additional Agreement, extending the maturity date to January 31, 2018. On February 1, 2018, the Company and JMJ entered into the third amendment to the Additional Agreement, extending the maturity date to February 10, 2018. On February 7, 2018, the Company and JMJ entered into the fourth amendment to the Additional Agreement, extending the maturity date to February 15, 2018.

In addition, JMJ claimed that the Company would owe JMJ $12 million as a mandatory default amount pursuant to previous agreements with the Company. JMJ, in the Additional Agreement, agreed to allow the Company to have two options for settling a previously issued note (including settling the mandatory default amount for either $1.1 million or $2.1 million), securing a lockup agreement from JMJ, and exchanging previously issued warrants for shares of Common Stock. Each of these options depended upon the Public Offering closing by December 15, 2017 (subsequently extended to February 15, 2018). The option chosen was at the Company's sole discretion.

"Origination Shares" was defined in the purchase agreement with JMJ as the following: on the fifth (5th) trading day after the closing of our public offering we would deliver to JMJ shares of our Common Stock equal to 48% of the consideration paid by JMJ under the Promissory Note divided by the lowest of (i) $35.00 per share, or (ii) the lowest daily closing price of our Common Stock during the ten days prior to delivery of the Origination Shares (subject to adjustment for stock splits), or (iii) 80% of the Common Stock price of this offering, or (iv) 80% of the unit price of this offering (if applicable), or (v) the exercise price of any warrants issued in this offering. The number of shares to be issued was to be determined based on the offering price of the public offering.

The first option was that the Company, upon the closing of the Public Offering: (a) would pay $2.0 million in cash to JMJ; and (b) would issue shares of Common Stock to JMJ with a value of $9,005,000 (including the Origination Shares). The second option was that the Company, upon the closing of the Public Offering, would not pay any cash to JMJ and would issue shares of Common Stock to JMJ with a value of $12,005,000 (including the Origination Shares).

Upon the closing of the Public Offering (February 16, 2018), the Company chose the second option and did not pay any cash to JMJ. Although the Public Offering closed one day after the February 15, 2018 Maturity Date, JMJ accepted payment on February 16, 2018 and did not declare a default.

In each case, the Company was to issue such number of duly and validly issued, fully paid and non-assessable shares of Common Stock equal to the amount in question divided by the lowest of (i) $35.00 per share, or (ii) the lowest daily closing price of the Common Stock during the ten days prior to delivery of shares (subject to adjustment for stock splits), or (iii) 80% of the Common Stock price of the Public Offering, or (iv) 80% of the unit price of the Public Offering (if applicable), or (v) the exercise price of any warrants issued in the Public Offering.

Prior to the Company choosing the option at the closing (with the first option including some cash and the second option not including any cash), JMJ could elect to receive some or all of the share consideration (to be issued pursuant to either option) in the form of convertible preferred stock. On January 29, 2018, JMJ made the election to receive all of the share consideration in the form of shares of convertible preferred stock.

Pursuant to the second option and to the election by JMJ to receive convertible preferred stock instead of common stock as permitted by the Additional Agreement, the Company, on February 16, 2018 issued to JMJ shares of Series D Preferred Stock convertible into 3,847,756 shares of Common Stock, to reflect the full payment of all dollar amounts and share amounts owed in connection with the JMJ Financing. Because the Series D Preferred Stock is convertible into shares of our Common Stock, upon JMJ's conversion of the Series D Preferred Stock into shares of our Common Stock, holders of our Common Stock will experience dilution.

We refer herein to these transactions with JMJ as the "JMJ Financing".

Separately from and unrelated to the JMJ Financing, JMJ lent $250,000 to the Company on January 22, 2018. We agreed with JMJ to issue units of unregistered shares of Common Stock and warrants as repayment of this $250,000 advance at the closing of the Public Offering (with each unit consisting of one share of Common Stock and two warrants each to purchase one share of Common Stock). On March 16, 2018, the Company issued 73,529 shares of Common Stock to JMJ and on April 9 the Company issued 147,058 warrants to JMJ.

Our Shares of Common Stock Are Very Thinly Traded, and the Price May Not Reflect Our Value and There Can Be No Assurance That There Will Be an Active Market for Our Shares of Common Stock Either Now or in the Future.

Our shares of Common Stock are very thinly traded, and the price, if traded, may not reflect our value. There can be no assurance that there will be an active market for our shares of Common Stock either now or in the future. The market liquidity will be dependent on the perception of our operating business and any steps that our management might take to increase awareness of our Company with investors. There can be no assurance given that there will be any awareness generated. Consequently, investors may not be able to liquidate their investment or liquidate it at a price that reflects the value of the business. If a more active market should develop, the price may be highly volatile. Because there may be a low price for our shares of Common Stock, many brokerage firms may not be willing to effect transactions in the securities. Even if an investor finds a broker willing to effect a transaction in the shares of our Common Stock, the combination of brokerage commissions, transfer fees, taxes, if any, and any other selling costs may exceed the selling price. Further, many lending institutions will not permit the use of such shares of Common Stock as collateral for loans.

We Have a Significant Number of Shares of Our Common Stock Issuable Upon Conversion of Certain Outstanding Options, Warrants, and Convertible Preferred Stock, and The Issuance of Such Shares Upon Exercise or Conversion Will Have a Significant Dilutive Impact On Our Stockholders. Sales of a Substantial Number of Shares of Our Common Stock Following The Expiration of Lock-Ups May Adversely Affect the Market Price of Our Common Stock and the Issuance of Additional Shares Will Dilute All Other Stockholders.

As of April 16, 2018, there are 11,056,480 warrants and 74,968 options outstanding.

As of April 16, 2018, there are 3,847,756 shares of Common Stock issuable upon conversion of our Series D Preferred Stock.

In addition, our articles of incorporation, as amended, permits the issuance of up to approximately 463 million additional shares of Common Stock. Thus, we have the ability to issue substantial amounts of Common Stock in the future, which would dilute the percentage ownership held by stockholders.

We and our officers, directors and certain stockholders have agreed, subject to customary exceptions, not to, without the prior written consent of Joseph Gunnar & Co., LLC, the representative of the underwriters of the Public Offering, during the period ending 180 days from February 16, 2018 (the date of the closing of the Public Offering) in the case of us and our directors and officers and 90 days or 270 days from February 16, 2018 in the case of certain stockholders, directly or indirectly, offer to sell, sell, pledge or otherwise transfer or dispose of any of shares of our Common Stock, enter into any swap or other derivatives transaction that transfers to another any of the economic benefits or risks of ownership of shares of our Common Stock, make any demand for or exercise any right or cause to be filed a registration statement, including any amendments thereto, with respect to the registration of any shares of Common Stock or securities convertible into or exercisable or exchangeable for Common Stock or any other securities of our Company or publicly disclose the intention to do any of the foregoing.

After the lock-up agreements with certain stockholders pertaining to the Public Offering expire: (i) 270 days from February 16, 2018 unless waived earlier by the representative, up to 8,367,879 of the shares that had been locked up; and (ii) 90 days from February 16, 2018 unless waived earlier by the representative, up 338,969 of the shares that had been locked up, will be eligible for future sale in the public market. After the lock-up agreements with our directors and officers, Horton Capital, and JMJ expire 180 days from February 16, 2018 unless waived earlier by the representative, up to 7,707,819 of the shares (including shares of Common Stock issuable upon conversion of our Series D Preferred Stock) (net of any shares also restricted by lock-up agreements with certain stockholders) that had been locked up will be eligible for future sale in the public market. Sales of a significant number of these shares of Common Stock in the public market could reduce the market price of the Common Stock.

Future Issuance of Our Common Stock, Preferred Stock, Options and Warrants Could Dilute the Interests of Existing Stockholders.

We may issue additional shares of our Common Stock, preferred stock, options and warrants in the future. The issuance of a substantial amount of Common Stock, options and warrants could have the effect of substantially diluting the interests of our current stockholders. In addition, the sale of a substantial amount of Common Stock or preferred stock in the public market, or the exercise of a substantial number of warrants and options either in the initial issuance or in a subsequent resale by the target company in an acquisition which received such Common Stock as consideration or by investors who acquired such Common Stock in a private placement could have an adverse effect on the market price of our Common Stock.

We Do Not Intend to Pay Dividends for the Foreseeable Future, and You Must Rely on Increases in the Market Prices of Our Common Stock for Returns on Your Investment.

For the foreseeable future, we intend to retain any earnings to finance the development and expansion of our business, and we do not anticipate paying any cash dividends on our Common Stock. Accordingly, investors must be prepared to rely on sales of their Common Stock after price appreciation to earn an investment return, which may never occur. Investors seeking cash dividends should not purchase our Common Stock. Any determination to pay dividends in the future will be made at the discretion of our Board and will depend on our results of operations, financial condition, contractual restrictions, restrictions imposed by applicable law and other factors the Board deems relevant.

Our Executive Officers and Directors, Including Our Executive Chairman Mr. Farkas and His Affiliates, Possess Significant Voting Power With Respect to Our Common Stock, Which Will Limit Your Influence on Corporate Matters.

As of April 16, 2018, our directors and executive officers collectively beneficially own approximately 43.80% of the shares of our Common Stock on a fully-diluted basis including the beneficial ownership of Mr. Farkas and his affiliates of 39.74% of the shares of our Common Stock on a fully-diluted basis.

As a result, our insiders have the ability to significantly influence our management and affairs through the election and removal of our Board and all other matters requiring stockholder approval, including any future merger, consolidation or sale of all or substantially all of our assets. This concentrated voting power could discourage others from initiating any potential merger, takeover or other change-of-control transaction that may otherwise be beneficial to our stockholders. Furthermore, this concentrated control will limit the practical effect of your influence over our business and affairs, through any stockholder vote or otherwise. Any of these effects could depress the price of our Common Stock.

Our Executive Chairman Mr. Farkas Will Be Able To Influence The Outcome of Stockholder Votes. Mr. Farkas' Interests May Differ From Other Stockholders.

As of April 16, 2018, Mr. Farkas and his affiliates beneficially own 39.74% of the shares of our Common Stock on a fully-diluted basis.

Subject to any fiduciary duties owed to our other stockholders under Nevada law, Mr. Farkas will be able to exercise significant influence over matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, and will have some control over our management and policies. Mr. Farkas may have interests that are different from yours. For example, Mr. Farkas may support proposals and actions with which you may disagree. The concentration of ownership could delay or prevent a change in control of our Company or otherwise discourage a potential acquirer from attempting to obtain control of our Company, which in turn could reduce the price of our stock. In addition, Mr. Farkas could use his voting influence to maintain our existing management and directors in office, delay or prevent changes in control of our Company, or support or reject other management and board proposals that are subject to stockholder approval, such as amendments to our employee stock plans and approvals of significant financing transactions.

Our Articles of Incorporation Grants Our Board The Power to Issue Additional Shares of Common And Preferred Shares And to Designate Other Classes of Preferred Shares, All Without Stockholder Approval.

Our authorized capital consists of 540,000,000 shares of capital stock of which 40,000,000 shares are authorized as preferred stock. Our Board, without any action by our stockholders, may designate and issue shares of preferred stock in such series as it deems appropriate and establish the rights, preferences and privileges of such shares, including dividends, liquidation and voting rights, provided it is consistent with Nevada law.

The rights of holders of our preferred stock that may be issued could be superior to the rights of holders of our shares of Common Stock. The designation and issuance of shares of capital stock having preferential rights could adversely affect other rights appurtenant to shares of our Common Stock. Furthermore, any issuances of additional stock (common or preferred) will dilute the percentage of ownership interest of then-current holders of our capital stock and may dilute our book value per share.

Certain Provisions of Our Corporate Governing Documents And Nevada Law Could Discourage, Delay, or Prevent A Merger or Acquisition at a Premium Price.

Certain provisions of our organizational documents and Nevada law could discourage potential acquisition proposals, delay or prevent a change in control of our Company, or limit the price that investors may be willing to pay in the future for shares of our Common Stock. For example, our articles of incorporation and bylaws permit us to issue, without any further vote or action by the stockholders, up to 40,000,000 shares of preferred stock in one or more series and, with respect to each series, to fix the number of shares constituting the series and the designation of the series, the voting powers (if any) of the shares of the series, and the preferences and relative, participating, optional, and other special rights, if any, and any qualifications, limitations, or restrictions of the shares of the series.

Our Stock Price Could Fall and We Could Be Delisted in Which Case Broker-Dealers May Be Discouraged from Effecting Transactions in Shares of Our Common Stock Because They May Be Considered Penny Stocks and Thus Be Subject to the Penny Stock Rules.

The Securities and Exchange Commission (the "SEC") has adopted a number of rules to regulate "penny stocks" that restricts transactions involving stock which is deemed to be penny stock. Such rules include Rules 3a51-1, 15g-1, 15g-2, 15g-3, 15g-4, 15g-5, 15g-6, 15g-7, and 15g-9 under the Exchange Act. These rules may have the effect of reducing the liquidity of penny stocks. "Penny stocks" generally are equity securities with a price of less than $5.00 per share (other than securities registered on certain national securities exchanges or quoted on the NASDAQ Stock Market. Our securities have in the past constituted, and may again in the future constitute, "penny stock" within the meaning of the rules. The additional sales practice and disclosure requirements imposed upon U.S. broker-dealers may discourage such broker-dealers from effecting transactions in shares of our Common Stock, which could severely limit the market liquidity of such shares and impede their sale in the secondary market.

A U.S. broker-dealer selling penny stock to anyone other than an established customer or "accredited investor" (generally, an individual with net worth in excess of $1,000,000 or an annual income exceeding $200,000, or $300,000 together with his or her spouse) must make a special suitability determination for the purchaser and must receive the purchaser's written consent to the transaction prior to sale, unless the broker-dealer or the transaction is otherwise exempt. In addition, the "penny stock" regulations require the U.S. broker-dealer to deliver, prior to any transaction involving a "penny stock", a disclosure schedule prepared in accordance with SEC standards relating to the "penny stock" market, unless the broker-dealer or the transaction is otherwise exempt. A U.S. broker-dealer is also required to disclose commissions payable to the U.S. broker-dealer and the registered representative and current quotations for the securities. Finally, a U.S. broker-dealer is required to submit monthly statements disclosing recent price information with respect to the "penny stock" held in a customer's account and information with respect to the limited market in "penny stocks".

Stockholders should be aware that, according to the SEC, the market for "penny stocks" has suffered in recent years from patterns of fraud and abuse. Such patterns include (i) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (ii) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (iii) "boiler room" practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (iv) excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and (v) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, resulting in investor losses. Our management is aware of the abuses that have occurred historically in the penny stock market. Although we do not expect to be in a position to dictate the behavior of the market or of broker-dealers who participate in the market, management will strive within the confines of practical limitations to prevent the described patterns from being established with respect to our securities.

We May Need Additional Capital, and the Sale of Additional Shares or Equity or Debt Securities Could Result in Additional Dilution to Our Stockholders.

We believe that our existing cash is sufficient to meet our anticipated cash needs for at least the next twelve months. We may, however, require additional cash resources due to changed business conditions or other future developments. If these resources are insufficient to satisfy our cash requirements, we may seek to sell additional equity or debt securities or obtain one or more credit facilities. The sale of additional equity securities could result in additional dilution to our stockholders and the terms of these securities may include liquidation or other preferences that adversely affect your rights as a Common Stock holder. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations. It is uncertain whether financing will be available in amounts or on terms acceptable to us, if at all.

If we raise additional funds through government grants, collaborations, strategic alliances, licensing arrangements or marketing and distribution arrangements, we may have to relinquish valuable rights to our technologies, future revenue stream or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts or grant rights to develop and market products that we would otherwise prefer to develop and market ourselves.

If Securities or Industry Analysts Do Not Publish Research or Reports About Our Business, or Publish Inaccurate or Unfavorable Research Reports About Our Business, Our Share Price and Trading Volume Could Decline.

The trading market for our Common Stock will, to some extent, depend on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If one or more of the analysts who cover us from time to time should downgrade our shares or change their opinion of our business prospects, our share price would likely decline. If one or more of these analysts ceases coverage of our Company or fails to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

Substantial Future Sales of Shares of Our Common Stock In The Public Market Could Cause Our Stock Price To Fall.

Stockholders can now use Rule 144 pursuant to the Securities Act to sell shares of our Common Stock. Additional sales of a substantial number of our shares of our Common Stock in the public market, or the perception that sales could occur, could have a material adverse effect on the price of our Common Stock.

Sales of a substantial number of shares of our Common Stock in the public market could cause the market price of our Common Stock to decline. If there are more shares of Common Stock offered for sale than buyers are willing to purchase, then the market price of our Common Stock may decline to a market price at which buyers are willing to purchase the offered shares of Common Stock and sellers remain willing to sell the shares**.**

ITEM 1B. UNRESOLVED STAFF COMMENTS

This information is not required for smaller reporting companies.

ITEM 2. PROPERTIES

We maintain our principal offices at 3284 N 29th Court, Hollywood, Florida 33020. We occupy approximately 1,500 square feet of space at the premises on a month-to-month lease basis. Monthly lease payments are approximately $1,500 a month. We also maintain 11,457 square feet of office and warehouse space in Phoenix, Arizona. Monthly lease payments range from approximately $6,300 to $6,600.

Our premises are suitable for our current operations.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we are a defendant or plaintiff in various legal actions that arise in the normal course of business. We record legal costs associated with loss contingencies as incurred and has accrued for all probable and estimable settlements.

We are not currently involved in any material disputes and do not have any material litigation matters pending except:

350 GREEN, LLC

There have been five lawsuits filed against 350 Green by creditors of 350 Green regarding unpaid claims. These lawsuits relate solely to alleged pre-acquisition unpaid debts of 350 Green. Also, there are other unpaid creditors, aside from those noted above, that claim to be owed certain amounts for pre-acquisition work done on behalf of 350 Green solely, that potentially could file lawsuits at some point in the future.

On August 7, 2014, 350 Green received a copy of a complaint filed by Sheetz, a former vendor of 350 Green alleging breach of contract and unjust enrichment of $112,500. The complaint names 350 Green, 350 Holdings LLC and the Company in separate breach of contract counts and names all three entities together in an unjust enrichment claim. The Company and 350 Holdings will seek to be dismissed from the litigation, because, as the complaint is currently plead, there is no legal basis to hold the Company or 350 Green liable for a contract to which they are not parties. The Company settled with Sheetz and the parties signed two agreements on February 23, 2017: a General Release and Settlement Agreement and an Exclusive Electronic Vehicle Charging Services Agreement. The settlement involved a combination of DC charging equipment, installation, charging services, shared driver charging revenue and maintenance for two systems in exchange for no further legal action between 350 Holdings or the Company. The Exclusive Electronic Vehicle Charging Services Agreement with Sheetz is for a five (5) year term. Pursuant to the agreement, Blink shall remit to Sheetz gross revenue generated by electric vehicle charging fees and advertising, minus (i) any and all taxes, (ii) 8% transaction fees, (iii) $18.00 per charger per month; and (iv) any electricity costs incurred by Blink ((i), (ii), (iii), and (iv) being referred to as the "Service Fees"). In the event the aggregate gross revenues are insufficient to cover the Service Fees incurred in a given month by the charging stations, such unpaid Service Fees will accrue to the following month. The agreement is subject to an automatic five year renewal unless written notice for the contrary is provided.

Concurrent with the closing of the Public Offering, the Company was to pay the former principals of 350 Green LLC $25,000 in installment debt and $50,000 within 60 days thereafter in settlement of a $360,000 debt (inclusive of imputed interest) in accordance with a Settlement Agreement between the parties dated August 21, 2015 resulting in a gain of $285,000. As of April 16, 2018, this payment has not yet been made.

LITIGATION UPDATES

On July 28, 2015, a Notice of Arbitration was received stating ITT Cannon has a dispute with Blink Network for the manufacturing and purchase of approximately 6,500 charging cables by Blink Network, which had not taken delivery or made payment on the contract price of $737,425. ITT Cannon also seeks to be paid the cost of attorney's fees as well as punitive damages. On June 13, 2017, as amended on November 27, 2017, Blink Network and ITT Cannon agreed to a settlement agreement under which the parties agreed to the following: (a) the Blink Network purchase order dated May 7, 2014 for approximately 6,500 charging cables is terminated, cancelled and voided; (b) three (3) business days following the closing date of a public offering of the Company's securities and listing of such securities on NASDAQ, the Company shall issue to ITT Cannon shares of the same class of the Company's securities with an aggregate value of $200,000 (which was accrued at September 30, 2017); and (c) within seven (7) calendar days of the valid issuance of the shares in item (b) above, ITT Cannon shall ship and provide the remaining approximately 6,500 charging cables to Blink Network and dismiss the arbitration without prejudice. On January 31, 2018, ITT Cannon, Blink Network and the Company agreed that if the Company fails to consummate a registered public offering of its common stock, list such stock on NASDAQ and issue to ITT Cannon shares of the same class of the Company's securities by February 28, 2018, the settlement agreement will expire. The Public Offering closed on February 16, 2018. The Company issued 47,059 shares on March 16, 2018. This was a partial payment of the $200,000 in stock owed to ITT Cannon. On March 30, 2018 the Company has issued an additional 25,669 shares to satisfy in full its obligations to ITT. As of April 16, 2018, ITT Cannon has shipped approximately 4,600-4,900 charging cables and has agreed to ship the remaining balance shortly thereafter.

On April 8, 2016, Douglas Stein filed a Petition for Fee Arbitration with the State Bar of Georgia against the Company for breach of contract for failure to pay invoices in the amount of $178,893 for legal work provided. The invoices have been accrued for in the periods in which the services were provided. The Company has responded to the claim and is simultaneously pursuing settlement options. The parties failed to settle after numerous attempts. On February 15, 2017, the case was brought to the Georgia Arbitration Committee. On February 26, 2017, The Stein Law firm was awarded a summary judgment for $178,893, which has been confirmed and converted into a judgment by the Superior Court of Fulton County, Georgia on August 7, 2017 in the amount of $179,168, inclusive of court costs, which continues to accrue both interest at the rate of 7.25% per annum on that amount calculated on a daily as of February 28, 2014, and costs to-date of $40,000 which are hereby added to the foregoing judgment amount (all of which was accrued at December 31, 2017). In connection with perfecting the Georgia judgment in the State of New York, Mr. Stein served an Information Subpoena with Restraining Notice dated September 12, 2017 on the underwriter of the offering for which the Company filed a registration statement on Form S-1 on November 7, 2016 (as amended) (the "Restraining Notice"). The Restraining Notice seeks to force the underwriter to pay the judgment amount directly out of the proceeds of the offering. On January 8, 2018, the Company and Mr. Stein had entered into a forbearance agreement, pursuant to which Mr. Stein has agreed to forbear from any efforts to collect or enforce the judgment awarded to him as a result of a legally-entered award of arbitration. As a result, the Company has agreed to: (i) wire transfer $30,000 to Mr. Stein within three days of the effective date of this agreement; (ii) beginning on the first calendar day of each successive month following the effective date of this agreement, the Company has agreed to pay Mr. Stein $5,000 per month until the full amount of the judgment awarded to Mr. Stein ($223,168) has been satisfied, however, the full amount awarded to Mr. Stein must be paid in full no later than April 30, 2018; and (iii) provide Mr. Stein with certain financial information of the Company. On February 16, 2018, the Company paid the full amount owed to Mr. Stein.

On May 18, 2016, the Company was served with a complaint from Solomon Edwards Group, LLC for breach of written agreement and unjust enrichment for failure to pay invoices in the amount of $172,645 for services provided, plus interest and costs. The invoices have been accrued for in the periods in which the services were provided. The Company has responded to the claim and is simultaneously pursuing settlement options. On May 9, 2017, the Company issued 7,281 shares of common stock to Solomon Edwards Group, LLC in satisfaction of $121,800 of the Company's liability. On November 28, 2017, the Company and Solomon Edwards Group LLC entered into a Settlement Agreement and Release whereby the parties agreed that the Company will pay $63,445 to Solomon Edwards Group LLC over the course of eleven (11) months in full and complete satisfaction of the previously filed complaint.

On March 20, 2017, in connection with the Company's Miami Beach, Florida lease, the Company's landlord filed a complaint for eviction with the Miami-Dade County Court against the Company as a result of the Company's default under the lease for failing to pay rent, operating expenses and sales taxes of approximately $175,000, which represents the Company's obligations under the lease through March 31, 2017, which was accrued for as of September 30, 2017. Concurrent with the closing of the Public Offering, the Company was to pay $234,000 to the landlord pursuant to a Settlement Agreement and Release between the Company and the counterparty, dated January 19, 2018. On February 16, 2018, the Company paid the full amount owed.

On June 8, 2017, the Company entered into a settlement agreement with Wilson Sonsini Goodrich & Rosati to settle $475,394 in payables owed for legal services as of June 30, 2017 requiring: (a) $25,000 to be paid in cash at the closing of the Public Offering; and (b) $75,000 in the form of 17,647 shares of Common Stock issuable upon the closing of the Public Offering. On February 16, 2018, the Company paid the $25,000 in cash and on March 19, 2018, the Company issued the 17,647 shares of common stock.

On July 21, 2017, as amended on February 26, 2018, the Company was served with a complaint from Zwick and Banyai PLLC and Jack Zwick for a breach of a written agreement and unjust enrichment for failure to pay invoices in the aggregate of amount $53,069 for services rendered, plus interest and costs, which has been accrued as of December 31, 2017.

On May 30, 2013, JNS Power & Control Systems, Inc. ("JNS") filed a complaint against 350 Green, LLC alleging claims for breach of contract, specific performance and indemnity arising out of an Asset Purchase Agreement between JNS and 350 Green entered on April 13, 2013, whereby JNS would purchase car chargers and related assets from 350 Green. On September 24, 2013, the District Court entered summary judgment in favor of JNS on its claim for specific performance. On September 9, 2015, the United States Court of Appeals for the Seventh Circuit of Chicago, Illinois affirmed the ruling of the District Court, which affirmed the sale of certain assets by 350 Green to JNS and the assumption of certain 350 Green liabilities by JNS. On April 7, 2016, JNS amended the complaint to add the Company, alleging an unspecified amount of lost revenues from the chargers, among other matters, caused by the defendants. Plaintiff also seeks indemnity for its unspecified attorney's fees and costs in connection with enforcing the Asset Purchase Agreement in courts in New York and Chicago. As of December 31, 2017, the Company accrued a $750,000 liability in connection with its settlement offer to JNS. On February 2, 2018, the parties entered into an asset purchase agreement whereby the parties agreed to settle the litigation. The Company purchased back the EV chargers it previously sold to JNS for: (a) shares of Common Stock worth $600,000 with a price per share equal to $4.25 (the price per share of the Public Offering); (b) $50,000 cash payment within ten days of the closing of the Public Offering; and (c) $100,000 cash payment within six months following the closing of the Public Offering. The Public Offering closed on February 16, 2018. The Company issued 141,176 shares on March 16, 2018. The Company made the $50,000 payment on March 16, 2018. JNS filed a motion to dismiss the lawsuit without prejudice on March 23, 2018 and the judge granted the motion on March 26, 2018. JNS will file a motion to convert the dismissal without prejudice to dismissal with prejudice within three business days of the $100,000 payment. On March 16, 2018, the Company issued 23,529 shares of Common Stock to JNS to be held in escrow as security for the $100,000 payment. At the time the $100,000 payment is made by the Company, the 23,529 shares currently held in escrow will be cancelled.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Market Information

Until February 13, 2018, our Common Stock was quoted on the OTC Pink Current Information Marketplace under the symbol "CCGI". As of February 14, 2018, our Common Stock and warrants are now listed on NASDAQ under the symbols "BLNK" and "BLNKW", respectively.

Price Range of Common Stock

The following table sets forth, for the periods indicated, the high and low bid prices per share for our common stock as reported by the relevant OTC quotation service. These bid prices represent prices quoted by broker-dealers on the relevant OTC quotation service. The prices reflect inter-dealer quotations, do not include retail mark-ups, markdowns or commissions and do not necessarily reflect actual transactions.

Quarter ended	High	Low
April 1, 2018 - April 13, 2018	$ 2.89	$ 2.00
March 31, 2018	$ 15.00	$ 2.51
December 31, 2017	$ 11.20	$ 4.50
September 30, 2017	$ 33.70	$ 8.50
June 30, 2017	$ 10.50	$ 8.00
March 31, 2017	$ 12.50	$ 5.00
December 31, 2016	$ 22.00	$ 5.50
September 30, 2016	$ 30.00	$ 13.00
June 30, 2016	$ 44.50	$ 12.50
March 31, 2016	$ 27.50	$ 5.00

Security Holders

As of April 11, 2018, there were approximately 244 holders of record of our Common Stock. The last reported sale price of our Common Stock on April 11, 2018 on NASDAQ was $2.38 per share.

Dividends

To date, we have not paid any dividends on our Common Stock and do not anticipate paying any such dividends in the foreseeable future. The declaration and payment of dividends on the Common Stock is at the discretion of our Board and will depend on, among other things, our operating results, financial condition, capital requirements, contractual restrictions or such other factors as our Board may deem relevant. We currently expect to use all available funds to finance the future development and expansion of our business and do not anticipate paying dividends on our Common Stock in the foreseeable future.

Unregistered Sales of Equity Securities and Use of Proceeds

During the year ended December 31, 2017, we issued securities that were not registered under the Securities Act, and were not previously disclosed in a Current Report on Form 8-K as listed below. Except where noted, all of the securities discussed in this Item 5 were issued in reliance on the exemption under Section 4(a)(2) of the Securities Act.

In connection with the JMJ Financing, with the achievement of certain milestones in February 2017 (the filing with the SEC of a revised Preliminary Information Statement and a Definitive Information Statement, each on Schedule 14C regarding the Reverse Stock Split), additional advances of $225,100 and $300,000 under the Promissory Note occurred on February 10 and February 27, respectively. Thus, two more warrants to purchase the Company's Common Stock were issued, one for 6,431 shares and the other for 8,571 shares, respectively.

All advances after February 28, 2017 were at the discretion of JMJ without regard to any specific milestones occurring. Additional advances of $250,000 and $30,000 under the Promissory Note occurred on March 14, 2017 and March 24, 2017, respectively, and two more warrants to purchase the Company's Common Stock were issued, one for 7,143 shares and the other for 857 shares. An additional advance of $400,000 occurred on April 5, 2017 and another warrant to purchase 11,429 shares of our Common Stock was issued on the same date. An additional advance of $295,000 occurred on May 9, 2017 and another warrant to purchase 8,429 shares of the Company's Common Stock was issued on the same date. On July 27, 2017, an additional advance of $50,000 was made to the Company and another warrant to purchase 1,429 shares of the Company's Common Stock was issued to JMJ. The Company and JMJ entered into the Additional Agreement on October 23, 2017. In accordance with the terms of the Additional Agreement, on October 24, 2017, JMJ advanced to the Company $949,900 available pursuant to previous agreements with JMJ and another warrant to purchase 27,140 shares of the Company's Common Stock was issued to JMJ.

On May 5, 2017, the Board approved, and on May 8, 2017, the Company issued an aggregate of 61,740 shares of Series C Convertible Preferred Shares in satisfaction of aggregate liabilities of approximately $6,200,000 associated with the Company's registration rights penalty, public information fee and Series C Convertible Preferred Shares dividends.

On May 5, 2017, the Board approved, and on May 8, 2017, the Company issued an aggregate of 2,166 shares of Common Stock to five people in satisfaction of aggregate liabilities of $386,900 associated with certain professional and other consulting fee agreements.

During the three months ended June 30, 2017, the Company received agreements signed by certain holders of outstanding warrants to purchase Common Stock, pursuant to which warrants to purchase an aggregate of 181,783 warrant shares converted into 180,533 shares of Common Stock. These 180,533 shares were issued pursuant to a Board resolution dated July 17, 2017.

On July 14, 2017, the Company issued 10,000 shares of its Common Stock to Mr. Schweitzer valued at $93,750 pursuant to his Director Agreement.

On July 18, 2017, the Company issued a promissory note to BLNK Holdings, LLC, an entity whose holdings Mr. Farkas has voting power and investment power over, in the principal amount of $5,078.22 at an interest rate of 10% annually. The date of maturity is the earlier of (i) October 17, 2017 or (ii) the closing date of the offering of the Company's securities.

On July 31, 2017, the Company issued a promissory note to BLNK Holdings in the principal amount of $30,000 at an interest rate of 10% annually. The date of maturity is the earlier of (i) October 17, 2017 or (ii) the closing date of the offering of the Company's securities.

On August 4, 2017, the Company issued 48,023 warrants, in lieu of options, owed to Mr. Calise pursuant to his employment agreement at prices ranging from $35.00 to $150.00, with a weighted average price of $36.44.

On August 7, 2017, we issued a sixty-day convertible note in the principal amount of $50,000 to FGI. Interest on the note accrues at a rate of 15% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of Common Stock at $35.00 per share. In connection with the note issuance, we issued a five-year immediately vested warrant to purchase 100,000 shares of Common not subject to the Reverse Stock Split at an exercise price of $0.70 (not subject to the Reverse Stock Split).

On August 14, 2017, the Company and Wolverine Flagship Fund Trading Limited ("Wolverine") entered into a Warrant Exchange Agreement (the "Warrant Agreement"). Pursuant to the Warrant Agreement, Wolverine agreed to exchange its 2,500,000 warrant shares for the same number of shares of the Company's Common Stock.

On August 29, 2017, FGI exercised warrants on a cashless basis and received 2,990,404 shares of Common Stock.

From January 1, 2017 through September 25, 2017, the Company received agreements signed by certain holders of outstanding warrants to purchase Common Stock, pursuant to which warrants to purchase an aggregate of 726,704 warrant shares converted into 711,041 shares of Common Stock. These 711,041 shares were issued pursuant to Board resolutions dated September 26, 2017 and November 1, 2017.

On November 29, 2017, the Company issued 9,119 Series C Preferred Shares to forty-five (45) stockholders as payment in full, among other items, of registration rights penalties accrued for the period of July 1, 2017 through September 30, 2017.

Use of Proceeds for Registered Offering of Common Stock and Warrants

On February 13, 2018, our Registration Statement on Form S-1 (File No. 333-214461) was declared effective by the SEC for our underwritten public offering (the "Public Offering"), pursuant to which we sold an aggregate of 4,353,000 shares of Common Stock and warrants to purchase up to an aggregate of 8,706,000 shares of common stock (the "Warrants"), at a combined public offering price of $4.25 per unit comprised of one share of Common Stock and two Warrants. Each Warrant is exercisable for five years from issuance and has an exercise price equal to $4.25 per share. The Company granted the Public Offering's underwriters a 45-day option to purchase up to an additional 652,950 shares of Common Stock and/or warrants to purchase 1,305,900 shares of Common Stock to cover over-allotments, if any. In connection with the closing of the Public Offering, the underwriters partially exercised their over-allotment option and purchased an additional 406,956 warrants., for aggregate gross proceeds of approximately $18.5 million, less underwriting discounts and commissions and other offering expenses of approximately $1.69 million, for aggregate net proceeds of approximately $16.8 million. The Public Offering closed on February 16, 2018. There has been no material change in the planned use of proceeds from Public Offering as described in our prospectus dated February 13, 2018, as filed with the SEC pursuant to Rule 424(b) under the Securities Act (File No. 333-214461) ("Prospectus"). Joseph Gunnar & Co., LLC acted as sole book-running manager for the Public Offering and The Benchmark Company, LLC acted as a co-manager for the Public Offering.

ITEM 6. SELECTED FINANCIAL DATA

We are not required to provide the information required by this item because we are a smaller reporting company.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the results of operations and financial condition for the years ended December 31, 2017 and 2016 should be read in conjunction with our consolidated financial statements and the notes to those consolidated financial statements that are included elsewhere in this Annual Report. Our discussion includes forward-looking statements based upon current expectations that involve risks and uncertainties, such as our plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors. See "Forward-Looking Statements."

Overview

We are a leading owner, operator, and provider of electric vehicle ("EV") charging equipment and networked EV charging services. We offer both residential and commercial EV charging equipment, enabling EV drivers to easily recharge at various location types.

Our principal line of products and services is our Blink EV charging network (the "Blink Network") and EV charging equipment (also known as electric vehicle supply equipment) and EV related services. Our Blink Network is proprietary cloud-based software that operates, maintains, and tracks all of the Blink EV charging stations and the associated charging data. The Blink Network provides property owners, managers, and parking companies, who we refer to as our Property Partners, with cloud-based services that enable the remote monitoring and management of EV charging stations, payment processing, and provide EV drivers with vital station information including station location, availability, and applicable fees.

We offer our Property Partners a flexible range of business models for EV charging equipment and services. In our comprehensive and turnkey business model, we own and operate the EV charging equipment, manage the installation, maintenance, and related services, and share a portion of the EV charging revenue with the property owner. Alternatively, Property Partners may share in the equipment and installation expenses, with Blink operating and managing the EV charging stations and providing connectivity to the Blink Network. For Property Partners interested in purchasing and owning EV charging stations that they manage, we can also provide EV charging hardware, site recommendations, connectivity to the Blink Network, and service and maintenance services.

We have strategic partnerships across numerous transit/destination locations, including airports, auto dealers, healthcare/medical, hotels, mixed-use, municipal locations, multifamily residential and condos, parks and recreation areas, parking lots, religious institutions, restaurants, retailers, schools and universities, stadiums, supermarkets, transportation hubs, and workplace locations. As of April 11, 2018, we have approximately 14,165 charging stations deployed of which 4,690 are Level 2 commercial charging units, 113 DC Fast Charging EV chargers and 1,976 residential charging units in service on the Blink Network. Additionally, we currently have approximately 436 Level 2 commercial charging units on other networks and there are also approximately an additional 6,950 non-networked, residential Blink EV charging stations. The non-networked, residential Blink EV charging stations are all partner owned.

As reflected in our consolidated financial statements as of December 31, 2017, we had had a cash balance, a working capital deficiency and an accumulated deficit of $185,151, $34,762,130, and $156,435,278 respectively. During the years ended December 31, 2017 and 2016, we incurred net losses of $75,363,496 and $7,699,127, respectively. The Company has not yet achieved profitability. Subsequent to December 31, 2017, the Company raised aggregate net proceeds of approximately $14.1 million in connection with its public offering and exchanged aggregate liabilities of approximately $26.0 million for equity.

Consolidated Results of Operations

Year Ended December 31, 2017 Compared With Year Ended December 31, 2016

Revenues

Total revenue for the year ended December 31, 2017 was $2,500,357 compared to $3,326,021, a decline of $825,664, or 25%. The decrease is primarily attributed to a decrease in revenue from product sales of $631,853, or 56%, to $495,086 for the year ended December 31, 2017 from $1,126,939 for the year ended December 31, 2016. The decrease is due to a lower volume of residential and commercial units sold in 2017. Additionally, the decline is attributable to a $211,767 decline in grants and rebates revenue that decreased to $120,905, or 64% for the year ended December 31, 2017 compared to $332,672 for the year ended December 31, 2016. Grants and rebates relating to equipment and the related installation are deferred and amortized in a manner consistent with the depreciation expense of the related assets over their useful lives. The ability to secure grant revenues is typically unpredictable and, therefore, uncertain. We have not recently received any new grants and, as a result, the 2017 revenue is related to the amortization of previous grants.

Charging service revenue company-owned charging stations was $1,186,710 for the year ended December 31, 2017 compared to $1,144,016 for the year ended December 31, 2016, a slight increase of $42,694, or 4%.

Total revenue from warranty revenue and network fees was $359,216 for the year ended December 31, 2017, compared to $380,884 the year ended December 31, 2016 a decrease of $21,668, or 6%. The decrease is primarily attributable to a lower volume of residential and commercial units sold in 2017.

Other revenue decreased by $3,070 to $338,440 for the year ended December 31, 2017 as compared to $341,510 for the year ended December 31, 2016. The decrease was primarily attributable to a decrease of $175,978 in charging revenue from host-owned stations as a result of property owners converting their charging stations from host-owned to company-owned. This decrease was almost fully offset by the sale of Low Carbon Fuel Standard credits that amounted to $172,908 during the year ended December 31, 2017.

Cost of Revenues

Cost of revenues primarily consists of depreciation of installed charging stations, amortization of the Blink Network infrastructure, the cost of charging station goods and related services sold, repairs and maintenance, electricity reimbursements and revenue share payments to hosts when we are the primary obligor in the revenue share arrangement. Cost of revenues for the year ended December 31, 2017 were $1,454,686 as compared to $2,813,680 for the year ended December 31, 2016, a decrease of $1,358,994, or 48%, primarily due to a reduction in depreciation and amortization expense that declined to $380,309 for the year ended December 31, 2017 as compared to $805,607 for the year ended December 31, 2016, as the underlying assets became fully depreciated during 2017. Warranty and repairs and maintenance costs decreased by $379,367, or 109%, to a benefit of $32,890 during the year ended December 31, 2017 from $346,477 during the year ended December 31, 2016. The decrease was primarily attributable to a decrease in warranty expenses of $340,828 as a result of us bringing our warranty service in-house in 2017. Network costs were $302,645 for the year ended December 31, 2017 compared to $511,438 for the year ended December 31, 2016, a decrease of $208,793, or 41%. This decrease is attributed to renegotiated contracts with service providers. There is a degree of variability in our gross margins related to charging services revenues from period to period primarily due to (i) the mix of revenue share payment arrangements, (ii) electricity reimbursements, and (iii) the costs of maintaining charging stations not currently in operation. Any variability in our gross margins related to equipment sales depends on the mix of products sold. Lastly, due to a decrease in the volume of residential and commercial units sold in 2017, cost of product sales decreased by $264,307 to $237,422 during the year ended December 31, 2017 as compared to $501,729 during 2016.

Operating Expenses

Operating expenses consist of selling, marketing, advertising, payroll, administrative, finance and professional expenses.

Compensation expense increased by $1,101,949, or 23%, from $4,879,612 (consisting of approximately $4.1 million of cash compensation and approximately $0.8 million of non-cash compensation) for the year ended December 31, 2016 to $5,981,561 (consisting of approximately $2.9 million of cash compensation and approximately $3.1 million of non-cash compensation) for the year ended December 31, 2017. The increase is primarily attributed to an increase in non-cash compensation of $1.9 million due to increased equity-based board fees and commissions during 2017. This is partially offset by a decrease in salary and other payroll expenses of $724,750 due to a reduction in head count in 2017.

Other operating expenses consist primarily of rent and second generation product development expenses. Other operating expenses decreased by $546,853, or 38%, from $1,451,683 for the year ended December 31, 2016 to $904,830 for the year ended December 31, 2017. The decrease was primarily attributable to a decrease in product development costs related to second generation charging stations of $338,979 to $162,190 during the year ended December 31, 2017 from $501,168 during the year ended December 31, 2016. Additionally, there was a decrease in rent expense of $135,514 to $105,246 during the year ended December 31, 2017 from $240,760 during the year ended December 31, 2016. The decrease in rent was due to our move to smaller spaces.

General and administrative expenses decreased by $112,029, or 8%, from $1,393,954 for the year ended December 31, 2016 to $1,281,925 for the year ended December 31, 2017. The decrease was primarily due to a decrease in accounting and consulting fees of $312,987 to $331,040 during the year ended December 31, 2017 compared to $644,027 during the year ended December 31, 2016. During 2016, there was significant accounting work performed in connection with our efforts to get current in our filings with the SEC. This was partially offset by an increase in legal fees of $303,954 to $699,143 during the year ended December 31, 2017 compared to $395,188 during the year ended December 31, 2016. During the year ended December 31, 2017, we incurred lease termination costs of $300,000 which represents the fair value of our remaining under our lease agreement.

Other Expense

Other expense increased by $67,454,632 from $486,219 for the year ended December 31, 2016 to $67,940,851 for the year ended December 31, 2017. The increase was primarily due to an increase in the non-cash change in fair value of warrant liabilities of approximately $44.7 million, which was primarily attributable to the quantity of warrants held by our Executive Chairman not being subject to our reverse stock split, which, as a result of the reverse stock split, caused the warrants to increase in value. The increase in other expense was also attributable to a loss on settlement reserve of approximately $13.0 million, which was primarily related to our default on our note with JMJ, as well as a non-cash loss on inducement of approximately $7.6 million which related to exchange agreements whereby the fair value consideration we issued to counterparties exceeded the carrying amounts of the liabilities.

Net Loss

Our net loss for the year ended December 31, 2017 increased by $67,664,369, or 879%, to $75,363,496 as compared to $7,699,127 for the year ended December 31, 2016. The decrease was primarily attributable to an increase in other expenses of $67,454,632. Our net loss attributable to common shareholders for the year ended December 31, 2017 increased by $70,462,969, or 769%, from $9,167,627 to $79,630,596 for the aforementioned reasons and due to an increase in the dividend attributable to Series C Convertible Preferred shareholders of $2,798,600.

Liquidity and Capital Resources

During the year ended December 31, 2017, we financed our activities from proceeds derived from debt and equity financing. A significant portion of the funds raised from the sale of capital stock have been used to cover working capital needs and personnel, office expenses and various consulting and professional fees.

For the year ended December 31, 2017 and 2016, we used cash of $2,548,661 and $2,749,023, respectively, in operations. Our cash use for the year ended December 31, 2017 was primarily attributable to our net loss of $75,363,496, adjusted for net non-cash expenses in the aggregate amount of $58,138,853, partially offset by $14,675,982 of net cash provided by changes in the levels of operating assets and liabilities. Our cash use for the year ended December 31, 2016 was primarily attributable to our net loss of $7,699,127, adjusted for net non-cash expenses in the aggregate amount of $2,031,537 partially offset by $2,918,567 of net cash provided by changes in the levels of operating assets and liabilities.

During the year ended December 31, 2017, cash used in investing activities was $23,169, which was used to purchase charging stations and other fixed assets. Net cash used in investing activities was $80,463 during the year ended December 31, 2016, which was used to purchase charging stations and other fixed assets.

Net cash provided by financing activities for the year ended December 31, 2017 was $2,751,083, of which, $3,017,645 was provided in connection with the issuance of various forms of notes payable, partially offset by the payment of $172,158 associated with public offering costs and $72,945 of debt issuance costs as well as the repayment of notes payable of $9,893. Net cash provided by financing activities for the year ended December 31, 2016 was $2,646,153, of which $1,367,120 was provided in connection with proceeds from the issuance of Series C Convertible Preferred Stock and warrants, $1,000,000 was provided in connection with the issuance of convertible notes payable, $600,000 was provided in connection with proceeds from the issuance of convertible notes payable to a related party, partially offset by $52,500 of payment of Series C Convertible Preferred Stock issuance cost, $53,640 of payment of future offering costs, $87,405 of payment of debt issuance costs, and repayment of notes payable of $138,988.

Through December 31, 2017, we incurred an accumulated deficit since inception of $156,435,278. As of December 31, 2017, we had a cash balance and working capital deficit of $185,151 and $34,762,130, respectively. During the year ended December 31, 2017, we incurred a net loss of $75,363,496. We have not yet achieved profitability. Subsequent to December 31, 2017, we raised aggregate net proceeds of approximately $14.1 million in connection with the closing of our public offering and exchanged aggregate liabilities of approximately $26.0 million for equity.

There has been no material change in the planned use of proceeds from Public Offering as described in our Prospectus. Approximately $4.4 million was to be used for the repayment of certain debt and other obligations, of which, as of March 27, 2018, approximately $3.8 million, has been paid. The remaining amount will be used as follows:

(1) Approximately $4.0 million for the deployment of charging stations;
(2) Approximately $1.0 million to expand our product offerings including but not limited to completing the research and development, as well as the launch of our next generation of EV charging equipment;
(3) Approximately $3.0 million to add additional staff in the areas of finance, sales, customer support, and engineering; and
(4) The remainder for working capital and other general corporate purposes

We believe our current cash on hand is sufficient to meet our obligations, operating and capital requirements for at least the next twelve months from the date of this filing. Thereafter, the we will need to raise further capital, through the sale of additional equity or debt securities, or other debt instruments to support our future operations. Our operating needs include the planned costs to operate our business, including amounts required to fund working capital and capital expenditures. Our future capital requirements and the adequacy of our available funds will depend on many factors, including our ability to successfully commercialize our products and services, competing technological and market developments, and the need to enter into collaborations with other companies or acquire other companies or technologies to enhance or complement our product and service offerings. There is also no assurance that the amount of funds we might raise will enable us to complete our development initiatives or attain profitable operations. If we are unable to obtain additional financing on a timely basis, we may have to curtail our development, marketing and promotional activities, which would have a material adverse effect on our business, financial condition and results of operations, and ultimately, we could be forced to discontinue our operations and liquidate.

Since inception, our operations have primarily been funded through proceeds from equity and debt financings. Although management believes that we have access to capital resources, there are currently no commitments in place for new financing at this time, except as described below under the heading Recent Developments, and there is no assurance that we will be able to obtain funds on commercially acceptable terms, if at all.

Recent Developments

Resignation of Andy Kinard as President

On March 19, 2018, Andy Kinard resigned as the Company's President, effective immediately. Mr. Kinard remains a non-executive employee of the Company. The Company has not yet appointed a new President.

Public Offering and Nasdaq Uplisting

On February 16, 2018, we closed our underwritten public offering (the "Public Offering") of an aggregate 4,353,000 shares of our common stock and warrants to purchase 8,706,000 shares of common stock at a combined public offering price of $4.25 per unit comprised of one share and two warrants. The Public Offering resulted in approximately $18.5 million of gross proceeds, less underwriting discounts and commissions and other offering expenses of approximately $4.4 million, a portion of which is included within deferred public offering costs on the balance sheet as of December 31, 2017, for aggregate net proceeds of approximately $14.1 million. The common stock and warrants were approved to list on the Nasdaq Capital Market under the symbols BLNK and BLNKW, respectively, and began trading on February 14, 2018.

Each warrant is exercisable for five years from issuance and has an exercise price equal to $4.25 per share. We granted the Public Offering's underwriters a 45-day option to purchase up to an additional 652,950 shares of common stock and/or warrants to purchase 1,305,900 shares of common stock to cover over-allotments, if any. In connection with the closing of the Public Offering, the underwriters partially exercised their over-allotment option and purchased an additional 406,956 warrants. The 45-day option expired on April 2, 2018.

Securities Purchase Agreement with JMJ Financial

On October 7, 2016, we executed a Promissory Note in favor of JMJ in the amount up to $3,725,000 bearing interest on the unpaid balance at the rate of six percent. The initial amount borrowed under the Promissory Note was $500,000, with the remaining amounts permitted to be borrowed under the Promissory Note being subject to us achieving certain milestones.

We initially issued one warrant to JMJ to purchase a total of 14,286 shares of our Common Stock at an exercise price equal to the lesser of: (i) 80% of the Common Stock price of the Public Offering, (ii) $35.00 per share, (iii) 80% of the unit price of the Public Offering (if applicable), (iv) the exercise price of any warrants issued in the Public Offering, or (v) the lowest conversion price, exercise price, or exchange price, of any security issued by us that is outstanding on October 13, 2016.

The initial amount borrowed under the Promissory Note was $500,000, with the remaining amounts permitted to be borrowed under the Promissory Note being subject to us achieving certain milestones. With the achievement of certain milestones in November 2016 (the filing with the SEC of a Preliminary Information Statement on Schedule 14C regarding the Reverse Stock Split), an additional advance of $500,000 under the Promissory Note occurred on November 28, 2016. Another warrant to purchase 14,286 shares of our Common Stock was issued as of November 28, 2016. With the achievement of certain milestones in February 2017 (the filing with the SEC of a revised Preliminary Information Statement and a Definitive Information Statement, each on Schedule 14C regarding the Reverse Stock Split), additional advances of $225,100 and $300,000 under the Promissory Note occurred on February 10 and February 27, respectively. Thus, two more warrants to purchase the Company's Common Stock were issued, one for 6,431 shares and the other for 8,571 shares, respectively.

All advances after February 28, 2017 were at the discretion of JMJ without regard to any specific milestones occurring. Additional advances of $250,000 and $30,000 under the Promissory Note occurred on March 14, 2017 and March 24, 2017, respectively, and two more warrants to purchase the Company's Common Stock were issued, one for 7,143 shares and the other for 857 shares. An additional advance of $400,000 occurred on April 5, 2017 and another warrant to purchase 11,429 shares of our Common Stock was issued on the same date. An additional advance of $295,000 occurred on May 9, 2017 and another warrant to purchase 8,429 shares of the Company's Common Stock was issued on the same date. On July 27, 2017, an additional advance of $50,000 was made to the Company and another warrant to purchase 1,429 shares of the Company's Common Stock was issued to JMJ. JMJ and the Company entered into a Lockup, Conversion, and Additional Investment Agreement dated October 23, 2017 (the "Additional Agreement"), however, it became effective upon the document being fully executed on October 24, 2017. In accordance with the terms of the Additional Agreement, on October 24, 2017, JMJ advanced to the Company $949,900 available pursuant to previous agreements with JMJ and another warrant to purchase 27,140 shares of the Company's Common Stock was issued to JMJ. As of the closing of the Public Offering, ten (10) warrants to purchase a total of 100,001 shares of the Company's Common Stock had been issued to JMJ. The aggregate exercise price was $3,500,000.

The Additional Agreement extended the maturity date of the JMJ loans to December 15, 2017. On November 29, 2017, the Company and JMJ entered into the first amendment to the Additional Agreement, extending the maturity date to December 31, 2017. On January 4, 2018, the Company and JMJ entered into the second amendment to the Additional Agreement, extending the maturity date to January 31, 2018. On February 1, 2018, the Company and JMJ entered into the third amendment to the Additional Agreement, extending the maturity date to February 10, 2018. On February 7, 2018, the Company and JMJ entered into the fourth amendment to the Additional Agreement, extending the maturity date to February 15, 2018.

In addition, JMJ claimed that the Company would owe JMJ $12 million as a mandatory default amount pursuant to previous agreements with the Company. JMJ, in the Additional Agreement, agreed to allow the Company to have two options for settling a previously issued note (including settling the mandatory default amount for either $1.1 million or $2.1 million), securing a lockup agreement from JMJ, and exchanging previously issued warrants for shares of Common Stock. Each of these options depended upon the Public Offering closing by December 15, 2017 (subsequently extended to February 15, 2018). The option chosen was at the Company's sole discretion.

The first option was that the Company, upon the closing of the Public Offering: (a) would pay $2.0 million in cash to JMJ; and (b) would issue shares of Common Stock to JMJ with a value of $9,005,000 (including the Origination Shares). The second option was that the Company, upon the closing of the Public Offering, would not pay any cash to JMJ and would issue shares of Common Stock to JMJ with a value of $12,005,000 (including the Origination Shares).

Upon the closing of the Public Offering (February 16, 2018), the Company chose the second option and did not pay any cash to JMJ. Although the Public Offering closed one day after the February 15, 2018 Maturity Date, JMJ accepted payment on February 16, 2018 did not declare a default.

In each case, the Company was to issue such number of duly and validly issued, fully paid and non-assessable shares of Common Stock equal to the amount in question divided by the lowest of (i) $35.00 per share, or (ii) the lowest daily closing price of the Common Stock during the ten days prior to delivery of shares (subject to adjustment for stock splits), or (iii) 80% of the Common Stock price of the Public Offering, or (iv) 80% of the unit price of the Public Offering (if applicable), or (v) the exercise price of any warrants issued in the Public Offering.

Prior to the Company choosing the option at the closing (with the first option including some cash and the second option not including any cash), JMJ could elect to receive some or all of the share consideration (to be issued pursuant to either option) in the form of convertible preferred stock. On January 29, 2018, JMJ made the election to receive all of the share consideration in the form of shares of convertible preferred stock.

Pursuant to the second option and to the election by JMJ to receive convertible preferred stock instead of common stock as permitted by the Additional Agreement, the Company, on February 16, 2018 issued to JMJ shares of Series D Preferred Stock convertible into 3,847,756 shares of Common Stock, to reflect the full payment of all dollar amounts and share amounts owed in connection with the JMJ Financing. Because the Series D Preferred Stock is convertible into shares of our Common Stock, upon JMJ's conversion of the Series D Preferred Stock into shares of our Common Stock, holders of our Common Stock will experience dilution.

We refer herein to these transactions with JMJ as the "JMJ Financing".

Separately from and unrelated to the JMJ Financing, JMJ lent $250,000 to the Company on January 22, 2018. We agreed with JMJ to issue units of unregistered shares of Common Stock and warrants as repayment of this $250,000 advance at the closing of the Public Offering (with each unit consisting of one share of Common Stock and two warrants each to purchase one share of Common Stock). On March 16, 2018, the Company issued 73,529 shares of Common Stock to JMJ and on April 9 the Company issued 147,058 warrants to JMJ.

Issuances of Restricted Common Stock

In connection with the closing of the Public Offering, and pursuant to obligations previously incurred by the Company, on March 16, 19, 22, and 27, 2018, the Company issued a total of 12,305,228 restricted shares of Common Stock, to approximately seventy (70) individuals or entities (the "Securities Issuance"). Details of the Securities Issuance are described below.

Upon the closing of the Public Offering, all outstanding shares of Series B Preferred Shares of the Company were converted into 223,235 shares of Common Stock. These 223,235 shares of Common Stock are equal to $825,000 payable to ECOtality Consolidated Qualified Creditor Trust. The Company issued to ECOtality Consolidated Qualified Creditor Trust 223,235 shares of Common Stock as payment. As of March 28, 2018, there are no longer any Series B Preferred Shares outstanding.

The Company issued to Mr. Michael J. Calise, the Company's Chief Executive Officer, 10,269 restricted shares of the Company's Common Stock. The shares were issued in settlement and consideration of services rendered during the period of April 1, 2016 through March 31, 2017. The 20,538 five-year warrants to purchase Common Stock with an exercise price of $4.25 were issued to Mr. Calise on April 9, 2018.

9,440 shares were issued to Mr. Andy Kinard, the Company's former President, in settlement and consideration of services rendered during the period of April 1, 2016 through March 31, 2017. The 18,880 five-year warrants to purchase Common Stock with an exercise price of $4.25 were issued to Mr. Kinard on April 9, 2018.

46,655 shares of Common Stock were issued as payment of a total of $153,529 to both SemaConnect Inc. and their legal counsel pursuant to the Settlement Agreement dated June 23, 2017.

Pursuant to a Confidential Settlement Agreement between the Company and ITT Cannon, LLC, dated May 17, 2017, the Company owed $200,000 to ITT Cannon which was to be paid entirely in the form of shares of Common Stock. On March 16, 2018, the Company issued 47,059 shares of Common Stock to ITT Cannon as partial payment of this $200,000 in stock. On March 30, 2018 the Company has issued an additional 25,669 shares to satisfy in full its obligations to ITT.

74,753 shares of Common Stock were issued as payment of $221,009 owed to BLNK Holdings, in principal and interest pursuant to a Conversion Agreement between the Company and BLNK Holdings, dated August 23, 2017.

73,529 shares of Common Stock were issued to JMJ Financial as repayment of a $250,000 advance pursuant to a Letter Agreement between the Company and the counterparty, dated February 1, 2018. The 147,058 five-year warrants to purchase Common Stock with an exercise price of $4.25 were issued to JMJ Financial on April 9, 2018.

141,176 shares of Common Stock were issued to JNS Power & Control Systems, Inc. ("JNS") as payment of $600,000 in connection with an asset purchase agreement entered into with the counterparty on February 2, 2018 in settlement of litigation.

23,529 shares of Common Stock were issued to JNS to be held in escrow as security for the $100,000 payment to be paid within six months of the closing of the Public Offering. At the time the $100,000 payment is made by the Company, the 23,529 shares currently held in escrow will be cancelled.

17,132 shares of Common Stock were issued to Genweb2 as repayment of a $58,250 debt pursuant to a Letter Agreement between the Company and the counterparty, dated February 12, 2018.

2,353 shares of Common Stock were issued as payment of $10,000 to Russ Klenet & Associates, Inc. pursuant to the Settlement and Release Agreement between the Company and the counterparty, dated December 29, 2016.

17,647 shares of Common Stock were issued as payment of $75,000 owed to Wilson Sonsini Goodrich & Rosati pursuant to a Settlement Agreement between the Company and the counterparty, dated June 8, 2017.

119,700 shares of Common Stock were issued to Schafer & Weiner, PLLC as part of a repayment of a $406,981.47 debt pursuant to a Letter Agreement between the Company and the counterparty. The 239,400 five-year warrants to purchase Common Stock with an exercise price of $4.25 were issued to Schafer & Weiner, PLLC on April 9, 2018.

1,882 shares of Common Stock were issued to IBIS Co. in connection with an introduction to an investor.

550,000 shares of Common Stock were issued pursuant to letter agreements, dated December 6, 2017 and December 7, 2017 signed by the two holders of the Series A Convertible Preferred Stock ("Series A Preferred Shares") (Mr. Farkas, our Executive Chairman is receiving 500,000 shares of Common Stock and Ira Feintuch, our Chief Operating Officer is receiving 50,000 shares of Common Stock) to convert 11,000,000 Series A Preferred Shares issued and outstanding as of February 13, 2018. As of March 28, 2018, there are no longer any Series A Preferred Shares outstanding.

886,119 shares of Common Stock were issued to Mr. Farkas pursuant to the December 6, 2017 letter agreement.

13,721 shares of Common Stock were issued to Mr. Farkas as payment of $46,651 in Board fees owed to Mr. Farkas.

223,456 shares of Common Stock were issued to Mr. Farkas as payment of $712,500 in shares of Common Stock owed to Mr. Farkas for the period of December 1, 2015 through May 31, 2017 pursuant to the Third Amendment to Executive Employment Agreement between the Company and Mr. Farkas, dated June 15, 2017 (the "Third Amendment") and pursuant to a Conversion Agreement between the Company and Mr. Farkas, dated August 23, 2017.

153,039 shares of Common Stock were issued to Mr. Farkas as payment of $375,000 in shares of Common Stock owed to Mr. Farkas for accrued commissions on hardware sales and revenue from charging stations for the period of November 2015 through March 2017 pursuant to the Third Amendment and $145,334 in shares of Common Stock owed to Mr. Farkas for accrued commissions on hardware sales and revenue from charging stations for the period of April 2017 through February 13, 2018 pursuant to an oral agreement between the Company and Mr. Farkas. This oral agreement was reached pursuant to Section 7(B) of the Third Amendment.

In total 1,776,335 restricted shares of the Company's Common Stock were issued to Mr. Farkas.

26,500 shares of Common Stock were issued to Mr. Feintuch pursuant to the December 7, 2017 letter agreement.

17,487 shares of Common Stock were issued to Mr. Feintuch as payment of $43,555 in shares of Common Stock owed to Mr. Feintuch which represents 25% of the accrued commissions on hardware sales and revenue from charging stations for the period of November 2015 through March 2017 owed to Mr. Feintuch pursuant to the Compensation Agreement between the Company and Mr. Feintuch, dated June 16, 2017 and $15,902 in shares of Common Stock owed to Mr. Feintuch which represents 25% of the accrued commissions on hardware sales and revenue from charging stations for the period of April 2017 through February 13, 2018 owed to Mr. Feintuch pursuant to an oral agreement between the Company and Mr. Feintuch. This oral agreement was reached pursuant to Section 3(B) of the Compensation Agreement.

In total 93,987 restricted shares of the Company's Common Stock were issued to Mr. Feintuch.

360,441 shares of Common Stock were issued to Ardour Capital Investments, LLC ("Ardour") (an entity of which Mr. Farkas owns less than 5%) in placement agent fees related to the $3,500,000 lent by JMJ Financial ("JMJ") to the Company between October 2016 and October 2017. This share amount also includes placement agent fees owed to Ardour in connection with a separate $250,000 lent by JMJ to the Company on January 22, 2018.

1,167 shares of Common Stock were issued to Ardour in connection with placement agent fees related to the sale of Series C Preferred Stock in December 2014.

9,868 shares of Common Stock were issued to Sunrise Securities Corp. ("Sunrise") in connection with placement agent fees related to the sale of Series C Preferred Stock in December 2014.

143,427 shares of Common Stock were issued to Sunrise as repayment of a $487,653 debt pursuant to a Letter Agreement between the Company and the counterparty, dated February 3, 2018. The 286,854 five-year warrants to purchase Common Stock with an exercise price of $4.25 were issued to Sunrise on April 9, 2018.

9,111,644 shares of Common Stock were issued to fifty-three (53) holders to convert all Series C Preferred Shares outstanding and owed as of the February 16th closing date of the Public Offering. As of March 28, 2018, there are no longer any Series C Preferred Shares outstanding. Among the 9,111,644 shares issued, BLNK Holdings was issued 6,827,092 shares and Mr. Farkas was issued 211,276 shares.

These securities were not registered under the Securities Act of 1933, as amended (the "Securities Act"), but qualified for exemption under Section 4(a)(2) of the Securities Act. The securities were exempt from registration under Section 4(a)(2) of the Securities Act because the issuance of such securities by the Company did not involve a "public offering," as defined in Section 4(a)(2) of the Securities Act, due to the insubstantial number of persons involved in the transaction, size of the offering, manner of the offering and number of securities offered. All of the securities were issued without registration under the Securities Act of 1933 in reliance upon the exemption provided in Section 4(a)(2).

Critical Accounting Policies

Our critical accounting policies are included in Note 2 - Significant Accounting Policies of our consolidated financial statements included within this Annual Report.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as "special purpose entities" (SPEs).

Recently Issued Accounting Standards

Our recently issued accounting standards are included in Note 2 - Significant Accounting Policies of our consolidated financial statements included within this Annual Report.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are not required to provide the information required by this Item because we are a smaller reporting company.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements required by this Item 8 are included in this Annual Report following Item 15 hereof. As a smaller reporting company, we are not required to provide supplementary financial information.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports, filed under the Securities Exchange Act of 1934, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable and not absolute assurance of achieving the desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. In addition, the design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may become inadequate because of changes in conditions or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

As required by the SEC Rules 13a-15(b) and 15d-15(b), we carried out an evaluation under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective at the reasonable assurance level due to the material weaknesses described below.

To address these material weaknesses, management engaged financial consultants, performed additional analyses and other procedures to ensure that the financial statements included herein fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented.

Management's Annual Report on Internal Control Over Financial Reporting.

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting ("ICFR") for the Company. Our internal control system was designed to, in general, provide reasonable assurance to the Company's management and board regarding the preparation and fair presentation of published financial statements, but because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2017. The framework used by management in making that assessment was the criteria set forth in the document entitled "2013 Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that assessment, management concluded that, during the period covered by this report, such internal controls and procedures were not effective as of December 31, 2017 and that material weaknesses in ICFR existed as more fully described below.

During July 2017, we appointed Robert Schweitzer to our audit committee, who we have determined meets the requirements of a financial expert as defined under the applicable rules and regulations of the SEC and who has the requisite financial sophistication as defined under the applicable rules and regulations of NASDAQ. Our Board has considered the independence and other characteristics of each of the three members of our audit committee, and our Board believes that each member meets the independence and other requirements of NASDAQ and the SEC. As part of its duties, the audit committee will assist our management in the establishment and monitoring of our internal controls and procedures.

In November 2017, the audit committee, as currently comprised, conducted its first review of the interim financial statements for the period ended September 30, 2017. Our management believes that the controls implemented in relation to the audit committee are sufficient to address the material weakness related to the audit committee on a go forward basis and, accordingly, they concluded that, as of December 31, 2017, the material weakness that had existed at December 31, 2016 had been remediated.

A material weakness is a deficiency, or a combination of deficiencies, within the meaning of Public Company Accounting Oversight Board ("PCAOB") Auditing Standard AS 2201, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. Management has identified the following material weaknesses which have caused management to conclude that as of December 31, 2017 our internal controls over financial reporting were not effective at the reasonable assurance level:

1. We do not have written documentation of our internal control policies and procedures. Written documentation of key internal controls over financial reporting is a requirement of Section 404 of the Sarbanes-Oxley Act which is applicable to us for the year ended December 31, 2017. Management evaluated the impact of our failure to have written documentation of our internal controls and procedures on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

2. We do not have sufficient resources in our accounting function, which restricts the Company's ability to gather, analyze and properly review information related to financial reporting in a timely manner. As a result, as of the date of filing, we have not completed our ASC 606 implementation process and, thus, cannot disclose the quantitative impact of adoption on our financial statements. In addition, due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Management evaluated the impact of our failure to have segregation of duties on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

3. We have inadequate controls to ensure that information necessary to properly record transactions is adequately communicated on a timely basis from non-financial personnel to those responsible for financial reporting. Management evaluated the impact of the lack of timely communication between non–financial personnel and financial personnel on our assessment of our reporting controls and procedures and has concluded that the control deficiency represented a material weakness.

4. Certain control procedures were unable to be verified due to performance not being sufficiently documented. As an example, some procedures requiring review of certain reports could not be verified due to there being no written documentation of such review. Management evaluated the impact of its failure to maintain proper documentation of the review process on its assessment of its reporting controls and procedures and has concluded deficiencies represented a material weakness.

We intend to continue to address these weaknesses as resources permit.

Notwithstanding the assessment that our ICFR was not effective and that there are material weaknesses as identified herein, we believe that our consolidated financial statements contained in this Annual Report fairly present our financial position, results of operations and cash flows for the years covered thereby in all material respects.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm as we are a smaller reporting company and are not required to provide the report.

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) of the Exchange Act that occurred during the quarter ended December 31, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting, except the implementation of the controls identified above.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Our current directors and executive officers and their ages as of April 10, 2018 are listed below. The number of directors is determined by the Board. All directors hold office until the next annual meeting of the board or until their successors have been duly elected and qualified. Officers are elected by the Board and their terms of office are, except to the extent governed by employment contract, at the discretion of the Board.

Name	Age	Principal Positions With Us
Michael D. Farkas	46	Executive Chairman of the Board of Directors (Principal Executive Officer)
Michael J. Calise	57	Chief Executive Officer (Interim Principal Financial Officer and Interim Principal Accounting Officer) and Director
Ira Feintuch	46	Chief Operating Officer
Andrew Shapiro	49	Director
Donald Engel	85	Director
Robert C. Schweitzer	71	Director

Set forth below is a brief description of the background and business experience of our directors and executive officers for the past five years.

Michael D. Farkas, Executive Chairman of the Board of Directors (Principal Executive Officer)

Mr. Farkas served as our Chief Executive Officer from 2010 through July 24, 2015. Mr. Farkas has served as a member of the Board since 2010 and has been the Executive Chairman of the Board since January 1, 2015. Mr. Farkas is the founder and manager of FGI, a privately held investment firm. Mr. Farkas is the founder and CEO of Balance Labs, Inc., a consulting firm that provides business development and consulting services to startup development stage business. Mr. Farkas is a director at Balance Labs Inc. Mr. Farkas also currently holds the position of Chairman and Chief Executive Officer of the Atlas Group, where its subsidiary, Atlas Capital Services, was a broker-dealer that had successfully raised capital for a number of public and private clients until it withdrew its FINRA registration in 2007. Over the last 20 years, Mr. Farkas has established a successful track record as a principal investor across a variety of industries, including telecommunications, technology, aerospace and defense, agriculture, and automotive retail. Mr. Farkas attended Brooklyn College where he studied Finance.

Based on his work experience and education, we have deemed Mr. Farkas fit to serve on the Board and as our principal executive officer.

Michael J. Calise, Chief Executive Officer (Interim Principal Financial Officer and Interim Principal Accounting Officer) and Director

Mr. Calise has served as our Chief Executive Officer since July 29, 2015 and as a member of the Board since March 9, 2016. From June 2011 to February 2015, Mr. Calise was the Head of North America Electric Vehicle Solutions at Schneider Electric, a world leader in energy management and energy efficiency. While at Schneider, Mr. Calise was responsible for the North American electric vehicle strategy, product, and services, and took the business from its infancy to its position as one of the top contenders in the electric vehicle solutions industry. Prior to Schneider Electric, from March 2010 to May 2011, Mr. Calise was the founder and principal of EVadvise, an independent advisory firm focused on mass scale electric vehicle infrastructure. While at EVadvise, he helped develop the EV Charging infrastructure technology plan for Marin Transportation Authority's (MTA) county-wide charger deployment. Mr. Calise received a Bachelor of Science Degree in Electrical Engineering from the University of Buffalo in New York, and has been a member of the Institute of Electrical and Electronics Engineers, California Clean Cars, Cleantech.org, Plug In America and the Electric Auto Association (EAA), and was a former board member of the Electric Drive Transportation Association (EDTA) and the BACC EV Strategic Council and the former chairman of the Los Gatos Transportation and Parking Commissions.

Based on his work experience in the EV industry and his education, we have deemed Mr. Calise fit to serve on the Board and as our Chief Executive Officer.

Ira Feintuch, Chief Operating Officer

Mr. Feintuch commenced employment with our Company in 2009 and was appointed Chief Operating Officer on March 24, 2015. Mr. Feintuch served as Vice President of Operations from September 2009 to March 2015. In this capacity, Mr. Feintuch has been responsible for the purchasing, installation, and maintenance of EV charging equipment, the selection and management of third-party electricians and service professionals for our Company and its subsidiaries, as well as developing strategic partnerships and collaborative relationships for our Company. Mr. Feintuch currently sits on the board of the ROEV Association, an EV industry trade association. Mr. Feintuch commenced personal bankruptcy proceedings in January 2016. Mr. Feintuch holds a B.S. in Management from Touro College.

Andrew Shapiro, Director

Mr. Shapiro has served on our Board since April 17, 2014. Mr. Shapiro founded Broadscale Group in 2012 and serves as its leader. Broadscale is a new model of investment firm working with leading energy corporations to invest in and commercialize the industry's most promising market-ready innovations. Prior to Broadscale, Mr. Shapiro founded GreenOrder in 2000. GreenOrder was a strategic advisory firm that worked with more than 100 enterprises to create energy and environmental innovation as a competitive advantage. In this capacity, Mr. Shapiro and his team worked with General Electric's leadership on the creation and execution of its multi-billion dollar "ecomagination" initiative, provided strategic counsel to General Motors on the launch of the Chevrolet Volt, and served as the green advisor for 7 World Trade Center, New York City's first LEED-certified (Leadership in Energy and Environmental Design) office tower. GreenOrder's client list included Alcan, Allianz, Bloomberg, BP, Bunge, Citi, Coca-Cola, Dell, Disney, Duke Energy, DuPont, eBay, Hines, HP, JPMorgan Chase, KKR, McDonald's, Morgan Stanley, NASDAQ OMX, National Grid, NBC Universal, NRG, Office Depot, Pfizer, Polo Ralph Lauren, Simon Property Group, Staples, Target, Tishman Speyer, TXU, and Waste Management. Mr. Shapiro and GreenOrder also co-founded the US Partnership for Renewable Energy Finance (US PREF). Mr. Shapiro holds an A.B. in Anthropology from Brown University and a J.D. from Yale Law School.

Based on his experience with environmental innovation and his education, we have deemed Mr. Shapiro fit to serve on the Board.

Donald Engel, Director

Mr. Engel has served on our Board since July 30, 2014. Mr. Engel is currently a consultant to Palisades Capital Management LLC. Mr. Engel served as Managing Director and consultant at Drexel Burnham Lambert for 15 years. Mr. Engel managed and developed new business relationships and represented clients such as Warner Communications and KKR & Co., L.P. Mr. Engel also served as a consultant to Bear Stearns and as a Director of such companies as Revlon, Uniroyal Chemical, Levitz, Banner Industries, Savannah Pulp & Paper, and APL Corp. In the last decade, Mr. Engel consulted to Morgan Joseph TriArtisan. Mr. Engel attended the University of Richmond.

Based on his work experience, previous directorships and education, we have deemed Mr. Engel fit to serve on the Board.

Robert Schweitzer, Director

Mr. Schweitzer has served on our Board since July 17, 2017. Mr. Schweitzer is currently the chief executive officer of RCS Mediation & Consulting LLC, which he founded in 2012. Mr. Schweitzer's areas of expertise include: financial management, portfolio management, credit review and approval, large project financing, sales management and corporate/civil leadership. Mr. Schweitzer has served as a Board Director for eight companies – both publicly and privately held. He currently serves as chairman of 1-800-PetMeds (NASDAQ:PETS) and as lead independent director of OmniComm (OTCQX: OMCM).

Throughout his career in banking and finance, Mr. Schweitzer has served in roles ranging from Head of Central North America Commercial Lending at a major national bank, Director and Head of Real Estate, Construction and Environmental Consulting for Coopers & Lybrand, and Regional President for Union Planters Bank (now Regions Bank). Most recently, Mr. Schweitzer was the President and COO of Shay Investment Services, Inc., a bank investment advisory firm and broker-dealer.

Prior to his career in finance, Mr. Schweitzer served in the U.S. Navy nuclear submarine force and retired with a rank of Captain. He holds an M.B.A. from the University of North Carolina and a B.S. Degree from the United States Naval Academy. Mr. Schweitzer also serves as a Florida Supreme Court Certified Circuit Civil Mediator, a Florida Office of Financial Regulation Certified Insurance Mediator, a FINRA Certified Arbitrator, and as a council member of the American Arbitration Association.

Based on his work experience, positions held within the financial services industry and his education, we have deemed Mr. Schweitzer fit to serve on the Board.

Family Relationships

There are no family relationships between any of our officers or directors.

Director Independence

Our Common Stock and warrants are listed on the NASDAQ. Under the rules of NASDAQ, "independent" directors must make up a majority of a listed company's board of directors. In addition, applicable NASDAQ rules require that, subject to specified exceptions, each member of a listed company's audit and compensation committees be independent within the meaning of the applicable NASDAQ rules. Audit committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Exchange Act.

Our Board has undertaken a review of the independence of each director and considered whether any director has a material relationship with us that could compromise his ability to exercise independent judgment in carryout out his responsibilities. As a result of this review, our Board determined that Messrs. Shapiro, Schweitzer, and Engel qualify as "independent" directors within the meaning of the NASDAQ rules. As a result, a majority of our directors are independent, as required under applicable NASDAQ rules. As required under applicable NASDAQ rules, we anticipate that our independent directors will meet in regularly scheduled executive sessions at which only independent directors are present.

Board Composition

Our Board is currently composed of five members. Mr. Schweitzer has been designated lead independent director. Our articles of incorporation and our bylaws permit our stockholders to establish by resolution the authorized number of directors, and six are currently authorized. Our directors hold office until their successors have been elected and qualified, or the earlier of their death, resignation or removal.

Board Committees

Our Board has established an audit committee, a compensation committee, and a nominating and corporate governance committee. The composition and responsibilities of each of the committees of our Board are described below. Members serve on such committees until their resignation or until otherwise determined by our Board.

Audit Committee

Our audit committee was established on December 3, 2013 to oversee our corporate accounting and financial reporting processes. Our audit committee, among other things, is responsible for:

- selecting and hiring the independent registered public accounting firm to audit our financial statements;
- helping to ensure the independence and performance of the independent registered public accounting firm;
- approving audit and non-audit services and fees;
- reviewing financial statements and discussing with management and the independent registered public accounting firm our annual audited and quarterly financial statements, the results of the independent audit and the quarterly reviews, and the reports and certifications regarding internal controls over financial reporting and disclosure controls;
- preparing the audit committee report that the SEC requires to be included in our annual proxy statement;
- reviewing reports and communications from the independent registered public accounting firm;
- reviewing earnings press releases and earnings guidance;
- reviewing the adequacy and effectiveness of our internal controls and disclosure controls and procedures;
- reviewing our policies on risk assessment and risk management;
- reviewing related party transactions;
- establishing and overseeing procedures for the receipt, retention and treatment of accounting related complaints and the confidential submission by our employees of concerns regarding questionable accounting or auditing matters; and
- reviewing and monitoring actual and potential conflicts of interest.

Our audit committee is comprised of Messrs. Schweitzer, Shapiro, and Engel. Mr. Schweitzer is the chairman of our audit committee. Our Board has determined that each of the directors serving on the audit committee meets the requirements for financial literacy under applicable rules and regulations of the SEC and NASDAQ. In addition, our Board has determined that Mr. Schweitzer meets the requirements of a financial expert as defined under the applicable rules and regulations of the SEC and who has the requisite financial sophistication as defined under the applicable rules and regulations of NASDAQ. Our Board has considered the independence and other characteristics of each member of our audit committee, and our Board believes that each member meets the independence and other requirements of NASDAQ and the SEC.

Our audit committee operates under a written charter that satisfies the applicable standards of the SEC and NASDAQ.

Compensation Committee

Our compensation committee was established on December 3, 2013 to oversee our corporate compensation policies, plans and benefit programs. Our compensation committee is, among other things, responsible for:

- reviewing, approving and determining, or making recommendations to our Board regarding, the compensation of our executive officers, including our Chief Executive Officer and other executive officers;
- administering our equity compensation plans and programs;
- reviewing and discussing with our management our SEC disclosures; and
- overseeing our submissions to stockholders on executive compensation matters.

Our compensation committee is comprised of Messrs. Schweitzer, Shapiro, and Engel. Mr. Schweitzer is the chairman of our compensation committee. Our Board has considered the independence and other characteristics of each member of our compensation committee. Our Board believes that each member of our compensation committee meets the requirements for independence under the current requirements of NASDAQ, is a nonemployee director as defined by Rule 16b-3 promulgated under the Exchange Act and is an outside director as defined pursuant to Section 162(m) of the Internal Revenue Code of 1986 (the "Code").

Our compensation committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of NASDAQ.

Nominating and Corporate Governance Committee

Our nominating and corporate governance committee was established on December 3, 2013. Our nominating and corporate governance committee is comprised of Messrs. Shapiro, Schweitzer, and Engel. Mr. Shapiro is chairman of our nominating and corporate governance committee. Our nominating and corporate governance committee operates under a written charter. Under our policy, the independent directors of our Board nominate our directors. When evaluating director nominees, our directors consider the following factors:

- the current size and composition of the Board and the needs of the Board and the respective committees of the Board;
- such factors as character, integrity, judgment, diversity of experience, independence, area of expertise, corporate experience, length of service, potential conflicts of interest, other commitments and the like; and
- other factors that the directors may consider appropriate.

Our goal is to assemble a Board that brings together a variety of skills derived from high quality business and professional experience.

Code of Business Conduct and Ethics

The Company adopted a Code of Business Conduct and Ethics as of December 3, 2013. Our Code of Business Conduct and Ethics applies to all of our employees, officers and directors, including our principal executive and senior financial officers. A copy of our Code of Business Conduct and Ethics is posted on our website at www.blinkcharging.com. Our website and the information contained in, or accessible through, our website will not be deemed to be incorporated by reference into this Report and does not constitute part of this Report. A copy of our Code of Business Conduct and Ethics will be provided without charge to any person submitting a written request to the attention of the Chief Executive Officer at our principal executive office.

Involvement in Certain Legal Proceedings

To the best of our knowledge, none of our directors or executive officers has, during the past ten years:

- been convicted in a criminal proceeding or been subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- had any bankruptcy petition filed by or against the business or property of the person, or of any partnership, corporation or business association of which he was a general partner or executive officer, either at the time of the bankruptcy filing or within two years prior to that time;
- been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction or federal or state authority, permanently or temporarily enjoining, barring, suspending or otherwise limiting, his involvement in any type of business, securities, futures, commodities, investment, banking, savings and loan, or insurance activities, or to be associated with persons engaged in any such activity;
- been found by a court of competent jurisdiction in a civil action or by the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;
- been the subject of, or a party to, any federal or state judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated (not including any settlement of a civil proceeding among private litigants), relating to an alleged violation of any federal or state securities or commodities law or regulation, any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
- been the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Except as set forth in our discussion below in "Certain Relationships and Related Transactions," none of our directors or executive officers has been involved in any transactions with us or any of our directors, executive officers, affiliates or associates which are required to be disclosed pursuant to the rules and regulations of the SEC.

Term of Office

Our directors are appointed at the annual meeting of shareholders and hold office until the annual meeting of the shareholders next succeeding his or her election, or until his or her prior death, resignation or removal in accordance with our bylaws. Our officers are appointed by the Board and hold office until the annual meeting of the Board next succeeding his or her election, and until his or her successor shall have been duly elected and qualified, subject to earlier termination by his or her death, resignation or removal.

Section 16(a) Beneficial Ownership Reporting Compliance

As of December 31, 2017 and through February 12, 2018, we did not have a class of securities registered under the Exchange Act and therefore our directors, executive officers, and any persons holding more than ten percent of our Common Stock were not required to comply with Section 16 of the Exchange Act. Such persons became obligated to comply with such rules upon the February 13, 2018 filing of our Form 8-A12B registering our class of Common Stock.

ITEM 11. EXECUTIVE COMPENSATION.

Summary Compensation Table

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officers paid by us during the years ended December 31, 2017 and 2016. In 2016 and 2017, the named executive officers of the Company were Michael Farkas (Executive Chairman); Michael Calise (Chief Executive Officer); and Ira Feintuch (Chief Operating Officer).

Andy Kinard served as a member of our Board from November 2009 through July 17, 2017. Mr. Kinard served as our President from November 2009 through March 19, 2018. His compensation is disclosed below since he was an employee member of the Board for all of 2016 and through July 17, 2017.

On July 17, 2017, Mr. Kinard resigned as a Board member. This was done so that a majority of the members of the Board would be independent. Mr. Kinard's resignation was not a result of any disagreements with the Company.

On March 19, 2018, Mr. Kinard resigned as the Company's President, effective immediately. Mr. Kinard's resignation was not a result of any disagreements with the Company. Mr. Kinard remains a non-executive employee of the Company. The Company has not yet appointed a new President.

Name and Principal Position	Year	Salary	Bonus	Stock Awards (1)	Option Awards (1)	All Other Compensation	Total
Andy Kinard,	2017	$ 60,000	$ -	$ -	$ -	$ 47,513(2)	$ 107,513
President	2016	$ 60,266	$ -	$ 3,000	$ 930	$ 64,491(2)	$ 128,686
Michael D. Farkas,	2017	$ 981,563(3)	$ -	$ -	$ 74,336(3)	$ 1,178,780(3)	$2,234,679
Executive Chairman	2016	$ -	$ -	$ 15,000	$ 3,226	$ 362,792(3)	$ 381,018
Michael J. Calise	2017	$ 286,450	$ -	$ 769,047(4)	$ -	$ 97,887(4)	$1,153,384
Chief Executive Officer	2016	$ 275,000	$ 25,000(4)	$ 3,000	$ 930	$ 82,098(4)	$ 386,028
Ira Feintuch	2017	$ 250,000	$ -	$ -	$ 26,402(5)	$ 46,725(5)	$ 323,127
Chief Operating Officer	2016	$ 250,000	$ -	$ -	$ -	$ 249,428(5)	$ 499,428

(1) The amounts reported in these columns represent the grant date fair value of the stock and options awards granted during the years ended December 31, 2017 and 2016 calculated in accordance with FASB ASC Topic 718.

(2) Mr. Kinard received $14,391 and $12,966 of Company paid health insurance benefits in calendar years 2017 and 2016, respectively.

Mr. Kinard received $3,000 of Company paid electric vehicle expenses in calendar year 2017.

Mr. Kinard earned the right to various options and Common Stock for each Board Meeting and each committee meeting of the Board attended during the year ended December 31, 2016. The Company accrued $51,525 of compensation expense related to the contractual obligation to issue options which is included within accrued expenses as accrued professional, board and other fees as of December 31, 2016.

On July 17, 2017, Mr. Kinard resigned as a Board member. This was done so that a majority of the members of the Board would be independent. Mr. Kinard's resignation was not a result of any disagreements with the Company. The Company accrued $7,327 in cash fees owed to Mr. Kinard for the year ended December 31, 2017.

In settlement and consideration of Board services rendered during the period of April 1, 2016 through March 31, 2017, we issued to Mr. Kinard 9,440 units of unregistered shares of Common Stock and warrants (with each unit consisting of one share of Common Stock and two warrants each to purchase one share of Common Stock for a total of 9,440 shares and 18,880 warrants) issuable as payment of $32,095.

(3) Mr. Farkas received $60,000 of salary in the form of cash in calendar year 2017. Pursuant to the Third Amendment and the Conversion Agreement between the Company and Mr. Farkas, dated August 23, 2017, the Company has accrued $921,563 ($397,500 for 2017; $483,750 for 2016; and $40,313 for 2015) in salary to be paid in the form of shares of Common Stock.

On November 27, 2017, Mr. Farkas received 114,767 shares of Common Stock in exchange for: (i) warrants to purchase 100 shares with an exercise price of $7.50 per share; and (ii) unissued warrants that were owed to Mr. Farkas to purchase (a) 2,000 shares with an exercise price of $9.50 per share; (b) 68,667 shares with an exercise price of $21.50 per share; and (c) 44,000 shares with an exercise price of $37.00 per share. These 114,767 shares are valued at that day's last reported sales price of $5.90 for a total of $677,125.

The 15,240 shares of Common Stock issuable to Mr. Farkas upon exercise of options to be issued pursuant to the Compensation Agreement with the options having a weighted average exercise price of $34.06 are valued at $24,336 as of December 31, 2017 (as calculated in accordance with FASB ASC Topic 718).

The 15,000 shares of Common Stock issuable to Mr. Farkas upon exercise of options to be issued as replacements of expired options with the options having a weighted average exercise price of $5.30 are valued at $55,047 as of December 31, 2017 (as calculated in

accordance with FASB ASC Topic 718).

Mr. Farkas received $18,142 and $17,160 of Company paid health insurance benefits in calendar years 2017 and 2016, respectively.

FGI also earned commissions in the years ended December 31, 2017 and 2016 of $351,795 and $222,500 (the Company accrued $138,500 of cash that was due and $84,000 of compensation expense related to the contractual obligation to issue options and warrants as of December 31, 2016), respectively, in commissions relating to the installation of chargers and FGI also earned a placement fee commission of $52,500 that the Company accrued for as of December 31, 2016. Pursuant to his amended Employment Agreement, Mr. Farkas also earned the right to various options and Common Stock for each Board Meeting and each committee meeting of the Board attended during the year ended December 31, 2016. The Company accrued $70,107 of compensation expense related to the contractual obligation to issue options which is included within accrued expenses as accrued professional, board and other fees as of December 31, 2016.

The Company accrued $351,795 in 2017 commissions to be paid in the form of shares of Common Stock.

Mr. Farkas received $7,266 of Company paid car lease payment and car insurance expenses in calendar year 2017. The Company accrued $4,844 of car lease payment and car insurance expenses in calendar year 2017 owed.

The Company accrued $7,313 in director fees owed to Mr. Farkas for the year ended December 31, 2017.

In settlement and consideration of Board services rendered during the period of April 1, 2016 through March 31, 2017, we issued to Mr. Farkas 13,721 units of unregistered shares of Common Stock and warrants (with each unit consisting of one share of Common Stock and two warrants each to purchase one share of Common Stock for a total of 13,721 shares and 27,442 warrants) issuable as payment of $46,651.

(4) The Company had cumulatively accrued since Mr. Calise's employment began in 2015 $150,000 in bonuses pursuant to his employment agreement ($50,000 in 2015 and $100,000 in 2016). In 2017, the Compensation Committee of the Board determined that the Company would pay a $25,000 bonus to Mr. Calise for 2016 at the closing of the offering rather than the $150,000 previously accrued. This determination resulted in a reversal of previously accumulated bonuses in the amount of $125,000.

Mr. Calise received $30,437 and $26,928 of Company paid health insurance benefits in calendar years 2017 and 2016, respectively.

Mr. Calise received $7,200 of Company paid car lease payment and phone allowance expenses in calendar year 2017.

The following warrants to purchase shares of Common Stock issued by the Company to Mr. Calise in 2017 are valued at $132,210 as of December 31, 2017 (as calculated in accordance with FASB ASC Topic 718): 31,364 warrants at an exercise price of $35.00; 13,895 warrants at an exercise price of $50.00; 231 warrants at an exercise price of $75.00; 2,520 warrants at an exercise price of $100.00; and 13 warrants at an exercise price of $150.

Pursuant to his Employment Agreement, Mr. Calise also earned the right to various options and Common Stock for each Board Meeting and each committee meeting of the Board attended during the year ended December 31, 2016. The Company accrued $55,171 of compensation expense related to the contractual obligation to issue options which is included within accrued expenses as accrued professional, board and other fees as of December 31, 2016.

The Company accrued $7,327 in director fees owed to Mr. Calise for the year ended December 31, 2017.

In settlement and consideration of Board services rendered during the period of April 1, 2016 through March 31, 2017, we issued to Mr. Calise 10,269 units of unregistered shares of Common Stock and warrants (with each unit consisting of one share of Common Stock and two warrants each to purchase one share of Common Stock for a total of 10,269 shares and 20,538 warrants) issuable as payment of $34,913.

(5) Mr. Feintuch received $30,437 and $26,928 of Company paid health insurance benefits in calendar years 2017 and 2016, respectively.

The 16,600 shares of Common Stock issuable to Mr. Feintuch upon exercise of options to be issued pursuant to the Compensation Agreement with the options having a weighted average exercise price of $34.34 are valued at $26,402 as of December 31, 2017 (as calculated in accordance with FASB ASC Topic 718)

Pursuant to a Fee/Commission Agreement, Mr. Feintuch earned commissions of $15,330, $222,500, and $66,450 in the calendar years 2017, 2016, and 2015, respectively. Pursuant to Mr. Feintuch agreeing, in the Compensation Agreement, to accept $174,219 in the aggregate in commissions for November 2015 through March 2017 (composed of commissions of: $4,646 (November and December 2015), $121,847 (2016), and $47,726 (the first quarter of 2017), Mr. Feintuch has agreed to forgive $100,653 in commissions owed to him for calendar year 2016.

The $15,330 the Company accrued in 2017 commissions is comprised of: (i) $4,790 accrued to be paid in the form of shares of Common Stock; and (ii) $11,498 accrued to be paid in the form of cash.

Stock Awards

Messrs. Kinard, Farkas, and Calise were awarded 40, 761, and 40 shares of the Company's Common Stock valued at $3,000, $15,000 and $3,000, respectively, during 2016.

Messrs. Kinard, Farkas, and Calise were awarded 845, 1,551 and 4,412 shares of the Company's Common Stock valued at $12,000, $18,000 and $75,000, respectively, during 2015. Pursuant to a March 24, 2015 employment agreement, Mr. Feintuch was issued 1,000,000 Series A Preferred Shares, 1,500 Series C Preferred Shares and 30,000 shares of Common Stock valued at $1,000,000, $150,000 and $600,000, respectively. The stock awards were paid 50% upon the signing of the employment agreement and 50% upon the one-year anniversary of the employment agreement.

Option Grants

During the year ended December 31, 2016, Mr. Farkas, Mr. Kinard and Mr. Calise were awarded an aggregate of 500, 100 and 100 options, respectively, under the Company's 2015 Plan, which had an aggregate value on the dates of grant at $3,266, $980 and $980, respectively. Pursuant to Mr. Calise's employment agreement, Mr. Calise was entitled to receive 109,766 options which have not been issued as of December 31, 2016. The estimated grant date fair value was $152,376. On June 14, 2017, the Board approved the issuance of warrants instead of the options owed to Mr. Calise under his employment agreement in the following amounts and exercise prices: 31,364 warrant shares at an exercise price of $35.00; 13,895 warrant shares at an exercise price of $50.00; 231 warrant shares at an exercise price of $75.00; 2,520 warrant shares at an exercise price of $100.00; and 13 warrant shares at an exercise price of $150.

Employment Agreements

Mr. Farkas' Employment Agreement

We entered into an employment agreement with Michael D. Farkas, our CEO at the time, on October 15, 2010 (the "Original Farkas Employment Agreement"). The agreement was for three years and stipulated a base salary of $120,000 in year one, $240,000 in year two and $360,000 in year three. The agreement also included a signing bonus of $60,000. At a Board meeting on April 17, 2014, the Board resolved to enter into a three-year contract with Mr. Farkas, whereby Mr. Farkas was due to receive a monthly salary of $40,000 with an increase to $50,000 per month in the event we became listed on a national securities exchange.

On December 23, 2014, in connection with the closing and as a condition to the closing of the securities purchase agreement executed simultaneously therewith, we entered into an amendment to the employment agreement with Mr. Farkas (who was still CEO at that time) (the "First Amendment"). The First Amendment provided that Mr. Farkas was to have a salary of Forty Thousand Dollars ($40,000) per month. However, for such time as any of the aggregate subscription amount from the December 2014 securities purchase agreement was still held in escrow, Mr. Farkas was to receive Twenty Thousand Dollars ($20,000) in cash and the remaining amount of his compensation: (i) was to be deferred; and (ii) was to be determined by the compensation committee of the Board to be fair and equitable. Additionally, beginning on the date that the aggregate subscription amount was released from escrow and continuing for so long as the Series C Preferred Shares remained issued and outstanding, Mr. Farkas' salary was only to be paid in cash if doing so would not have put us in a negative operating cash flow position.

Effective July 24, 2015, we again amended our employment agreement with Mr. Farkas, such that Mr. Farkas was appointed our Chief Visionary Officer and was no longer our CEO (the "Second Amendment"). Mr. Farkas continued to serve as our Executive Chairman of the Board. The Second Amendment called for Mr. Farkas to serve as Chief Visionary Officer for only four months. The Second Amendment specified the following: (i) in the event of a sale of the Company within one year of July 24, 2015, Mr. Farkas was to be entitled to receive an incentive payment equal to 1% of the gross sale price; and (ii) in satisfaction of amounts previously owed to Mr. Farkas, we were to issue Series C Preferred Shares valued at $400,000. The one year elapsed without a sale of our Company and the 4,444 Series C Preferred Shares were issued 4,000 on July 24, 2015 and 444 on March 31, 2016. All options and warrants that had been previously awarded to Mr. Farkas vested as of July 24, 2015.

Effective June 15, 2017, we and Mr. Farkas entered into the Third Amendment. This Third Amendment was approved by the Compensation Committee and the Board as a whole (with Mr. Farkas recusing himself from the vote regarding the Third Amendment). The Third Amendment declared the First Amendment and Second Amendment null and void.

The Third Amendment clarified that, on a going-forward basis, the Executive Chairman position held by Mr. Farkas is the principal executive officer of the Company. Mr. Farkas will hold this position for a term of three (3) years, with an automatic one (1) year renewal unless either party terminates Mr. Farkas' employment with the Company at least sixty (60) days prior to the expiration of the term. We agreed that Mr. Farkas was paid $20,000 per month from July 24, 2015 to November 24, 2015 and we agreed to pay Mr. Farkas the equivalent of $15,000 per month in cash compensation for the past eighteen (18) months (from December 1, 2015 through May 31, 2017), or $270,000. Prior to entering into the Original Farkas Employment Agreement, the Company and an entity controlled by Mr. Farkas entered into: (i) that certain Consulting Agreement dated October 20, 2009 (the "Consulting Agreement"); and (ii) that certain Car Charging Group, Inc. Fee/Commission Agreement dated November 17, 2009 (the "Fee Agreement") and, after entering into the Original Farkas Employment Agreement, the parties entered into that certain Patent License Agreement dated March 29, 2012 among the Company, Mr. Farkas and Balance Holdings, LLC and the March 11, 2016 Agreement regarding the Patent License Agreement (collectively with the Fee Agreement and the Consulting Agreement, the "Affiliate Agreements").

The Original Farkas Employment Agreement included a provision whereby any options or warrants awarded to Mr. Farkas (or FGI) by the Company that were exercised by Mr. Farkas or that expired would be replaced by the Company. Such replacement options and warrants would have a new exercise price that is one percent (1%) percent above the market price on the new issue date. This provision was not amended by the Third Amendment.

Pursuant to the December 6, 2017 letter agreement between the Company and Mr. Farkas, Mr. Farkas' monthly salary, as of the closing of the Public Offering, is $40,000 of cash compensation.

From February 16, 2018 through April 16, 2018, in connection with the closing of the Public Offering, the Company: (i) paid $80,000 to Mr. Farkas in repayment of accrued cash compensation for the period of July 2015 through November 2015; (ii) issued to Mr. Farkas 223,456 units of unregistered shares of Common Stock and warrants (with each unit consisting of one share of Common Stock and two warrants each to purchase one share of Common Stock for a total of 223,456 shares and 446,912 warrants) issuable as payment of $712,500 in shares of Common Stock owed to Mr. Farkas for the period of December 1, 2015 through May 31, 2017 pursuant to the Third Amendment and pursuant to a Conversion Agreement between the Company and Mr. Farkas, dated August 23, 2017 divided by the public offering price of $4.25 multiplied by 80%; (iii) issued to Mr. Farkas 153,039 units of unregistered shares of Common Stock and warrants (for a total of 153,039 shares and 306,078 warrants) issuable as payment of (a) $375,000 in shares of Common Stock owed to Mr. Farkas for accrued commissions on hardware sales and revenue from charging stations for the period of November 2015 through March 2017 pursuant to the Third Amendment divided by the public offering price of $4.25 multiplied by 80%; (b) $145,334 in shares of Common Stock owed to Mr. Farkas for accrued commissions on hardware sales and revenue from charging stations for the period of April 2017 through February 13, 2018 pursuant to an oral agreement between the Company and Mr. Farkas divided by the public offering price of $4.25 multiplied by 80%. This oral agreement was reached pursuant to Section 7(B) of the Third Amendment; (iv) issued to Mr. Farkas 74,753 shares of Common Stock issuable as payment of $221,009 owed to BLNK Holdings, LLC, an entity for which Mr. Farkas had voting power and investment power with regard to this entity's holdings, in principal and interest pursuant to a Conversion Agreement between the Company and BLNK Holdings, dated August 23, 2017.

In March 2018, Mr. Farkas also received 886,119 shares of Common Stock issuable pursuant to the December 6, 2017 letter agreement.

Mr. Farkas is owed options for 7,000 shares of our Common Stock at an exercise price of $30.00 per share and options for 8,240 shares of our Common Stock at an exercise price of $37.50 per share in connection with amounts owed pursuant to the Third Amendment. With the exception of the Farkas additional amounts for the period of April 2017 through February 13, 2018 pursuant to an oral agreement between the Company and Mr. Farkas (which oral agreement was reached pursuant to Section 7(B) of the Third Amendment), the Third Amendment resolved all claims Mr. Farkas had with regard to the Affiliate Agreements. Following the closing of the Public Offering and the issuance of all securities owed to Mr. Farkas pursuant to the oral agreement, Mr. Farkas no longer has any claims with regard to the Affiliate Agreements. The Affiliate Agreements are not currently in effect and will retain that status while Mr. Farkas is employed by the Company with a monthly salary of at least $30,000.

Pursuant to the Third Amendment, Mr. Farkas will be entitled to salary and benefits for eighteen (18) months if he is terminated for a reason other than for cause (defined in the Original Farkas Employment Agreement as a conviction for committing or participating in an injurious act that constitutes fraud, gross negligence, misrepresentation, or embezzlement with regard to the Company).

Mr. Feintuch's Employment Agreement

On March 24, 2015, we entered into an employment agreement with Mr. Ira Feintuch to serve as our Chief Operating Officer for an initial three-year term renewable annually unless written notice is provided 60 days prior to the renewal term. Mr. Feintuch is to receive an annual salary of $250,000 and will participate in all of our benefit programs. Mr. Feintuch may receive a performance-based bonus in the form of cash or securities, at the discretion of our Executive Committee or pursuant to any written incentive plans adopted by the Board. In addition, Mr. Feintuch was due to receive (and received) 1,000,000 Series A Preferred Shares, 1,500 Series C Preferred Shares and 30,000 shares of Common Stock. The stock awards are payable 50% upon the signing of the employment agreement and 50% upon the one-year anniversary of the employment agreement. In addition, options to purchase an aggregate of 29,913 shares of Common Stock held by Mr. Feintuch with exercise prices ranging from $50.00 to $73.00 per share had their expiration dates extended to March 24, 2018. If, at any time prior to the one (1) year anniversary of the employment agreement we experienced a Fundamental Transaction (as defined in the employment agreement), the unvested equity compensation granted pursuant to the employment agreement was entitled to acceleration of vesting. Mr. Feintuch is entitled to paid -time -off of twenty-five (25) days per annum. If Mr. Feintuch is terminated without "cause" (as defined in the employment agreement), we shall continue to be obligated to pay Mr. Feintuch for nine (9) months after written notice of termination. If Mr. Feintuch is terminated for cause, he shall only continue to receive accrued salary for the period ending with the date of such termination, and he shall immediately forfeit any rights and benefits that he may have in respect to any other compensation. Mr. Feintuch is also subject to a covenant not to compete.

In accordance with the Compensation Agreement with Mr. Feintuch, from February 16, 2018 through March 31, 2018, in connection with the closing of the Public Offering, the Company (i) paid Mr. Feintuch $130,664 in cash which represents 75% of the accrued commissions on hardware sales and revenue from charging stations for the period of November 2015 through March 2017 owed to Mr. Feintuch pursuant to the Compensation Agreement; (ii) paid Mr. Feintuch $47,668 in cash which represents 75% of the accrued commissions on hardware sales and revenue from charging stations for the period of April 2017 through February 13, 2018 owed to Mr. Feintuch pursuant to an oral agreement between the Company and Mr. Feintuch. This oral agreement was reached pursuant to Section 3(B) of the Compensation Agreement; (iii) issued to Mr. Feintuch 17,487 units of unregistered shares of Common Stock and warrants (with each unit consisting of one share of Common Stock and two warrants each to purchase one share of Common Stock for a total of 17,487 shares and 34,974 warrants) issuable as payment of (a) $43,555 in shares of Common Stock owed to Mr. Feintuch which represents 25% of the accrued commissions on hardware sales and revenue from charging stations for the period of November 2015 through March 2017 owed to Mr. Feintuch pursuant to the Compensation Agreement divided by the public offering price of $4.25 multiplied by 80% and (b) $15,902 in shares of Common Stock owed to Mr. Feintuch which represents 25% of the accrued commissions on hardware sales and revenue from charging stations for the period of April 2017 through February 13, 2018 owed to Mr. Feintuch pursuant to an oral agreement between the Company and Mr. Feintuch divided by the public offering price of $4.25 multiplied by 80%. This oral agreement was reached pursuant to Section 3(B) of the Compensation Agreement.

Mr. Feintuch is owed options for 7,000 shares of our Common Stock at an exercise price of $30.00 per share and options for 9,600 shares of our Common Stock at an exercise price of $37.50 per share pursuant to his Compensation Agreement.

Mr. Feintuch agreed that his fee agreement is suspended and no payments are due thereunder (other than the payments specified in the Compensation Agreement) for as long as he is a full-time employee of the Company and is due to be paid a monthly salary of at least $20,000.

In March 2018, Mr. Feintuch also received 26,500 shares of Common Stock issuable pursuant to a letter agreement, dated December 7, 2017.

Mr. Calise's Employment Agreement

On July 16, 2015 (the "Effective Date"), we entered into an at will employment agreement with Mr. Michael J. Calise to serve as our Chief Executive Officer, pursuant to which Mr. Calise will be compensated at the rate of $275,000 per annum and will participate in all of our benefit programs. Mr. Calise will serve as a member of our Operations and Finance Committee (the "OPFIN Committee") and Executive Committee and we agreed we will nominate Mr. Calise to serve of the Board for as long as Mr. Calise is our Chief Executive Officer. As of August 10, 2018, the OPFIN Committee is not currently in place.

Mr. Calise has received 4,612 shares of Common Stock to which he was entitled pursuant to his employment agreement. In August 2017 Mr. Calise received 48,023 warrants, in lieu of options, owed to him pursuant to his employment agreement at prices ranging from $35.00 to $150.00, with a weighted average price of $36.44.

In addition, Mr. Calise received a signing bonus consisting of (i) $75,000 worth of our Common Stock based on the closing price on the Effective Date and (ii) a $25,000 cash payment. Within thirty (30) days of Mr. Calise's acceptance of this position, Mr. Calise and the Board mutually set the Key Performance Indicators ("KPIs") for Mr. Calise's annual performance bonus.

Mr. Calise was initially eligible to receive an annual performance bonus in the amount of $100,000. Any entitled annual performance bonus shall be payable in January after the end of each year, and awarded for meeting the KPIs mutually set by Mr. Calise and the Board for the prior calendar year. Mr. Calise and the Board will meet at the beginning of each calendar year to set the KPIs and the annual bonus amount for that calendar year. Mr. Calise may receive an additional bonus in the form of cash and/or stock, at the discretion of the Board, or pursuant to one or more written plans adopted by the Board. Mr. Calise is entitled to paid -time -off of twenty (20) days per annum.

In February 2018, in connection with the closing of the Public Offering, the Company paid Mr. Calise a $25,000 bonus for 2016 owed to him pursuant to his employment agreement, as determined by the Compensation Committee of the Board in 2017.

Upon termination of employment by us for "cause" (as defined in the employment agreement) or due to Executive's death or

disability, or if Mr. Calise resigns for "good reason" (as defined in the employment agreement), then (i) all vesting will terminate immediately with respect to Mr. Calise's outstanding equity awards, (ii) all payments of compensation by the us to Mr. Calise will terminate immediately (except as to amounts already earned), and (iii) Mr. Calise will only be eligible for severance benefits in accordance with the our established policies, if any, as then in effect. Upon termination by us other than for "cause", death, disability, or if Mr. Calise resigns for "good reason," Mr. Calise will be entitled to: (i) a lump sum payment equal to nine (9) months of salary, then in effect, (ii) up to 100% of Mr. Calise annual performance bonus prorated, (iii) reimbursement of COBRA premiums for a period of twelve (12) months, if applicable, and (iv) nine (9) months of accelerated vesting with respect to Mr. Calise's then-outstanding equity awards prorated based on the number of days in the relevant quarter. In addition to the preceding termination benefits, if Mr. Calise is terminated three months or less prior to, or upon, or within twelve months following a "change of control" (as defined in the employment agreement), Mr. Calise will be entitled to accelerated vesting of then-outstanding equity awards as follows: (i) if termination occurs in the second year of Mr. Calise's employment, an additional three (3) months prorated based on the number of days in the relevant quarter, (ii) if termination occurs in the third year of Mr. Calise's employment, an additional six (6) months prorated based on the number of days in the relevant quarter, (iii) if termination occurs in the fourth year of Mr. Calise's employment, 100% accelerated vesting. If Mr. Calise's employment with us terminates voluntarily by Mr. Calise (except upon resignation for "good reason" (as defined in the employment agreement)), for cause by us or due to Mr. Calise's death or disability, then (i) all vesting will terminate immediately with respect to Mr. Calise's outstanding equity awards, (ii) all payments of compensation by us to Mr. Calise under the employment agreement will terminate immediately, and (iii) Mr. Calise will only be eligible for severance benefits in accordance with our established policies, if any, as then in effect.

Omnibus Incentive Plans

We have adopted four omnibus incentive plans. On November 30, 2012, the Board, as well as a majority of our stockholders, approved our 2012 Omnibus Incentive Plan (the "2012 Plan"). On January 11, 2013, the Board approved our 2013 Omnibus Incentive Plan (the "2013 Plan") and a majority of our stockholders approved the 2013 Plan on February 13, 2013. On March 31, 2014, the Board approved our 2014 Omnibus Incentive Plan (the "2014 Plan") and a majority of our stockholders approved the 2014 Plan on April 17, 2014. On February 10, 2015, the Board approved our 2015 Omnibus Incentive Plan (the "2015 Plan," and together with the 2012 Plan, the 2013 Plan and the 2014 Plan, the "Plans," and each a "Plan") and a majority of our stockholders approved the 2015 Plan on April 21, 2015. The Plans are substantially similar. The Plans enable us to grant options, stock appreciation rights (SARs), restricted stock, restricted stock units, phantom stock and dividend equivalent rights to our employees, directors, consultants, and advisors or any affiliate (as defined in applicable Plan), and to improve our ability or an affiliate to attract, retain, and motivate individuals upon whom our sustained growth and financial success depend, by providing such persons with an opportunity to acquire or increase their proprietary interest in us. Any of these awards may be made as performance incentives to reward attainment of annual or long-term performance goals, which awards are anticipated to result in "performance-based" compensation (as that term is used for purpose of Section 162(m) of the Internal Revenue Code).

The 2012 Plan expired on December 1, 2014. The 2013 Plan expired on December 1, 2015. The 2014 Plan expired on March 11, 2016. The 2015 Plan expired on March 11, 2017.

As of December 31, 2017, options to purchase 12,000 shares of common stock were outstanding to employees and consultants under the 2012 Plan. As of December 31, 2017, options to purchase 44,700 shares of common stock were outstanding to employees and options to purchase 27,472 shares of common stock were outstanding to consultants under the 2013 Plan. As of December 31, 2017, options to purchase 32,601 shares of common stock were outstanding to employees and options to purchase 43,166 shares of common stock were outstanding to consultants under the 2014 Plan. As of December 31, 2017, options to purchase 3,700 shares of common stock were outstanding to employees and options to purchase 9,788 shares of common stock were outstanding to consultants under the 2015 Plan.

The Company plans to seek shareholder approval to implement a new omnibus incentive plan.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information on outstanding equity awards as of December 31, 2017 to the named executive officers. Mr. Calise was not issued any equity awards during this period.

	Option Awards					Stock Awards			
Name	Number of securities underlying unexercised options exercisable	Number of securities underlying unexercised options unexercisable	Equity incentive plan awards: Number of securities underlying unexercised unearned options	Option exercise price	Option expiration date	Number of shares or units of stock that have not vested	Market value of shares of units that have not vested	Equity incentive plan awards: Number of unearned shares, units or other rights vested	Equity incentive plan awards: Market or payout value of unearned shares, units or other not vested
Ira Feintuch	12,000	-	-	$ 73.00	3/24/2018	-	$ -	-	$ -
Ira Feintuch	13,733	-	-	$ 73.00	3/24/2018	-	$ -	-	$ -
Ira Feintuch	2,800	-	1400(1)	$ 50.00	3/24/2018	-	$ -	-	$ -
Michael D. Farkas	-	-	15,000	$ 80.50	12/27/2017	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 65.50	6/28/2018	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 61.00	8/27/2018	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 59.50	9/26/2018	-	$ -	-	$ -
Michael D. Farkas	-	-	200	$ 53.00	10/4/2018	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 45.00	10/10/2018	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 78.00	11/14/2018	-	$ -	-	$ -
Michael D. Farkas	-	-	4,200	$ 55.00	5/14/2019	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 50.50	4/17/2019	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 47.50	6/6/2021	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 27.00	8/21/2019	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 26.50	10/21/2019	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 16.50	12/17/2019	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 9.00	2/10/2021	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 7.50	2/12/2021	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 8.50	2/23/2021	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 16.50	3/29/2021	-	$ -	-	$ -
Michael D. Farkas	-	-	100	$ 18.50	3/31/2021	-	$ -	-	$ -

(1) Option is exercisable to the extent of 1,400 shares effective as of May 14, 2017.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth, as of December 31, 2017, our securities authorized for issuance under any equity compensation plans approved by our stockholders as well as any equity compensation plans not approved by our stockholders.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	93,001	$ 49.14	$ -
Equity compensation plans not approved by security holders	-	$ -	$ -
Total	93,001	$ 49.14	-

Pension Benefits and Nonqualified Deferred Compensation

We do not provide a pension plan for our employees, and none of our named executive officers participated in a nonqualified deferred compensation plan in 2016 and 2017.

401(k) Plan

We maintain a tax qualified retirement plan (the "401(k) Plan"), that provide eligible employees with an opportunity to save for retirement on a tax advantaged basis. Eligible employees may participate in the 401(k) Plan on the entry date coincident with or following the date they meet the 401(k) Plan's age and service eligibility requirements. The entry date is either January 1 or July 1. In order to meet the age and service eligibility requirements, otherwise eligible employees must be age 21 or older and complete 3 consecutive months of employment. Participants are able to defer up to 100% of their eligible compensation subject to applicable annual Code limits. All participants' interest in their deferrals are 100% vested when contributed. Currently, the 401(k) Plan does not provide for any matching contributions on employee deferrals.

Compensation of Directors

The following table provides information for 2017 regarding all compensation awarded to, earned by or paid to each person who served as a director for some portion or all of 2017.

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	All Other Compensation (1)	Total
Andrew Shapiro	$ 111,911(2)	$ -	$ -	$ 37,297	$ 149,208
Donald Engel	$ 27,744(3)	$ -	$ -	$ 25,395	$ 53,139
Robert Schweitzer (4)	$ 22,500(4)	$ 90,000(4)	$ -	$ 14,475	$ 126,975
Total	$ 162,155	$ 90,000	$ -	$ 77,167	$ 329,322

(1) The Company accrued compensation expense related to the contractual obligation to issue options and shares of Common Stock which is included within accrued expenses as accrued professional, board and other fees as of December 31, 2017.

(2) The Company accrued $111,911 in cash fees owed to Mr. Shapiro for the year ended December 31, 2017.

(3) The Company accrued $22,500 in cash fees owed to Mr. Engel for the year ended December 31, 2017.

(4) Mr. Robert Schweitzer was appointed to our Board on since July 17, 2017. The Company accrued $22,500 in cash fees owed to Mr. Schweitzer for the year ended December 31, 2017. The Company issued Mr. Schweitzer 10,000 shares of Common Stock in connection with his appointment to the Board.

We entered into a director agreement (the "Shapiro Agreement") with Mr. Shapiro on April 28, 2014. In connection with compensation owed to Mr. Shapiro pursuant to the Shapiro Agreement, in February 2018, upon the closing of the Public Offering, the Company paid $223,286 to Mr. Shapiro. In connection with compensation owed to Mr. Shapiro pursuant to the Shapiro Agreement, the Company issued 107,143 warrants to Mr. Shapiro on April 9, 2018 with the warrants having a weighted average exercise price of $4.25.

We entered into a director agreement (the "Engel Agreement") with Mr. Engel on July 30, 2014. In connection with compensation owed to Mr. Engel pursuant to the Engel Agreement, in February 2018, upon the closing of the Public Offering, the Company paid $84,243 to Mr. Engel. In connection with compensation owed to Mr. Engel pursuant to the Engel Agreement, the Company issued 68,150 warrants to Mr. Engel on April 9, 2018 with the warrants having a weighted average exercise price of $4.25.

In connection with accrued Board service fees owed to Mr. Schweitzer, in February 2018, upon the closing of the Public Offering, we paid $22,500 to Mr. Schweitzer.

Mr. Kevin Evans was a member of our Board from October 19, 2016 to December 8, 2016. In connection with accrued Board service fees owed to Mr. Evans, in February 2018, upon the closing of the Public Offering, we paid $11,122 to Mr. Evans.

On December 11, 2017, the Board approved a new Board compensation plan (the "2017 Board Plan"). The 2017 Board Plan had an effective date of November 1, 2017. The 2017 Board Plan applied to the entire Board from November 1, 2017 through February 16, 2018. Since that date, the 2017 Board Plan only applies to the non-employee members of the Board. The employee members of the Board are no longer paid separate compensation for serving on the Board. The 2017 Board Plan supersedes all prior compensation arrangements with the Board members.

Pursuant to the 2017 Board Plan, each non-employee member of the Board receives an annual cash retainer of $60,000. The lead independent director of the Board (currently Mr. Schweitzer) receives a supplemental annual cash retainer in an amount $30,000. Each non-employee member of the Board that serves in a chairperson role or as a member of a committee receives a supplemental annual cash retainer in an amount equal to the corresponding role: (i) Chair of the Audit Committee—$15,000; Member of the Audit Committee—$7,500; (ii) Chair of the Compensation Committee—$10,000; Member of the Compensation Committee—$5,000; and (iii) Chair of the Nominating and Corporate Governance Committee—$10,000; Member of the Nominating and Corporate Governance Committee—$5,000. Each non-employee member of the Board receives $1,500 for each in-person Board meeting and $500 for each telephone Board meeting. The annual and supplemental cash retainers are payable quarterly during the last month of each quarter. We also reimburse our non-employee directors for reasonable travel and other expenses incurred in connection with attending Board and Company meetings or events.

In addition, each year on the date of the annual meeting of stockholders, each non-employee director will receive an annual award for the number of shares of our common stock that have a market value of $50,000 based on the closing price of the common stock on the last business day preceding the grant date. The lead independent director will receive an additional annual award for the number of shares of our common stock that have a market value of $15,000. The stock award will fully vest the sooner of: (i) twelve (12) months from grant; or (ii) one day before the following year's annual meeting. All stock awards will include a cash payment upon vesting to cover expected ordinary income tax charges and will be calculated at the highest individual personal income tax rate.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following tables set forth certain information regarding our shares of Common Stock beneficially owned as of April 16, 2018, for (i) each stockholder known to be the beneficial owner of 5% or more of our outstanding shares of Common Stock, (ii) each named executive officer and director, and (iii) all executive officers and directors as a group. A person is considered to beneficially own any shares: (i) over which such person, directly or indirectly, exercises sole or shared voting or investment power, or (ii) of which such person has the right to acquire beneficial ownership at any time within 60 days through an exercise of stock options or warrants. Unless otherwise indicated, voting and investment power relating to the shares shown in the tables for our directors and executive officers is exercised solely by the beneficial owner or shared by the owner and the owner's spouse or children.

For purposes of these tables, a person or group of persons is deemed to have "beneficial ownership" of any shares of Common Stock that such person has the right to acquire within 60 days of April 16, 2018. For purposes of computing the percentage of outstanding shares of our Common Stock held by each person or group of persons, any shares that such person or persons has the right to acquire within 60 days of April 16, 2018 is deemed to be outstanding, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The inclusion herein of any shares listed as beneficially owned does not constitute an admission of beneficial ownership.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Blink Charging Co., 3284 N 29th Court, Hollywood, Florida 33020.

	Shares of Common Stock Beneficially owned	
Name of Beneficial Owner	**Number**	**Percent [1]**
5% Shareholders:		
Nathan Low	1,136,081[2]	5.67%
Justin Keener 3960 Howard Hughes Parkway Suite 500 Las Vegas, NV 89169	2,134,169[3]	9.16%
Mark Hershkowitz	1,327,110[4]	6.85%
Directors and Executive Officers:		
Michael D. Farkas	7,978,770[5]	39.74%
Ira Feintuch	246,109[6]	1.27%
Michael J. Calise	108,183[7]	*
Andrew Shapiro	193,275[8]	*
Donald Engel	425,150[9]	2.19%
Robert Schweitzer	25,882[10]	*
All directors and named executive officers as a group (6 persons)	8,977,369	43.80%

* Less than 1%

(1) Based on 19,265,471 shares of Common Stock issued and outstanding as of April 16, 2018.

(2) Mr. Low directly owns of 350,879 shares of the Company's Common Stock, and 463,355 shares of Common Stock issuable upon exercise of 463,355 warrants issued to Mr. Low. Mr. Low is the indirect beneficial owner of an aggregate of 321,847 shares of the Company's Common Stock through his ownership or voting control in various entities.

(3) The number of shares and the types of securities owned by Justin Keener was provided by Mr. Keener pursuant to a Schedule 13G/A filed with the SEC on March 6, 2018. Mr. Keener may own some of the Company's securities via JMJ Financial, an entity over which Mr. Keener has sole investment and sole voting control.

Mr. Keener owns 936,976 shares of Common Stock directly.

Mr. Keener owns 1,088,234 shares of Common Stock issuable upon exercise of 1,088,234 warrants issued to Mr. Keener on February 16, 2018. The warrants are convertible into 1,088,234 shares of Common Stock, however, the aggregate number of shares of Common Stock into which the warrants are exercisable and which Mr. has the right to acquire beneficial ownership is limited to the number of shares of Common Stock that, together with all other shares of Common Stock beneficially owned by Mr. Keener, does not exceed 9.99% of the total outstanding shares of Common Stock.

Mr. Keener owns all 12,005 shares of Series D Convertible Preferred Stock of the Company issued and outstanding as of April 10, 2018. The shares of Series D Convertible Preferred Stock are convertible into 3,847,756 shares of Common Stock, however, the aggregate number of shares of Common Stock into which the shares of Series D Convertible Preferred Stock are convertible and which Mr. Keener has the right to acquire beneficial ownership is limited to the number of shares of Common Stock that, together with all other shares of Common Stock beneficially owned by Mr. Keener, does not exceed 9.99% of the total outstanding shares of Common Stock.

(4) Mr. Mark Herskowitz directly owns 1,093,822 shares of the Company's Common Stock. Through ownership in various entities over which Mr. Herskowitz has an ownership interest or voting control, Mr. Herskowitz beneficially owns an additional 140,936 shares of the Company's Common Stock and 92,352 warrants to purchase 92,352 shares of the Company's Common Stock.

(5) Mr. Farkas has voting and investment control of the following shares: 4,947,616 shares of Common Stock owned by FGI; 5,000 shares of Common Stock owned by each of Mr. Farkas' three minor children over which shares Mr. Farkas has voting authority and serves as custodian (a total of 15,000 shares); 80 shares owned by the Farkas Family Irrevocable Trust of which Mr. Farkas is a beneficiary; 7,200 shares of Common Stock owned by the Michael D. Farkas Charitable Foundation of which Mr. Farkas has voting authority as trustee; 2,176,072 shares of Common Stock owned by Mr. Farkas (including 182,741 shares held in a brokerage account) and 30,240 options issued to Mr. Farkas to purchase 30,240 shares of the Company's Common Stock; 22,130 held by the Ze'evi Group Inc. over which shares Mr. Farkas has voting authority. On December 6, 2017, the Company and Mr. Farkas signed a letter agreement, pursuant to which Mr. Farkas will cancel 2,930,596 of his shares of Common Stock. These shares were cancelled on April 16, 2018. Includes warrants to purchase 780,432 common shares of the Company's Common Stock held by Mr. Farkas.

(6) Includes 194,535 shares of the Company's Common Stock, warrants to purchase 34,974 shares of the Company's Common Stock, and 16,600 options to be issued pursuant to prior agreements with the Company.

(7) Includes 23,095 shares of the Company's Common Stock, warrants to purchase 84,988 shares of the Company's Common Stock and options to purchase 100 shares of Common Stock, which are currently exercisable.

(8) Mr. Shapiro beneficially owns, either directly or indirectly through his ownership of Shapiro Ventures, 28,874 shares of the Company's Common Stock, warrants to purchase 154,201 shares of the Company's Common Stock and 10,200 options currently exercisable.

(9) Includes 317,542 shares of the Company's Common Stock, warrants to purchase 101,008 shares of the Company's Common Stock, and 6,660 options that are currently exercisable.

(10) Includes 15,294 shares of the Company's Common Stock and warrants to purchase 10,588 shares of the Company's Common Stock.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

In addition to: (i) the compensation arrangements, including employment, termination of employment and change in control arrangements, discussed in the section titled "Executive Compensation" and (ii) the description of the JMJ Financing in the section titled "Risk Factors" under the heading "Shares of Our Common Stock Which May Be Issued Upon Conversion of the Series D Preferred Stock being Issued in Exchange for Outstanding Indebtedness by JMJ May Dilute the Ownership Interests of Our Stockholders", the following is a description of each transaction since January 1, 2016 and each currently proposed transaction in which:

- we have been or are to be a participant;
- the amount involved exceeded the lesser of $120,000 or one percent (approximately $23,000) of the average of our total assets at year-end for the last two completed fiscal years (approximately $2.3 million); and
- any of our directors, executive officers or holders of more than 5% of our outstanding capital stock, or any immediate family member of, or person sharing the household with, any of these individuals or entities, had or will have a direct or indirect material interest.

Our Company's policy with regard to related party transactions is for the Board as a whole to approve any material transactions involving our directors, executive officers or holders of more than 5% of our outstanding capital stock.

Private Placement Financings

Series C Preferred Shares Financing

In a series of transactions occurring between December 23, 2014 and June 30, 2016, we entered into securities purchase agreements (the "Series C Securities Purchase Agreements") with certain investors (the "Purchasers") for total gross proceeds to us of $8,297,120. Pursuant to the Series C Securities Purchase Agreements, we issued the following to the Purchasers: (i) 110,342 shares of our Series C Preferred Shares and (ii) warrants, exercisable for a period of five years from the original issue date, to purchase an aggregate of 315,264 shares of Common Stock for an exercise price of $52.50 per share.

In connection with the sale of our Series C Preferred Shares in December 2014, July 2015 and March 2016, we entered into registration rights agreements (the "Series C Registration Rights Agreements") with certain investors, pursuant to which we agreed to register all of the shares of Common Stock underlying the Series C Preferred Shares and warrants to purchase our Common Stock purchased pursuant to such transactions, on registration statements to be filed with the SEC, and to use best efforts to cause the such registration statements to be declared effective under the Securities Act within certain time periods after the date of such sales of Series C Preferred Shares (the "Effectiveness Deadlines"). The Company did not meet the Effectiveness Deadlines, and as a result has incurred an obligation under the Series C Registration Rights Agreements to pay certain investors penalties. On May 8, 2017, the Company issued a total of 61,740 Series C Preferred Shares to forty-eight (48) stockholders as payment in full, among other items, of registration rights penalties accrued through March 31, 2017. We accrued registration rights penalties, inclusive of accrued interest, in an amount equal to $11,677 for the period April 1, 2017 through June 30, 2017. On August 25, 2017, the Company issued 8,265 Series C Preferred Shares to forty-three (43) stockholders as payment in full, among other items, of registration rights penalties accrued for the period of April 1, 2017 through June 30, 2017. On November 29, 2017, the Company issued 9,119 Series C Preferred Shares to forty-five (45) stockholders as payment in full, among other items, of registration rights penalties accrued for the period of July 1, 2017 through September 30, 2017. The penalties and dividends continued to accrue from October 1, 2017 through the date of the February 16, 2018 closing of the Public Offering. On March 27, 2018 9,111,644 shares of Common Stock were issued to fifty-three (53) holders to convert all Series C Preferred Shares outstanding and owed as of the February 16, 2018. As of March 27, 2018, there are no longer any Series C Preferred Shares outstanding and the Company is no longer accruing registration rights penalties.

The following table summarizes the Series C Preferred Shares purchased by related parties since January 1, 2016 in connection with the transaction described in this section. The terms of these purchases were the same as those made available to unaffiliated purchasers. On February 7, 2017, BLNK Holdings, LLC, an entity for which Mr. Farkas had voting power and investment power with regard to this entity's holdings, bought all of the Company's securities owned by Eventide Gilead Fund ("Eventide"). As of April 10, 2018, BLNK Holdings no longer owns any of the Company's securities.

Investor	Shares of Series C Preferred Stock	Warrants to Purchase Common Stock	Aggregate Purchase Price	Percentage of Total Outstanding
Eventide Gilead Fund (BLNK Holdings, LLC bought these positions)	13,334 (3/11/16 - $800,040)			
	2,500 (4/18/16 - $150,000)			
	2,500 (5/24/16 - $150,000)			
	2,786 (6/30/16 - $167,120)	60,341	$ 1,267,120	14.0%

Convertible Promissory Notes

BLNK Holdings

On February 10, 2017 and February 14, 2017, we entered into two promissory notes with BLNK Holdings for the principal sums of $22,567.00 and $25,000.00, respectively, together with simple interest at the rate of ten percent (10%) per annum. The entire principal amount and accrued interest on both notes are past due and payable.

On July 18, 2017 and July 30, 2017, we entered into two promissory notes with BLNK Holdings for the principal sums of $5,078.22 and $30,000.00, respectively, together with simple interest at the rate of ten percent (10%) per annum. The entire principal amount and accrued interest on both notes are past due and payable.

On August 4, 2017, we entered into a secured promissory note with BLNK Holdings for the principal sum of $100,000.00 together with simple interest at the rate of ten percent (10%) per annum. The loan is secured by a first priority lien on and continuing security interest in all of our assets. The entire principal amount and accrued interest on the note is past due and payable.

On March 16, 2018, 74,753 shares of Common Stock were issued as payment of $221,009 owed to BLNK Holdings, in principal and interest pursuant to a Conversion Agreement between the Company and BLNK Holdings, dated August 23, 2017. These shares were subsequently transferred to Mr. Farkas.

FGI

On June 24, 2016, we issued a sixty-day convertible note in the principal amount of $105,000 to FGI. Interest on the note accrues at a rate of 18% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of Common Stock at $35.00 per share. In connection with the note issuance, we issued a five-year immediately vested warrant to purchase 500,000 shares of Common Stock (not subject to the Reverse Stock Split) at an exercise price of $0.70 per share (not subject to the Reverse Stock Split). The principal and amount was to be repaid upon the date at which we had received payment under an existing grant with the Pennsylvania Turnpike. Subsequent to June 30, 2016, we received the grant and repaid the principal amount of $105,000 plus accrued interest.

On June 24, 2016, we issued a sixty-day convertible note in the principal amount of $95,000 to FGI. Interest on the note accrues at a rate of 18% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of Common Stock at $35.00 per share. In connection with the note issuance, we issued a five-year immediately vested warrant to purchase 475,000 shares of Common Stock (not subject to the Reverse Stock Split) at an exercise price of $0.70 per share (not subject to the Reverse Stock Split).

On July 27, 2016, we issued a sixty-day convertible note in the principal amount of $100,000 to FGI. Interest on the note accrues at a rate of 18% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of Common Stock at $35.00 per share. In connection with the note issuance, we issued a five-year immediately vested warrant to purchase 500,000 shares of Common Stock (not subject to the Reverse Stock Split) at an exercise price of $0.70 per share (not subject to the Reverse Stock Split).

On July 29, 2016, we issued a sixty-day convertible note in the principal amount of $50,000 to FGI. Interest on the note accrues at a rate of 18% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of Common Stock at $35.00 per share. In connection with the note issuance, we issued a five-year immediately vested warrant to purchase 250,000 shares of Common Stock (not subject to the Reverse Stock Split) at an exercise price of $0.70 per share (not subject to the Reverse Stock Split).

On July 29, 2016, we issued a sixty-day convertible note in the principal amount of $20,000 to FGI. Interest on the note accrues at a rate of 18% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of Common Stock at $35.00 per share. In connection with the note issuance, we issued a five-year immediately vested warrant to purchase 100,000 shares of Common Stock (not subject to the Reverse Stock Split) at an exercise price of $0.70 per share (not subject to the Reverse Stock Split).

On August 1, 2016, we issued a sixty-day convertible note in the principal amount of $30,000 to FGI. Interest on the note accrues at a rate of 18% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of Common Stock at $35.00 per share. In connection with the note issuance, we issued a five-year immediately vested warrant to purchase 150,000 shares of Common Stock (not subject to the Reverse Stock Split) at an exercise price of $0.70 per share (not subject to the Reverse Stock Split).

On August 15, 2016, we issued a sixty-day convertible note in the principal amount of $100,000 to FGI. Interest on the note accrues at a rate of 18% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of Common Stock at $35.00 per share. In connection with the note issuance, we issued a five-year immediately vested warrant to purchase 500,000 shares of Common Stock (not subject to the Reverse Stock Split) at an exercise price of $0.70 per share (not subject to the Reverse Stock Split).

On September 1, 2016, we issued a sixty-day convertible note in the principal amount of $15,000 to FGI. Interest on the note accrues at a rate of 18% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of Common Stock at $35.00 per share. In connection with the note issuance, we issued a five-year immediately vested warrant to purchase 75,000 shares of Common Stock (not subject to the Reverse Stock Split) at an exercise price of $0.70 per share (not subject to the Reverse Stock Split).

On September 9, 2016, we issued a sixty-day convertible note in the principal amount of $35,000 to FGI. Interest on the note accrues at a rate of 18% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of Common Stock at $35.00 per share. In connection with the note issuance, we issued a five-year immediately vested warrant to purchase 175,000 shares of Common Stock (not subject to the Reverse Stock Split) at an exercise price of $0.70 per share (not subject to the Reverse Stock Split).

On September 16, 2016, we issued a sixty-day convertible note in the principal amount of $50,000 to FGI. Interest on the note accrues at a rate of 18% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of Common Stock at $35.00 per share. In connection with the note issuance, we issued a five-year immediately vested warrant to purchase 250,000 shares of Common Stock (not subject to the Reverse Stock Split) at an exercise price of $0.70 per share (not subject to the Reverse Stock Split).

On August 7, 2017, we issued a sixty-day convertible note in the principal amount of $50,000 to FGI. Interest on the note accrues at a rate of 15% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of Common Stock at $35.00 per share. In connection with the note issuance, we issued a five-year immediately vested warrant to purchase 100,000 shares of Common Stock (not subject to the Reverse Stock Split) at an exercise price of $0.70 per share (not subject to the Reverse Stock Split).

On August 29, 2017, following the effectiveness of the Reverse Stock Split, FGI exercised, on a cashless basis, warrants for 3.1 million shares, accounted for as derivative liabilities, not subject to the Reverse Stock Split. The Company issued 2,990,404 shares of Common Stock to FGI as a result of the cashless exercise. As a result, since the exercised warrants were previously classified as a derivative liability, the Company recorded a mark-to-market adjustment during the three months ended September 30, 2017 of approximately $43.9 million which was included within change in fair value of warrant liabilities on the condensed consolidated statement of operations. On November 20, 2017, JMJ confirmed in writing that it would not pursue a price reset of its outstanding warrants as a result of the FGI warrant exercise.

On December 6, 2017, the Company and Mr. Farkas signed a letter agreement, pursuant to which Mr. Farkas will cancel 2,930,596 of his shares of Common Stock. These shares were cancelled on April 16, 2018.

In February 2018, in connection with the closing of the Public Offering, the Company repaid $688,238 in principal and interest owed to Mr. Farkas pursuant to convertible notes issued to FGI that were past due.

BLNK Holdings Transfers to JMJ

In February 2018, prior to the closing of the Public Offering, Mr. Farkas reached an agreement with JMJ that, following the closing of the Public Offering, BLNK Holdings, an entity for which Mr. Farkas had voting power and investment power with regard to this entity's holdings, would transfer 260,000 shares to JMJ as additional consideration for JMJ agreeing to waive its claims to $12 million as a mandatory default amount pursuant to previous agreements with the Company. This transfer to JMJ has not yet taken place. Prior to entering into this agreement, Mr. Farkas did not bring the matter to the entire Board for a vote. The Company, in its financial statements for the quarter that ended March 31, 2018, will be treating this share issuance as an interest expense.

In connection with Mr. Farkas relinquishing a claim that warrants to purchase an aggregate of approximately 3,700,000 shares of common stock that were previously expired, exercised or exchanged should be replaced pursuant to his employment agreement with the Company, Mr. Farkas has requested the Board issue him 260,000 shares as reimbursement of the transfer to JMJ discussed in the previous paragraph. The Board does not believe it would be in the best interests of the Company or its shareholders to do so. As a result, the Company has not made any accrual for a settlement of this request as of December 31, 2017.

Other Transactions with Michael Farkas and Affiliates

In September 2016, we executed a consulting agreement with Balance Labs, Inc. ("Balance Labs"), an entity controlled by Mr. Farkas. Balance Labs will, among other services, work to establish strategic partnerships, identify customers, and identity hardware manufacturers. The consulting agreement calls for us pay a fee of 7% of any gross revenues realized by the Company as a result of Balance Labs' introductions. Balance Labs will receive a fee, to the extent permitted by applicable federal or state law, of 5% with regard to any mergers (payable in-kind) of the aggregate consideration of the merger, sales of the Company, or our assets. There is also compensation tied to hardware sales ($500 per unit) and any celebrity endorsements (18% of the compensation we pay) arranged by Balance Labs. Finally, if we execute an EV services agreement with a party introduced by Balance Labs and we retain ownership of the hardware, Balance Labs is entitled to 5% of the net revenues generated by the deployed hardware. We have not yet paid any commissions to Balance Labs pursuant to this contract.

On February 7, 2017, Eventide and BLNK Holdings completed a sales transaction. Eventide sold all of the Company's securities that it owned (142,857 shares of Common Stock, 114,491 Series C Preferred Shares, warrants to purchase 524,604 shares of the Company's Common Stock, and all rights, claims, title, and interests in any securities of whatever kind or nature issued or issuable as a result of Eventide's ownership of the Company's securities) to BLNK Holdings for $1 million. As of April 10, 2018, BLNK Holdings no longer owns any of the Company's securities.

We paid commissions to FGI totaling $0, $47,750 and $40,250 during the years ended December 31, 2016, 2015 and 2014 for business development related to installations of EV charging stations by us in accordance with the support services contract. These amounts are recorded as compensation on the consolidated statement of operations. These amounts were paid pursuant to the Fee Agreement. The Fee Agreement calls for us to pay FGI $500 for the first charging station installed at a client introduced by FGI and $250 for each additional station. FGI also receives a quarterly commission payment equal to 5% of gross revenue generated by each car charging station installed as a result of FGI's efforts. At FGI's election, FGI may receive stock in lieu of a cash payment. FGI will also receive stock options/warrants upon achievement of certain installation targets: (i) stock options/warrants to purchase 2,000 shares at $30.00 per share for 25 units; (ii) stock options/warrants to purchase 5,000 shares at $30.00 per share for 100 units; (iii) stock options/warrants to purchase 10,000 shares at $37.50 per share for 500 units; (iv) stock options/warrants to purchase 20,000 shares at $37.50 per share for 1,000 units; and (v) for each additional 250 units, stock options/warrants to purchase 5,000 shares at $50.00 per share for 1,001 units and above.

In addition, we paid $52,500 in fees to FGI from January 1 to June 30, 2016 as a result of financings entered into by the Company.

On July 28, 2016, the Company ("Sublandlord") entered into a sublease agreement with Balance Labs, Inc. ("Subtenant") (an entity controlled by Mr. Farkas) pursuant to which the Company agreed to sublease a portion of its Miami, Florida corporate headquarters to Subtenant. The term of the sublease agreement was from August 1, 2016 to September 29, 2018, subject to earlier termination upon written notice of termination by the landlord or Sublandlord. This sublease agreement ended in March 2017 when the landlord commenced eviction proceedings against the Company. Throughout the term of the agreement, Subtenant was to pay to Sublandlord fixed base rent and operating expenses equal to 50% of Sublandlord's obligation under its primary lease agreement, resulting in monthly base rent payments ranging from approximately $7,500 to $8,000 per month, for a total of approximately $200,000 for the total term of the sublease agreement.

On August 3, 2016, we executed a consulting agreement with Ardour to serve as our financial advisor with respect to any private equity offerings, derivative equity offerings or debt offerings. Mr. Farkas owns less than 5% of Ardour. For acting as our placement agent, Ardour will receive a sales commission of 5% of the gross proceeds from any private equity offering and a five-year warrant to purchase 5% of the Common Stock from such private equity transaction with an exercise price struck at the valuation of the private equity transaction. Ardour will receive a sales commission of three percent of gross proceeds from a non-convertible debt related transaction whereby there is no equity component other than customary warrant coverage not in excess of 10% of the associated debt. JMJ lent $3,500,000 to the Company between October 2016 and October 2017. In connection with these advances, we had paid $67,500 (and owed $120,000) to Ardour as sales commissions.

In February 2018, in connection with the closing of the Public Offering, the Company paid $120,000 to Ardour.

On March 22, 2018, in connection with the closing of the Public Offering, we issued 360,441 shares of Common Stock to Ardour in placement agent fees related to the $3,5000,000 lent by JMJ and the separate $250,000 lent by JMJ to the Company on January 22, 2018. On the same day, we issued 1,167 shares of Common Stock to Ardour in connection with placement agent fees related to the sale of Series C Preferred Stock in December 2014.

License Agreements

On March 29, 2012, we, as Licensee, entered into an exclusive patent license agreement with Mr. Farkas, and Balance Holdings, LLC (an entity controlled by Mr. Farkas) as Licensor, whereby we agreed to pay a royalty of 10% of the gross profits received by us from commercial sales and/or use of two provisional patent applications, one relating to an inductive charging parking bumper and one relating to a process which allows multiple EVs to plug into an EV charging station simultaneously and charge as the current becomes available.

On March 11, 2016, we and Balance Holdings, LLC entered into an agreement related to the March 29, 2012 patent license agreement. The parties acknowledged that we have paid a total of $8,525 in registration and legal fees for the U.S. Provisional Patent Application No. 61529016 (the "Patent Application") (related to the inductive charging parking bumper) to date. Effective March 11, 2016, the patent license agreement, solely with respect to the Patent Application and the parties' rights and obligations thereto, was terminated. Mr. Farkas agreed to be solely responsible for all future costs and fees associated with the prosecution of the patent application. In the event the Patent Application is successful, Mr. Farkas shall grant a credit to us in the amount of $8,525 to be applied against any outstanding amount(s) owed to him. If we do not have any outstanding payment obligations to Mr. Farkas at the time the Patent Application is approved, Mr. Farkas shall remit the $8,525 to us within twenty (20) days of the approval. The parties agreed to a mutual release of any claims associated with the patent license agreement. We have not paid nor incurred any royalties to date under the patent license agreement.

Director Independence

Our Common Stock and warrants are listed on the NASDAQ. NASDAQ Listing Rule 5605(a)(2) provides that an "independent director" is a person other than an officer or employee of the Company or any other individual having a relationship which, in the opinion of the Company's board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The NASDAQ listing rules provide that a director cannot be considered independent if:

- the director is, or at any time during the past three years was, an employee of the company;
- the director or a family member of the director accepted any compensation from the company in excess of $120,000 during any period of 12 consecutive months within the three years preceding the independence determination (subject to certain exclusions, including, among other things, compensation for board or board committee service);
- a family member of the director is, or at any time during the past three years was, an executive officer of the company;
- the director or a family member of the director is a partner in, controlling stockholder of, or an executive officer of an entity to which the company made, or from which the company received, payments in the current or any of the past three fiscal years

that exceed 5% of the recipient's consolidated gross revenue for that year or $200,000, whichever is greater (subject to certain exclusions);

- the director or a family member of the director is employed as an executive officer of an entity where, at any time during the past three years, any of the executive officers of the company served on the compensation committee of such other entity; or the director or a family member of the director is a current partner of the company's outside auditor, or at any time during the past three years was a partner or employee of the company's outside auditor, and who worked on the company's audit.

We have determined that Andrew Shapiro, Donald Engel and Robert Schweitzer are currently independent directors.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Marcum LLP served as our independent registered public accountants for the years ended December 31, 2017 and 2016.

Audit Fees

For the Company's fiscal years ended December 31, 2017 and 2016, we were billed approximately $238,150 and $322,000, respectively, for professional services rendered by our independent auditors for the audit and review of our financial statements.

Audit Related Fees

There were no fees for audit related services rendered by our independent auditors or the years ended December 31, 2017 and 2016.

Tax Fees

For the Company's fiscal years ended December 31, 2017 and 2016, there were no fees for professional services rendered by our independent auditors for tax compliance, tax advice, and tax planning.

All Other Fees

For the Company's fiscal years ended December 31, 2017 and 2016, we were billed approximately $257,310 and $24,720, respectively, for professional services rendered by our independent auditors related to the Registration Statement on Form S-1 and amendments thereto filed with the SEC in those years.

Pre-Approval Policies

Following the appointment of all three current members to the Board's audit committee, such committee began its activities in November 2017. Prior to that point, all of the above services and fees were reviewed and approved by the entire Board. No services were performed before or without approval.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) EXHIBITS

We have filed the exhibits listed on the accompanying Exhibit Index of this registration statement and below in this Item 15:

Exhibit Number	Exhibit Description	Incorporated by Reference		Filed or Furnished	
		Form	Exhibit	Filing Date	Herewith
1.1	Underwriting Agreement dated February 13, 2018 by and among Blink Charging Co. and Joseph Gunnar & Co., LLC as representative of the several underwriters named therein.	8-K	1.1	02/14/2018	
3.1	Articles of Incorporation, as amended most recently on August 17, 2017				X
3.2	Bylaws, as amended most recently on January 29, 2018				X
3.3	Certificate of Designation for Series A Convertible Preferred Stock, as amended through December 29, 2014.				X
3.4	Amended and Restated Certificate of Designation for Series B Convertible Preferred Stock.	S-1/A	3.9	07/06/2017	
3.5	Certificate of Designation for Series C Convertible Preferred Stock, as amended through January 8, 2018.				X
3.6	Certificate of Designations for Series D Preferred Stock	8-K	3.1	02/21/2018	
4.1	Form of Common Stock Purchase Warrant used by the Company from 2013 through 2016.	8-K	4.1	04/03/2013	
4.2	Form of Common Stock Purchase Warrant issued by the Company in favor of JMJ Financial (first issued on October 13, 2016).	8-K	4.1	10/20/2016	
4.3	Secured Convertible Promissory Note in the Principal Amount of $105,000 related to a Pennsylvania Turnpike grant, issued June 24, 2016 to The Farkas Group Inc.	10-Q	4.1	08/15/2016	
4.4	Class A Common Stock Purchase Warrant to Purchase 525,000 shares, issued June 24, 2016 to The Farkas Group Inc.	10-Q	4.2	08/15/2016	
4.5	Amendment to Class A Common Stock Purchase warrant to Purchase 525,000 shares, dated July 27, 2016	10-Q	4.5	08/15/2016	
4.6	Form of Secured Convertible Promissory Note related to third party financing, issued to The Farkas Group Inc.	10-Q	4.3	08/15/2016	
4.7	Class A Common Stock Purchase Warrant to Purchase 475,000 shares, issued June 24, 2016 to The Farkas Group Inc.	10-Q	4.4	08/15/2016	

4.8	Amendment to Class A Common Stock Purchase warrant to Purchase 475,000 shares, dated July 27, 2016.	10-Q	4.4	08/15/2016
4.9	Secured Promissory Note issued to BLNK Holdings LLC on August 4, 2017	S-1/A	4.9	12/08/2017
4.10	Warrant issued to The Farkas Group Inc. on July 27, 2016	S-1/A	4.10	12/08/2017
4.11	Form of Common Stock Purchase Warrant issued to Michael Calise in July 2017	S-1/A	4.11	12/08/2017
4.12	Form of Warrant Issued to SMS Real Estate LLC and Chase Mortgage, Inc.	8-K	4.1	9/14/2017
4.13	Warrant Agency Agreement by and between the Company and Worldwide Stock Transfer, LLC and Form of Warrant Certificate for Registered Offering	8-K	4.1	02/21/2018
10.1*	Employment Agreement by and between the Company and Ira Feintuch dated March 24, 2015	8-K	10.2	04/08/2015
10.2*	Compensation Agreement by and between the Company and Ira Feintuch dated June 16, 2017	S-1/A	10.2	07/06/2017
10.3*	Employment Agreement by and between the Company and Michael Calise dated July 16, 2015	8-K	10.1	08/03/2015
10.4*	Executive Employment Agreement by and between the Company and Michael D. Farkas dated October 29, 2010	10-K	10.17	04/16/2013
10.5*	First Amendment to Executive Employment Agreement by and between the Company and Michael D. Farkas dated December 23, 2014	8-K	10.4	12/29/2014
10.6 *	Second Amendment to Executive Employment Agreement by and between the Company and Michael D. Farkas dated July 24, 2015	10-K	10.4	07/29/2016
10.7 *	Third Amendment to Executive Employment Agreement by and between the Company and Michael D. Farkas dated June 15, 2017	S-1/A	10.7	07/06/2017
10.8*	Conversion Agreement between the Company and Michael D. Farkas dated August 23, 2017	10-Q	10.3	11/20/2017
10.9*	Conversion Agreement between the Company and BLNK Holdings LLC dated August 23, 2017	10-Q	10.4	11/20/2017
10.10*	Form of Series A Preferred Stock Letter Agreements	S-1/A	10.8	07/06/2017
10.11*	Equity Agreement between Michael Farkas and the Company, dated December 6, 2017	S-1/A	10.11	12/08/2017

10.12*	Equity Agreement between Ira Feintuch and the Company, dated December 7, 2017	S-1/A	10.12	12/08/2017
10.13*	Director Agreement by and between the Company and Andrew Shapiro dated April 28, 2014	S-1/A	10.9	07/06/2017
10.14*	Director Agreement by and between the Company and Donald Engel dated July 11, 2014	S-1/A	10.10	07/06/2017
10.15*	Board of Directors Offer Letter Agreement by and between the Company and Robert Schweitzer, dated July 14, 2017.	8-K	10.1	07/20/2017
10.16*	2012 Omnibus Incentive Plan.	8-K	10.1	12/06/2012
10.17*	2013 Omnibus Incentive Plan.	8-K	10.1	02/21/2013
10.18*	2014 Omnibus Incentive Plan.	10-K	10.7	07/29/2016
10.19*	2015 Omnibus Incentive Plan.	10-K	10.8	07/29/2016
10.20*	Form of 2015 Omnibus Incentive Plan Stock Option Award Agreement.	10-K	10.9	07/29/2016
10.21	Patent License Agreement, dated March 29, 2012, by and among Car Charging Group, Inc., Balance Holdings, LLC and Michael Farkas.	10-K	10.21	04/16/2013
10.22	Patent License Agreement, dated March 11, 2016, by and among Car Charging Group, Inc., Balance Holdings, LLC and Michael Farkas.	10-Q	10.3	08/04/2016
10.23	Revenue Sharing Agreement, dated April 3, 2013, by and among Car Charging Group, Inc., EV Pass Holdings, LLC, and Synapse Sustainability Trust, Inc.	8-K	10.2	04/26/2013
10.24	Securities Purchase Agreement, by and between the Company and Investor dated March 11, 2016	S-1/A	10.29	07/06/2017
10.25	Securities Purchase Agreement, dated October 7, 2016, between JMJ Financial and the Company	8-K	10.1	10/20/2016
10.26	Promissory Note, dated October 13, 2016, issued by the Company in favor of JMJ Financial	8-K	10.2	10/20/2016
10.27	Representations and Warranties Agreement Regarding Existing Debt, dated October 7, 2016, between JMJ Financial and the Company	S-1/A	10.27	12/21/2016
10.28	Amendment #1 to the Securities Purchase Agreement, between JMJ Financial and the Company, dated March 23, 2017	10-K	10.26	04/14/2017
10.29	Amendment #2 to the Securities Purchase Agreement, between JMJ Financial and the Company, dated May 15, 2017	10-Q	10.3	05/15/2017

10.30	Amendment #3 to the Securities Purchase Agreement, between JMJ Financial and the Company, dated June 15, 2017	S-1/A	10.35	07/06/2017
10.31	Amendment #4 to the Securities Purchase Agreement, between JMJ Financial and the Company, dated July 20, 2017	S-1/A	10.41	12/08/2017
10.32	Amendment #5 to the Securities Purchase Agreement, between JMJ Financial and the Company, dated August 27, 2017	S-1/A	10.42	12/08/2017
10.33	Amendment #6 to the Securities Purchase Agreement, between JMJ Financial and the Company, dated August 29, 2017	S-1/A	10.43	12/08/2017
10.34	Amendment #7 to the Securities Purchase Agreement, between JMJ Financial and the Company, dated August 29, 2017	S-1/A	10.44	12/08/2017
10.35	Amendment #8 to the Securities Purchase Agreement, between JMJ Financial and the Company, dated September 6, 2017	S-1/A	10.45	12/08/2017
10.36	Amendment #9 to the Securities Purchase Agreement, between JMJ Financial and the Company, dated September 14, 2017	S-1/A	10.46	12/08/2017
10.37	Lockup, Conversion, and Additional Investment Agreement with JMJ Financial, dated October 23, 2017	S-1/A	10.47	12/08/2017
10.38	Amendment #1 to Lockup, Conversion, and Additional Investment Agreement with JMJ Financial, dated November 29, 2017	S-1/A	10.48	12/08/2017
10.39	Form of Promissory Note Issued by the Company to BLNK Holdings LLC	10-K	10.27	04/14/2017
10.40	Form of Series C Preferred Stock and Warrants Letter Agreements	S-1/A	10.37	07/06/2017
10.41	Form of Series B Conversion Agreement	S-1/A	10.38	07/06/2017
10.42	Warrant Exchange Agreement between Wolverine Flagship Fund Trading Limited and the Company, dated August 14, 2017	10-Q	10.7	08/21/2017
10.43	Fourth Amendment to Secured Convertible Promissory Note with Chase Mortgage, Inc., dated September 5, 2017.	8-K	10.1	09/14/2017
10.44	Secured Promissory Note Issued to SMS Real Estate LLC, dated September 6, 2017.	8-K	10.2	09/14/2017
10.45	Secured Promissory Note Issued to Chase Mortgage, Inc., dated September 6, 2017.	8-K	10.3	09/14/2017
10.46	Warrant Conversion Agreement with SMS Real Estate LLC, dated September 6, 2017.	8-K	10.4	09/14/2017

10.47	Warrant Conversion Agreement with Chase Mortgage, Inc., dated September 6, 2017.	8-K	10.5	09/14/2017	
10.48	Warrant Conversion Agreement with Mark Herskowitz, dated September 7, 2017.	8-K	10.6	09/14/2017	
10.49	Amendment #1 to Conversion Agreement between the Company and Michael D. Farkas, dated January 4, 2018.	S-1/A	10.59	01/10/2018	
10.50	Amendment #1 to Conversion Agreement between the Company and BLNK Holdings LLC, dated January 4, 2018.	S-1/A	10.60	01/10/2018	
10.51	Amendment #1 to Equity Agreement between Michael Farkas and the Company, dated January 4, 2018.	S-1/A	10.61	01/10/2018	
10.52	Amendment #1 to Equity Agreement between Ira Feintuch and the Company, dated January 4, 2018.	S-1/A	10.61	01/10/2018	
10.53	Amendment #2 to Lockup, Conversion, and Additional Investment Agreement with JMJ Financial, dated January 4, 2018	S-1/A	10.63	01/10/2018	
10.54	Amendment #3 to Lockup, Conversion, and Additional Investment Agreement Addendum to the Transaction Documents Dated October 7, 2016	S-1/A	10.64	02/05/2018	
10.55	Amendment #4 to Lockup, Conversion, and Additional Investment Agreement Addendum to the Transaction Documents Dated October 7, 2016	S-1/A	10.65	02/09/2018	
14.1	Code of Ethics	S-1/A	14.1	12/08/2017	
21.1	Subsidiaries of the Registrant.				X
99.1	Audit Committee Charter	S-1/A	99.1	12/08/2017	
99.2	Compensation Committee Charter	S-1/A	99.2	12/08/2017	
99.3	Nominating Committee Charter	S-1/A	99.3	12/08/2017	

* Indicates a management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: April 17, 2018

BLINK CHARGING CO.

By: */s/ Michael D. Farkas*
Michael D. Farkas
Executive Chairman
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	**Title**	**Date**
/s/ Michael D. Farkas Michael D. Farkas	Executive Chairman of the Board of Directors (Principal Executive Officer)	April 17, 2018
/s/ *Michael J. Calise* Michael J. Calise	Chief Executive Officer and Director (Interim Principal Financial Officer and Interim Principal Accounting Officer)	April 17, 2018
/s/ *Robert Schweitzer* Robert Schweitzer	Director	April 17, 2018
/s/ Andrew Shapiro Andrew Shapiro	Director	April 17, 2018
/s/ Donald Engel Donald Engel	Director	April 17, 2018

BLINK CHARGING CO. AND SUBSIDIARIES
(FORMERLY CAR CHARGING GROUP, INC.)

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of
Blink Charging Co. and Subsidiaries

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Blink Charging Co. and Subsidiaries (the "Company") as of December 31, 2017 and 2016, the related consolidated statements of operations, changes in stockholders' deficiency, and cash flows for each of the two years in the period ended December 31, 2017, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provides a reasonable basis for our opinion.

/s/ Marcum llp
Marcum llp
We have served as the Company's auditor since 2014.

New York, NY
April 17, 2017

BLINK CHARGING CO. AND SUBSIDIARIES
(FORMERLY CAR CHARGING GROUP, INC.)

Consolidated Balance Sheets

	December 31, 2017	December 31, 2016
Assets		
Current Assets:		
Cash	$ 185,151	$ 5,898
Accounts receivable and other receivables, net	227,918	128,315
Inventory, net	247,466	394,825
Prepaid expenses and other current assets	108,352	84,631
Total Current Assets	768,887	613,669
Fixed assets, net	376,920	755,682
Intangible assets, net	106,167	116,482
Deferred public offering costs	1,367,730	335,475
Other assets	67,309	89,573
Total Assets	$ 2,687,013	$ 1,910,881
Liabilities and Stockholders' Deficiency		
Current Liabilities:		
Accounts payable	$ 4,228,073	$ 3,500,267
Accounts payable [1]	-	3,728,193
Accrued expenses	26,075,250	7,955,976
Accrued expenses [1]	-	5,969
Accrued public information fee	-	3,005,277
Derivative liabilities	3,448,390	1,583,103
Current portion of convertible notes payable, net of debt discount of $0 and $501,981	50,000	581,274
Convertible notes payable - related party	747,567	495,000
Notes payable	597,966	342,781
Current portion of deferred revenue	383,771	600,700
Total Current Liabilities	35,531,017	21,798,540
Convertible notes payable, non-current portion, net of debt discount of $499,435 and $0 as of December 31, 2017 and 2016, respectively	3,200,096	-
Deferred revenue, non-current portion	50,283	99,495
Total Liabilities	38,781,396	21,898,035
Series B Convertible Preferred Stock, 10,000 shares designated, 8,250 shares issued and outstanding as of December 31, 2017 and 2016, respectively	825,000	825,000
Commitments and contingencies		
Stockholders' Deficiency:		
Preferred stock, $0.001 par value, 40,000,000 shares authorized;		
Series A Convertible Preferred Stock, 20,000,000 shares designated, 11,000,000 shares issued and outstanding as of December 31, 2017 and 2016, respectively	11,000	11,000
Series C Convertible Preferred Stock, 250,000 shares designated, 229,551 and 150,426 shares issued and outstanding as of December 31, 2017 and 2016, respectively	230	150
Series D Convertible Preferred Stock, 13,000 shares designated, 0 shares issued and outstanding as of December 31, 2017 and 2016, respectively	-	-
Common stock, $0.001 par value, 500,000,000 shares authorized, 5,523,673 and 1,609,530 shares issued and outstanding as of December 31, 2017 and 2016, respectively	5,524	1,610
Additional paid-in capital	119,499,141	64,078,182
Accumulated deficit	(156,435,278)	(81,071,782)
Total Blink Charging Co. - Stockholders' Deficiency	(36,919,383)	(16,980,840)
Non-controlling interest [1]	-	(3,831,314)
Total Stockholders' Deficiency	(36,919,383)	(20,812,154)

Total Liabilities and Stockholders' Deficiency	$ 2,687,013	$ 1,910,881

[1] - Related to 350 Green, which, as of May 18, 2017, is no longer a variable interest entity of the Company and, accordingly, 350 Green's was deconsolidated as of May 18, 2017.

The accompanying notes are an integral part of these consolidated financial statements.

BLINK CHARGING CO. AND SUBSIDIARIES
(FORMERLY CAR CHARGING GROUP, INC.)

Consolidated Statements of Operations

	For the Years Ended December 31,	
	2017	**2016**
Revenues:		
Charging service revenue - company-owned charging stations	$ 1,186,710	$ 1,144,016
Product sales	495,086	1,126,939
Grant and rebate revenue	120,905	332,672
Warranty revenue	133,867	136,375
Network fees	225,349	244,509
Other	338,440	341,510
Total Revenues	2,500,357	3,326,021
Cost of Revenues:		
Cost of charging services - company-owned charging stations	230,283	189,498
Host provider fees	336,917	458,931
Cost of product sales	237,422	501,729
Network costs	302,645	511,438
Warranty and repairs and maintenance	(32,890)	346,477
Depreciation and amortization	380,309	805,607
Total Cost of Revenues	1,454,686	2,813,680
Gross Profit	1,045,671	512,341
Operating Expenses:		
Compensation	5,981,561	4,879,612
Other operating expenses	904,830	1,451,683
General and administrative expenses	1,281,925	1,393,954
Lease termination costs	300,000	-
Total Operating Expenses	8,468,316	7,725,249
Loss From Operations	(7,422,645)	(7,212,908)
Other (Expense) Income:		
Interest expense	(946,131)	(256,098)
Amortization of discount on convertible debt	(2,285,173)	(962,412)
Gain on settlement of accounts payable, net	22,914	840,625
Loss on settlement reserve	(12,980,588)	-
Change in fair value of warrant liabilities	(138,164)	727,239
Change in fair value of FGI warrant liabilities	(43,871,675)	-
Loss on disposal of fixed assets	(803)	(17,557)
Loss on inducement in exchange for warrants	(7,570,581)	-
Loss on deconsolidation of 350 Green	(97,152)	-
Investor warrant expense	-	(7,295)
Non-compliance penalty for delinquent regular SEC filings	-	(571,543)
Non-compliance penalty for SEC registration requirement	(73,498)	(239,178)
Total Other Expense	(67,940,851)	(486,219)
Net Loss	(75,363,496)	(7,699,127)
Dividend attributable to Series C shareholders	(4,267,100)	(1,468,500)
Net Loss Attributable to Common Shareholders	$ (79,630,596)	$ (9,167,627)
Net Loss Per Share - Basic and Diluted	$ (25.95)	$ (3.17)
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	3,068,456	2,894,509

The accompanying notes are an integral part of these consolidated financial statements.

BLINK CHARGING CO. AND SUBSIDIARIES
(FORMERLY CAR CHARGING GROUP, INC.)

Consolidated Statements of Changes in Stockholders' Deficiency
For the Years Ended December 31, 2017 and 2016

	Convertible Preferred-A		Convertible Preferred-C		Common Stock		Additional Paid-In	Accumulated	Non Controlling Interest	Total Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Deficit	Deficiency
Balance - December 31, 2015	10,500,000	$ 10,500	120,330	$ 120	1,592,415	$ 1,592	$ 63,754,877	$ (73,372,655)	$ (4,011,130)	$ (13,616,696)
Sale of Series C convertible preferred stock, net of issuance costs [1]	-	-	22,786	22	-	-	976,849	-	-	976,871
Stock-based compensation	-	-	-	-	3,883	4	381,435	-	-	381,439
Common stock issued as compensation for services previously accrued	-	-	-	-	18,078	18	(18)	-	-	-
Return and retirement of common stock in connection with settlement	-	-	-	-	(4,846)	(5)	(44,995)	-	-	(45,000)
Convertible preferred stock issued as compensation to the Chief Operating Officer	500,000	500	750	1	-	-	(501)	-	-	-
Series C convertible preferred stock issued as compensation to the Executive Chairman	-	-	444	1	-	-	39,963	-	-	39,964
Series C convertible preferred stock dividends:										
Accrual of dividends earned	-	-	-	-	-	-	(1,468,500)	-	-	(1,468,500)
Payment of dividends in kind	-	-	6,116	6	-	-	611,594	-	-	611,600
Warrant modification expense	-	-	-	-	-	-	7,295	-	-	7,295
Assumption of liability of 350 Green by Car Charging Group, Inc.	-	-	-	-	-	-	(179,816)	-	179,816	-
Net loss	-	-	-	-	-	-	-	(7,699,127)	-	(7,699,127)
Balance - December 31, 2016	11,000,000	$ 11,000	150,426	$ 150	1,609,530	$ 1,610	$ 64,078,182	$ (81,071,782)	$ (3,831,314)	$ (20,812,154)
Stock-based compensation	-	-	-	-	10,000	10	973,182	-	-	973,192
Series C convertible preferred stock issued in satisfaction of public information fee	-	-	30,235	30	-	-	3,023,470	-	-	3,023,500
Series C convertible preferred stock issued in satisfaction of registration rights penalty	-	-	12,455	13	-	-	1,245,487	-	-	1,245,500
Series C convertible preferred stock dividends:										
Accrual of dividends earned	-	-	-	-	-	-	(4,267,100)	-	-	(4,267,100)
Payment of dividends in kind	-	-	36,435	37	-	-	3,643,364	-	-	3,643,401
Common stock issued in partial satisfaction of debt	-	-	-	-	21,166	21	181,903	-	-	181,924
Common stock issued in exchange for warrants	-	-	-	-	180,733	181	2,430,014	-	-	2,430,194
Common stock issued in exchange for FGI warrants	-	-	-	-	2,990,404	2,990	43,955,948	-	-	43,958,939
Impact of share rounding as a result of reverse stock split	-	-	-	-	999	1	-	-	-	1
Common stock issued in satisfaction of accrued issuable equity	-	-	-	-	710,841	711	4,234,691	-	-	4,235,402
Deconsolidation of 350 Green	-	-	-	-	-	-	-	-	3,831,314	3,831,314
Net loss	-	-	-	-	-	-	-	(75,363,496)	-	(75,363,496)
Balance - December 31, 2017	11,000,000	$ 11,000	229,551	$ 230	5,523,673	$ 5,524	$ 119,499,141	$ (156,435,278)	$ -	$ (36,919,383)

[1] Includes gross proceeds of $1,367,120, less issuance costs of $211,835 ($150,383 of cash and $61,452 non-cash) and warrants with an issuance date fair value of $178,414 recorded as a derivative liability.

The accompanying notes are an integral part of these consolidated financial statements.

BLINK CHARGING CO. AND SUBSIDIARIES
(FORMERLY CAR CHARGING GROUP, INC.)

Consolidated Statements of Cash Flows

	For the Years Ended December 31,	
	2017	**2016**
Cash Flows From Operating Activities		
Net loss	$ (75,363,496)	$ (7,699,127)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	412,594	861,831
Accretion of interest expense	532,323	63,773
Amortization of discount on convertible debt	2,285,173	962,412
Change in fair value of warrant liabilities	44,009,839	(727,239)
Loss on inducement in exchange for warrants	7,570,581	-
Provision for bad debt	35,000	98,650
Loss on disposal of fixed assets	803	17,557
Loss on deconsolidation of 350 Green	97,152	-
Gain on settlement of accounts payable, net	(22,914)	(840,625)
Non-compliance penalty for delinquent regular SEC filings	-	571,543
Non-compliance penalty for SEC registration requirement	73,498	239,178
Non-cash compensation:		
Convertible preferred stock	-	131,967
Common stock	1,474,367	248,545
Options	320,443	396,124
Warrants	1,349,994	7,821
Changes in operating assets and liabilities:		
Accounts receivable and other receivables	(134,603)	324,249
Inventory	147,359	289,616
Prepaid expenses and other current assets	(23,721)	397,667
Other assets	22,264	42,470
Accounts payable and accrued expenses	14,930,824	2,181,363
Deferred revenue	(266,141)	(316,798)
Total Adjustments	72,814,835	4,950,104
Net Cash Used in Operating Activities	(2,548,661)	(2,749,023)
Cash Flows From Investing Activities		
Purchases of fixed assets	(23,169)	(80,463)
Net Cash Used In Investing Activities	(23,169)	(80,463)
Cash Flows From Financing Activities		
Proceeds from sale of shares of Series C Convertible Preferred stock and warrants	-	1,367,120
Payment of Series C Convertible Preferred Stock issuance costs	-	(52,500)
Payments of deferred offering costs	(172,158)	(53,640)
Payments of debt issuance costs	(72,945)	(87,405)
Bank overdrafts, net	(11,566)	11,566
Proceeds from issuance of convertible note payable	2,500,000	1,000,000
Proceeds from issuance of notes payable to non-related party	260,000	-
Proceeds from issuance of notes payable to a related party	257,645	600,000
Repayment of notes and convertible notes payable	(9,893)	(138,988)
Net Cash Provided by Financing Activities	2,751,083	2,646,153
Net Increase (Decrease) In Cash	179,253	(183,333)
Cash - Beginning of Year	5,898	189,231
Cash - End of Year	$ 185,151	$ 5,898

The accompanying notes are an integral part of these consolidated financial statements.

BLINK CHARGING CO. AND SUBSIDIARIES
(FORMERLY CAR CHARGING GROUP, INC.)

Consolidated Statements of Cash Flows -- Continued

	For The Years Ended December 31,	
	2017	**2016**
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the years for:		
Interest expense	$ 44	$ 2,414
Non-cash investing and financing activities:		
Return and retirement of common stock in connection with settlement	$ -	$ 45,000
Issuance of common stock for services previously accrued	$ 181,924	$ 26,982
Accrual of contractual dividends on Series C Convertible Preferred Stock	$ 4,267,100	$ -
Issuance of Series C Convertible Preferred Stock in satisfaction of contractual dividends	$ 3,643,401	$ (611,600)
Issuance of Series C Convertible Preferred Stock in satisfaction of public information fee	$ 3,023,500	$ -
Issuance of Series C Convertible Preferred Stock in satisfaction of registration rights penalty	$ 1,245,500	$ 1,468,500
Transfer of inventory to fixed assets	$ -	$ 59,709
Accrual of warrant obligation in connection with issuance of notes payable	$ 1,200,000	$ -
Issuance or accrual of common stock, warrants and embedded conversion options as debt discount in connection with the issuance of notes payable	$ 1,382,224	$ 204,465
Warrants issued in connection with sale of Series C convertible preferred stock	$ -	$ 178,414
Accrual of deferred public offering costs	$ 860,097	$ 281,835
Accrual of issuance costs on Series C Convertible Preferred Stock	$ -	$ 159,335
Warrants issued as debt discount in connection with issuances of notes payable	$ -	$ 285,468
Issuance of common stock in exchange for warrants	$ 46,385,962	$ -
Common stock issued in satisfaction of accrued issuable equity	$ 4,235,402	$ -

The accompanying notes are an integral part of these consolidated financial statements.

1. BUSINESS ORGANIZATION, NATURE OF OPERATIONS AND BASIS OF PRESENTATION

Blink Charging Co. was incorporated on October 3, 2006 under the laws of the State of Nevada as New Image Concepts, Inc. On December 7, 2009, New Image Concepts, Inc. changed its name to Car Charging Group, Inc. On August 17, 2017, Car Charging Group, Inc. changed its name to Blink Charging Co.

Blink Charging Co., through its wholly-owned subsidiaries (collectively, the "Company" or "Blink"), is a leading owner, operator, and provider of electric vehicle ("EV") charging equipment and networked EV charging services. Blink offers both residential and commercial EV charging equipment, enabling EV drivers to easily recharge at various location types.

Blink's principal line of products and services is its Blink EV charging network (the "Blink Network") and EV charging equipment (also known as electric vehicle supply equipment ("EVSE") and EV-related services. The Blink Network is a proprietary cloud-based software that operates, maintains, and tracks all of the Blink EV charging stations and the associated charging data. The Blink Network provides property owners, managers, and parking companies ("Property Partners") with cloud-based services that enable the remote monitoring and management of EV charging stations, payment processing, and provides EV drivers with vital station information including station location, availability, and applicable fees.

Blink offers its Property Partners a flexible range of business models for EV charging equipment and services. In its comprehensive and turnkey business model, Blink owns and operates the EV charging equipment, manages the installation, maintenance, and related services; and shares a portion of the EV charging revenue with the property owner. Alternatively, Property Partners may share in the equipment and installation expenses, with Blink operating and managing the EV charging stations and providing connectivity to the Blink Network. For Property Partners interested in purchasing and owning EV charging stations that they manage, Blink provides EV charging hardware, site recommendations, connectivity to the Blink Network, and service and maintenance services.

Effective August 29, 2017, pursuant to authority granted by the stockholders of the Company, the Company implemented a 1-for-50 reverse split of the Company's issued and outstanding common stock (the "Reverse Split"). The number of authorized shares remains unchanged. All share and per share information has been retroactively adjusted to reflect the Reverse Split for all periods presented, unless otherwise indicated. See Note 11 – Stockholders' Deficiency for additional details regarding the Company's authorized capital.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

LIQUIDITY AND FINANCIAL CONDITION

As of December 31, 2017, the Company had a cash balance, a working capital deficiency and an accumulated deficit of $185,151, $34,762,130 and $156,435,278, respectively. During the years ended December 31, 2017 and 2016 the Company incurred net losses of $75,363,496 and $7,699,127, respectively. The Company has not yet achieved profitability. Subsequent to December 31, 2017, the Company raised aggregate net proceeds of approximately $14.1 million in connection with its public offering ("Public Offering") and exchanged aggregate liabilities of approximately $26.0 million for equity. See Note 15 – Subsequent Events for additional details.

The Company believes its current cash on hand, as of the date of this filing, is sufficient to meet its operating and capital requirements for at least the next twelve months from the date of this filing. Thereafter, the Company will need to raise further capital through the sale of additional equity or debt securities or other debt instruments to support its future operations. The Company's operating needs include the planned costs to operate its business, including amounts required to fund working capital and capital expenditures. The Company's future capital requirements and the adequacy of its available funds will depend on many factors, including the Company's ability to successfully commercialize its products and services, competing technological and market developments, and the need to enter into collaborations with other companies or acquire other companies or technologies to enhance or complement its product and service offerings. There is also no assurance that the amount of funds the Company might raise will enable the Company to complete its development initiatives or attain profitable operations. If the Company is unable to obtain additional financing on a timely basis, it may have to curtail its development, marketing and promotional activities, which would have a material adverse effect on the Company's business, financial condition and results of operations, and ultimately, the Company could be forced to discontinue its operations and liquidate.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Blink Charging Co. and its wholly-owned subsidiaries, including Car Charging, Inc., Beam Charging LLC ("Beam"), EV Pass LLC ("EV Pass"), Blink Network LLC ("Blink Network") and Car Charging China Corp. ("Car Charging China"). All intercompany transactions and balances have been eliminated in consolidation.

Through April 16, 2014, 350 Green LLC ("350 Green") was a wholly-owned subsidiary of the Company in which the Company had full voting control and was therefore consolidated. Beginning on April 17, 2014, when 350 Green's assets and liabilities were transferred to a trust mortgage, 350 Green became a Variable Interest Entity ("VIE"). The consolidation guidance relating to accounting for VIEs requires an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a variable interest entity and perform ongoing reassessments of whether an enterprise is the primary beneficiary of a VIE. The Company determined that it was the primary beneficiary of 350 Green, and as such, effective April 17, 2014, and as such 350 Green's assets, liabilities and results of operations were included in the Company's consolidated financial statements. On May 18, 2017, each of 350 Green and Green 350 Trust Mortgage LLC filed to commence an Assignment for the Benefit of Creditors, which resulted in its residual assets being controlled by an assignee in a judicial proceeding. As a result, as of May 18, 2017, 350 Green is no longer a variable interest entity of the Company and, accordingly, 350 Green, which had approximately $3.7 million of liabilities, has been deconsolidated from the Company's financial statements which resulted in a loss $97,152 and was recorded on the statement of operations for the year ended December 31, 2017. On March 26, 2018, final judgment has been reached relating to the Assignment for the Benefit of the Creditors, whereby all remaining assets of 350 Green are abandoned to their respective property owners where the charging stations have been installed, thus on March 26, 2018 the assignment proceeding has closed.

USE OF ESTIMATES

Preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, together with amounts disclosed in the related notes to the financial statements. The Company's significant estimates used in these financial statements include, but are not limited to, stock-based compensation, accounts receivable reserves, warranty reserves, inventory valuations, the valuation allowance related to the Company's deferred tax assets, the carrying amount of intangible assets, estimates of future EV sales and the effects thereon, derivative liabilities and the recoverability and useful lives of long-lived assets. Certain of the Company's estimates could be affected by external conditions, including those unique to the Company and general economic conditions. It is reasonably possible that these external factors could have an effect on the Company's estimates and could cause actual results to differ from those estimates.

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents in the consolidated financial statements. The Company has cash on deposits in several financial institutions which, at times, may be in excess of FDIC insurance limits. The Company has not experienced losses in such accounts.

ACCOUNTS RECEIVABLE

Accounts receivable are carried at their contractual amounts, less an estimate for uncollectible amounts. As of December 31, 2017 and 2016, there was an allowance for uncollectable amounts of $35,000 and $42,349, respectively. Management estimates the allowance for bad debts based on existing economic conditions, the financial conditions of the customers, and the amount and age of past due accounts. Receivables are considered past due if full payment is not received by the contractual due date. Past due accounts are generally written off against the allowance for bad debts only after all collection attempts have been exhausted.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

INVENTORY

Inventory is comprised of electric charging stations and related parts, which are available for sale or for warranty requirements. Inventory is stated at the lower of cost and net realizable value. Cost is determined by the first-in, first-out method. Inventory that is sold to third parties is included within cost of sales and inventory that is installed on the premises of participating owner/operator properties, where the Company retains ownership, is transferred to fixed assets at the carrying value of the inventory. The Company periodically reviews for slow-moving, excess or obsolete inventories. Products that are determined to be obsolete, if any, are written down to net realizable value. Based on the aforementioned periodic reviews, the Company recorded an inventory reserve for slow-moving or excess inventory of $209,325 and $154,000 as of December 31, 2017 and 2016, respectively.

As of December 31, 2017 and 2016, the Company's inventory was comprised solely of finished goods and parts that are available for sale.

FIXED ASSETS

Fixed assets are stated at cost, net of accumulated depreciation and amortization which is recorded commencing at the in-service date using the straight-line method over the estimated useful lives of the assets.

Asset	Useful Lives (In Years)
Computer software and office and computer equipment	3 - 5
Machinery and equipment, automobiles, furniture and fixtures	3 - 10
Installed Level 2 electric vehicle charging stations	3
Installed Level 3 (DC Fast Chargers ("DCFC")) electric vehicle charging stations	5

When fixed assets are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the statements of operations for the respective period. Minor additions and repairs are expensed in the period incurred. Major additions and repairs which extend the useful life of existing assets are capitalized and depreciated using the straight-line method over their remaining estimated useful lives.

EV charging stations represents the cost, net of accumulated depreciation, of charging devices that have been installed on the premises of participating owner/operator properties or are earmarked to be installed. The Company held approximately $0 and $48,000 in EV charging stations that were not placed in service as of December 31, 2017 and 2016, respectively.

The Company's long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The Company assesses the recoverability of its long-lived assets by monitoring current selling prices of car charging units in the open market, the adoption rate of various auto manufacturers in the EV market and projected car charging utilization at various public car charging stations throughout its network in determining fair value. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition are less than its carrying amount. See Note 3 – Fixed Assets for additional details.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

INTANGIBLE ASSETS

Intangible assets were acquired in conjunction with the acquisition of Blink Network during 2013 and were recorded at their fair value at such time. Trademarks are amortized on a straight-line basis over their useful life of ten years. Patents are amortized on a straight-line basis over the lives of the patent (twenty years or less), commencing when the patent is approved and placed in service.

SEGMENTS

The Company operates a single segment business. The Company's Chief Executive Officer, who is the chief operating decision maker, views the Company's operating performance on a consolidated basis as its only business is the sale and distribution of electric vehicle charging machines and revenues that it earns from customers who use machines connected to its network, whether owned by the Company or third-party hosts.

DERIVATIVE FINANCIAL INSTRUMENTS

The Company evaluates its convertible instruments to determine if those contracts or embedded components of those contracts qualify as derivative financial instruments to be separately accounted for in accordance with Topic 815 of the Financial Accounting Standards Board ("FASB") ASC. The accounting treatment of derivative financial instruments requires that the Company record the conversion options and warrants at their fair values as of the inception date of the agreement and at fair value as of each subsequent balance sheet date. Any change in fair value is recorded as non-operating, non-cash income or expense for each reporting period at each balance sheet date. Conversion options are recorded as a discount to the host instrument and are amortized as interest expense over the life of the underlying instrument. The Company reassesses the classification of its derivative instruments at each balance sheet date. If the classification changes as a result of events during the period, the contract is reclassified as of the date of the event that caused the reclassification.

The Binomial Lattice Model was used to estimate the fair value of the warrants that are classified as derivative liabilities on the consolidated balance sheets. The model includes subjective input assumptions that can materially affect the fair value estimates. The expected volatility is estimated based on the most recent historical period of time equal to the weighted average life of the warrants.

SEQUENCING POLICY

Under ASC 815-40-35, the Company has adopted a sequencing policy whereby, in the event that reclassification of contracts from equity to assets or liabilities is necessary pursuant to ASC 815 due to the Company's inability to demonstrate it has sufficient authorized shares as a result of certain securities with a potentially indeterminable number of shares, shares will be allocated on the basis of the earliest issuance date of potentially dilutive instruments, with the earliest grants receiving the first allocation of shares. Pursuant to ASC 815, issuance of securities to the Company's employees or directors are not subject to the sequencing policy.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

REVENUE RECOGNITION

The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured. Accordingly, when a customer completes use of a charging station, the service can be deemed rendered and revenue may be recognized based on the time duration of the session or kilowatt hours drawn during the session. Sales of EV stations are recognized upon shipment to the customer, free on board shipping point, or the point of customer acceptance.

Governmental grants and rebates pertaining to revenues and periodic expenses are recognized as income when the related revenue and/or periodic expense are recorded. Government grants and rebates related to EV charging stations and their installation are deferred and amortized in a manner consistent with the related depreciation expense of the related asset over their useful lives.

For arrangements with multiple elements, which is comprised of (1) a charging station unit, (2) installation of the charging station unit, (3) maintenance and (4) network fees, revenue is recognized dependent upon whether vendor specific objective evidence ("VSOE") of fair value exists for separating each of the elements. The Company determined that VSOE exists for both the delivered and undelivered elements of the company's multiple-element arrangements. The Company limited their assessment of fair value to either (a) the price charged when the same element is sold separately or (b) the price established by management having the relevant authority.

See Note 2 – Summary of Significant Accounting Policies for details surrounding the Company's adoption of Accounting Standards Codification 606 – Revenue Recognition.

CONCENTRATIONS

During the years ended December 31, 2017 and 2016, revenues generated from Entity C represented approximately less than 10% and 13% of the Company's total revenue, respectively. As of December 31, 2017 and 2016, accounts receivable from Entity C was approximately less than 10% and 18%, respectively, of total accounts receivable. As of December 31, 2017 and 2016 accounts receivable from Entity D was approximately 32% and less than 10%, respectively, of total accounts receivable.

STOCK-BASED COMPENSATION

The Company measures the cost of services received in exchange for an award of equity instruments based on the fair value of the award. For employees, the fair value of the award is measured on the grant date and for non-employees, the fair value of the award is measured on the measurement date and re-measured on vesting dates and interim financial reporting dates until the service period is complete. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period. Awards granted to non-employee directors for their service as a director are treated on the same basis as awards granted to employees. The Company computes the fair value of equity-classified warrants and options granted using the Black-Scholes option pricing model.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

INCOME TAXES

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of items that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date. As of December 31, 2017 and 2016, the Company maintained a full valuation allowance against its deferred tax assets, since it is more likely than not that the future tax benefit on such temporary differences will not be realized.

The Company recognizes the tax benefit from an uncertain income tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement by examining taxing authorities. The Company has open tax years going back to 2014 (or the tax year ended December 31, 2009 if the Company were to utilize its NOLs) which will be subject to audit by federal and state authorities upon filing. The Company's policy is to recognize interest and penalties accrued on uncertain income tax positions in interest expense in the Company's consolidated statements of operations. As of December 31, 2017 and 2016, the Company had no liability for unrecognized tax benefits. The Company does not expect the unrecognized tax benefits to change significantly over the next 12 months.

See Note 12 – Income Taxes for additional details including the effects of the tax cuts and Jobs Act enacted in December 2017.

NET LOSS PER COMMON SHARE

Basic net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding, plus the number of additional common shares that would have been outstanding if the common share equivalents had been issued (computed using the treasury stock or if converted method), if dilutive.

The following common share equivalents are excluded from the calculation of weighted average common shares because their inclusion would have been anti-dilutive:

	For the Years Ended December 31,	
	2017	**2016**
Convertible preferred stock	2,998,355	1,053,004
Warrants	275,332	1,035,115
Options	107,901	149,233
Convertible notes	20,555	16,332
Total potentially dilutive shares	3,402,143	2,253,684

COMMITMENTS AND CONTINGENCIES

Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

RECENTLY ISSUED ACCOUNTING PRONOUCEMENTS

In May 2014, the FASB issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers (Topic 606)," ("ASU 2014-09"). ASU 2014-09 supersedes the revenue recognition requirements in ASC 605 - Revenue Recognition ("ASC 605") and most industry-specific guidance throughout ASC 605. The FASB has issued numerous updates that provide clarification on a number of specific issues as well as requiring additional disclosures. The core principle of ASC 606 requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. ASC 606 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under existing U.S. GAAP including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. The guidance also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. The guidance may be adopted through either retrospective application to all periods presented in the financial statements (full retrospective approach) or through a cumulative effect adjustment to retained earnings at the effective date (modified retrospective approach). The guidance was revised in July 2015 to be effective for public companies for annual and interim periods beginning on or after December 15, 2017.

The Company plans to adopt ASC 606 effective January 1, 2018 using the modified retrospective method. As of the date of filing, the Company has not completed its ASC 606 implementation process and, as a result, cannot disclose the quantitative impact of adoption on its financial statement. That being said, based on its preliminary analysis, the Company believes that revenue related to charging service, product sales and network fees, which, in aggregate, represented approximately 75% of its total revenues for the years ended December 31, 2017 and 2016, will not be materially impacted as a result of adopting ASC 606. Revenues related to grants and rebates, warranty and other revenues represented approximately 25% of its total revenues for the years ended December 31, 2017 and 2016 and, while the Company does not currently believe these revenue streams will be materially impacted as a result of adopting ASC 606, it needs to complete the implementation process before it is able to conclude, including related to the timing of revenue recognition of these revenue streams.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)" ("ASU 2016-02"). ASU 2016-02 requires an entity to recognize assets and liabilities arising from a lease for both financing and operating leases. ASU 2016-02 will also require new qualitative and quantitative disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. The Company is currently evaluating ASU 2016-02 and its impact on its consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230) Classification of Certain Cash Receipts and Cash Payments" ("ASU 2016-15"). ASU 2016-15 will make eight targeted changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. ASU 2016-15 is effective for fiscal years beginning after December 15, 2017. ASU 2016-15 requires adoption on a retrospective basis unless it is impracticable to apply, in which case the Company would be required to apply the amendments prospectively as of the earliest date practicable. The Company adopted ASU 2016-15 effective January 1, 2018 and its adoption of did not have a material impact on the Company's consolidated financial statements.

In May 2017, the FASB issued ASU No. 2017-09, "Compensation—Stock Compensation (Topic 718)" ("ASU 2017-09"). ASU 2017-09 provides clarity on the accounting for modifications of stock-based awards. ASU 2017-09 requires adoption on a prospective basis in the annual and interim periods for our fiscal year ending December 31, 2019 for share-based payment awards modified on or after the adoption date. The Company is currently evaluating the effect that adopting this new accounting guidance will have on its consolidated financial statements and related disclosures.

In July 2017, the FASB issued ASU No. 2017-11, "Earnings Per Share (Topic 260) and Derivatives and Hedging (Topic 815) - Accounting for Certain Financial Instruments with Down Round Features" ("ASU 2017-11"). Equity-linked instruments, such as warrants and convertible instruments may contain down round features that result in the strike price being reduced on the basis of the pricing of future equity offerings. Under ASU 2017-11, a down round feature will no longer require a freestanding equity-linked instrument (or embedded conversion option) to be classified as a liability that is remeasured at fair value through the income statement (i.e. marked-to-market). However, other features of the equity-linked instrument (or embedded conversion option) must still be evaluated to determine whether liability or equity classification is appropriate. Equity classified instruments are not marked-to-market. For earnings per share ("EPS") reporting, the ASU requires companies to recognize the effect of the down round feature only when it is triggered by treating it as a dividend and as a reduction of income available to common shareholders in basic EPS. The amendments in this ASU are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted, including adoption in any interim period. The Company is currently evaluating the effect that adopting this new accounting guidance will have on its consolidated financial statements and related disclosures.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

RECENTLY ISSUED ACCOUNTING PRONOUCEMENTS - CONTINUED

In August 2017, the FASB issued ASU No. 2017-12, "Derivatives and Hedging (Topic 815), Targeted Improvements to Accounting for Hedging Activities" ("ASU 2017-12") which is intended to better align an entity's risk management activities and its financial reporting for hedging relationships. ASU 2017-12 will change both the designation and measurement guidance for a qualifying hedging relationship and the presentation of the impact of the hedging relationship on the entity's financial statements. In addition, ASU 2017-12 contains targeted improvements to ease the application of current guidance related to the assessment of hedge effectiveness and eliminates the requirement for an entity to separately measure and report hedge ineffectiveness. For public companies, these amendments are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted. The Company is currently evaluating the effect that adopting this new accounting guidance will have on its consolidated financial statements and related disclosures.

3. FIXED ASSETS

Fixed assets consist of the following:

	December 31,	
	2017	**2016**
EV charging stations	$ 4,275,008	$ 4,687,294
Software	579,630	464,997
Automobiles	132,751	132,751
Office and computer equipment	125,992	125,992
Leasehold improvements	18,715	-
Machinery and equipment	71,509	71,509
	5,203,605	5,482,543
Less: accumulated depreciation	(4,826,685)	(4,726,861)
Fixed assets, net	$ 376,920	$ 755,682

Depreciation and amortization expense related to fixed assets was $402,279 and $851,516 for the years ended December 31, 2017 and 2016, respectively, of which $380,309 and $805,607, respectively, was recorded within cost of sales in the accompanying consolidated statements of operations.

During the years ended December 31, 2017 and 2016, the Company disposed of fixed assets with a net book value of $803 and $17,557 which resulted in a loss on disposal of $803 and $17,557, respectively, which was included within other expense in the consolidated statements of operations.

4. INTANGIBLE ASSETS

Intangible assets consist of the following:

	December 31,	
	2017	2016
Trademarks	$ 17,581	$ 17,580
Patents	132,661	132,661
	$ 150,242	150,241
Less: accumulated amortization	(44,075)	(33,759)
Intangible assets, net	$ 106,167	$ 116,482

Amortization expense related to intangible assets was $10,315 for the years ended December 31, 2017 and 2016.

The estimated future amortization expense is as follows:

For the Years Ending December 31,	Patents	Trademarks	Total
2018	$ 7,804	$ 2,511	$ 10,315
2019	7,804	2,511	10,315
2020	7,804	1,146	8,950
2021	7,804	-	7,804
2022	7,804	-	7,804
Thereafter	60,979	-	60,979
	$ 99,999	$ 6,168	$ 106,167

5. OTHER ASSETS

Other assets consist of the following:

	December 31,	
	2017	2016
Deposits	$ 63,523	$ 34,057
Inventory conversion costs	-	51,730
Other	3,786	3,786
	$ 67,309	$ 89,573

6. ACCRUED EXPENSES

SUMMARY

Accrued expenses consist of the following:

	December 31,	
	2017	2016
Registration rights penalty	$ -	$ 967,928
Accrued consulting fees	-	184,800
Accrued host fees	1,657,663	1,308,897
Accrued professional, board and other fees	2,683,557	1,381,399
Accrued wages	1,016,563	241,466
Accrued commissions	883,763	445,000
Warranty payable	171,000	338,000
Accrued taxes payable	551,190	511,902
Accrued payroll taxes payable	632,078	122,069
Warrants payable	1,154,120	155,412
Accrued issuable equity	1,785,786	862,377
Accrued interest expense	347,027	273,838
Accrued lease termination costs	300,000	-
Accrued settlement reserve costs	12,980,588	-
Dividend payable	1,892,800	1,150,100
Other accrued expenses	19,115	12,788
Total accrued expenses	$ 26,075,250	$ 7,955,976

REGISTRATION RIGHTS PENALTY

In connection with the sale of the Company's Series C Convertible Preferred Stock, the Company granted the purchasers certain registration rights. The registration rights agreements entered into with the Series C Convertible Preferred Stock purchasers provide that the Company has to pay liquidated damages equal to 1% of all Series C subscription amounts received on the date the Series C resale registration statement was due to be filed pursuant to such registration rights agreements. The Company is required to pay such penalty each month thereafter until the resale registration statement is filed and once filed the Company has 30 days for the registration statement to be deemed effective otherwise the penalty resumes each month until the terms are met. The maximum liquidated damages amount is 10% of all Series C subscription amounts received. Failure to pay such liquidated damages results in interest on such damages at a rate of 18% per annum becoming due. On May 9, 2017, the Company issued 12,455 shares of Series C Convertible Preferred Stock in satisfaction of $1,245,500 of liabilities associated with the Company's registration rights penalty.

6. ACCRUED EXPENSES – CONTINUED

ACCRUED PROFESSIONAL, BOARD AND OTHER FEES

Accrued professional, board and other fees consist of the following:

	December 31,	
	2017	2016
Investment banking fees	$ 860,183	$ 860,183
Legal fees related to public offering	436,715	-
Professional fees	684,673	142,900
Board fees	608,945	296,845
Other	93,041	81,471
Total accrued professional, board and other fees	$ 2,683,557	$ 1,381,399

On June 8, 2017, the Board approved aggregate compensation of $490,173 (compromised of $344,311 to be paid in cash and $145,862 to be paid in units consisting of shares of the Company's common stock and warrants (with each such warrant having an exercise price equal to the price per unit of the units sold in the public offering) at a 20% discount to the price per unit sold in the public offering to be paid to members of the Board based on the accrued amounts owed to such Board members as of March 31, 2017. The compensation will be paid by the third business day following: (i) a public offering of the Company's securities; and (ii) the listing of the Company's shares of common stock on the NASDAQ or other national securities exchange. Subsequent to December 31, 2017, the Company had paid $344,311 in cash and had issued the units.

ACCRUED COMMISSIONS

See Note 13 – Related Parties for additional details.

WARRANTY PAYABLE

The Company provides a limited product warranty against defects in materials and workmanship for its Blink Network residential and commercial chargers, ranging in length from one to two years. The Company accrues for estimated warranty costs at the time of revenue recognition and records the expense of such accrued liabilities as a component of cost of sales. Estimated warranty costs are based on historical product data and anticipated future costs. Should actual cost to repair and failure rates differ significantly from estimates, the impact of these unforeseen costs would be recorded as a change in estimate in the period identified. For the year ended December 31, 2017, the change in reserve was approximately $131,000. Warranty (benefit) expenses for the years ended December 31, 2017 and 2016 were $(35,755) and $118,978, respectively.

ACCRUED TAXES PAYABLE

See Note 14 – Commitments and Contingencies for additional details.

ACCRUED ISSUABLE EQUITY

During the year ended December 31, 2017, the Company issued an aggregate of 11,503 shares of common stock in partial satisfaction of certain liabilities.

During the year ended December 31, 2017, the Company accrued $55,046 in connection with replacement warrants to purchase 15,000 shares of common stock issuable to the Executive Chairman.

6. ACCRUED EXPENSES - CONTINUED

ACCRUED ISSUABLE EQUITY – CONTINUED

On September 26, 2017, the Company entered into agreements with certain warrant holders to exchange warrants to purchase an aggregate of 726,504 shares of common stock with an approximate value on the date of exchange of $1.5 million for an aggregate of 710,841 shares of common stock with an approximate value on the date the parties agreed to the exchange of $8.0 million. As a result, the Company recorded a loss on inducement expense of approximately $6.5 million during the year ended December 31, 2017 related to the exchange. Between November 27, 2017 and December 1, 2017, the Company issued the 710,841 shares of common stock with an aggregate issuance date fair value of approximately $4.2 million. As a result of the change in the share price of the common stock in between the date the parties agreed to the exchange and the date the Company issued the shares, the Company recorded the change of approximately $3.8 million within change in fair value of warrant liability on the consolidated statement of operations during the year ended December 31, 2017.

See Note 10 – Fair Value Measurement, Note 8 – Notes Payable and Note 13– Related Parties for additional details.

ACCRUED LEASE TERMINATION COSTS

See Note 14 – Commitments and Contingencies for additional details.

ACCRUED SETTLEMENT RESERVE COSTS

See Note 8 – Notes Payable and Note 14 – Commitments and Contingencies.

7. ACCRUED PUBLIC INFORMATION FEE

In accordance with certain securities purchase agreements, the Company is required to be compliant with Rule 144(c)(1) of the SEC, as defined, so as to enable investors to sell their holdings of Company shares in accordance with the securities purchase agreements. In the event of the Company's noncompliance with Rule 144(c)(1) at any time after the six-month anniversary of the offering, the investors are entitled to receive a fee of 1% of the aggregate subscription amount of the purchaser's securities, plus an additional 1% for every pro rata 30-day period that the Company is not in compliance (payable in cash or in kind). As of December 31, 2016, the Company had accrued $3,005,277 as a result of periods of noncompliance with Rule 144(c)(1). On May 9, 2017, the Company issued 30,235 shares of Series C Convertible Preferred Stock in satisfaction of this liability. As of December 31, 2017, the Company was in compliance with Rule 144(c)(1).

See Note 11 – Stockholders' Deficiency for additional details.

8. NOTES PAYABLE

JMJ PROMISSORY NOTE AND JMJ AGREEMENT

The Company entered into a securities purchase agreement, dated October 7, 2016 (the "Purchase Agreement") with JMJ Financial ("JMJ"), the terms of which were amended most recently in connection with the JMJ Agreement (defined below). Pursuant to the Purchase Agreement, JMJ purchased from the Company (i) a promissory note (the "Promissory Note") in the aggregate principal amount of up to $3,725,000, due and payable on the earlier of February 15, 2018 or the third business day after the closing of the public offering, and (ii) five-year warrants to purchase up 100,001 shares of the Company's common stock at an exercise price per share equal to the lesser of (a) 80% of the per share price of the common stock in the Company's contemplated public offering, (b) $35.00 per share, (c) 80% of the unit price in the public offering (if applicable), (d) the exercise price of any warrants issued in the public offering, or (e) the lowest conversion price, exercise price, or exchange price, of any security issued by the Company that is outstanding on October 13, 2016. As of December 31, 2017, an aggregate of $3,500,000 had been advanced to the Company by JMJ, such that $3,725,000 was due pursuant to the Promissory Note. The difference between the principal amount and the cash received was recorded as debt discount and is being accreted to interest expense over the term of the Promissory Note. As of December 31, 2017, ten (10) warrants to purchase a total of 100,001 shares of the Company's common stock with an aggregate exercise price of $3,500,000 have been issued. During the years ended December 31, 2017 and 2016, the Company issued warrants with an aggregate issuance date fair value of an of $147,569 and $185,468, respectively, which was recorded as a derivative liability. As of December 31, 2017, the Company had not issued the Origination Shares (as defined in the Purchase Agreement) associated with the advances and, as a result, accrued for the $1,680,000 fair value of the obligation. See Note 6 – Accrued Expenses. The conversion option of the Promissory Note was determined to be a derivative liability. The aggregate issuance date fair value of the warrants, Origination Shares, conversion option, placement agent fees and other issuance costs in connection with the advances during the years ended December 31, 2017 and 2016 was $2,610,568 and $1,290,446, respectively which was recorded as a debt discount against the principal amount of the Promissory Note and is amortized over the term of the note using the effective interest method. The original issue discount was $499,435 and $501,982, respectively. Amortization expense for the JMJ note was $2,133,865 and $757,946 for the years ended December 31, 2017 and 2016 respectively.

Pursuant to the default provisions of the Promissory Note, the Company accrued a $12 million default penalty as of December 31, 2017, which was included within accrued expenses on the consolidated balance sheet.

8. NOTES PAYABLE - CONTINUED

JMJ PROMISSORY NOTE AND JMJ AGREEMENT – CONTINUED

On October 23, 2017, as amended on November 29, 2017, January 4, 2018, and February 1, 2018, the Company entered into a Lockup, Conversion, and Additional Investment Agreement (the "JMJ Agreement") with JMJ whereby the Company and JMJ agreed to settle the current defaults under the Promissory Note. Pursuant to the JMJ Agreement, the parties agreed to two different scenarios under which the defaults under the Promissory Note would be settled, provided that (i) the Company completes its public offering by February 15, 2018, and (ii) no additional event of default or breach occurs between the date of the JMJ Agreement and the close of the public offering. Pursuant to the JMJ Agreement, the following options are available to the Company:

Option A

i. Cash Payment – Within three (3) trading days after closing of the public offering, the Company shall pay JMJ $2 million of the Promissory Note balance in cash.
ii. Mandatory Default Amount – JMJ agrees to settle the $12 million default penalty for $1,100,000 of common stock ("Settlement Shares").
iii. Warrants – JMJ's warrants (with a derivative liability value of $3.4 million on the December 31, 2017 balance sheet) shall be exchanged for $3.5 million of common stock ("Warrant Shares").
iv. Promissory Note Balance – The balance on the Promissory Note, after applying the $2 million Cash Payment, shall be payable in common stock ("Note Balance Shares").
v. Lockup Fee – The Company agrees to pay a lockup fee of $250,000 payable in common stock as consideration for JMJ entering into a lockup agreement, not to exceed six months, that will be effective upon closing of the public offering ("Lockup Shares").
vi. Defaults – The Company agrees to pay to JMJ $750,000 in common stock as fees for the numerous events of default under the Purchase Agreement, the Promissory Note and related documents ("Default Shares").
vii. Share Delivery and Pricing – The number of Settlement Shares, Warrant Shares, Note Balance Shares, Lockup Shares, Origination Shares and Default Shares (collectively, "Investor Shares") deliverable to JMJ, and the time of the delivery of the Investor Shares, shall be determined in accordance with the pricing formula and delivery specified in the Purchase Agreement.
viii. Investor Shares Beneficial Ownership Limitation – Unless agreed by both parties, at no time will the Company issue such shares that would result in JMJ owning more than 9.99% of all shares of common stock.

Option B

i. No Cash Payment – The Company shall not pay to JMJ any part of the Promissory Note balance in cash.
ii. Mandatory Default Amount – JMJ agrees to settle the $12 million default penalty for $2,100,000 of common stock ("Settlement Shares").
iii. Warrants – JMJ's warrants (with a derivative liability value of $3.4 million on the December 31, 2017 balance sheet) shall be exchanged for $3.5 million of common stock ("Warrant Shares").
iv. Promissory Note Balance – The balance on the Promissory Note shall be payable in common stock ("Note Balance Shares").
v. Lockup Fee – The Company agrees to pay a lockup fee of $250,000 payable in common stock as consideration for JMJ entering into a lockup agreement, not to exceed six months, that will be effective upon closing of the public offering ("Lockup Shares").
vi. Defaults – The Company agrees to pay to JMJ $750,000 in common stock as fees for the numerous events of default under the Purchase Agreement, the Promissory Note and related documents ("Default Shares").
vii. Share Delivery and Pricing – The number of Settlement Shares, Warrant Shares, Note Balance Shares, Lockup Shares, Origination Shares and Default Shares (collectively, "Investor Shares") deliverable to JMJ, and the time of the delivery of the Investor Shares, shall be determined in accordance with the pricing formula and delivery specified in the Purchase Agreement.
viii. Investor Shares Beneficial Ownership Limitation – Unless agreed by both parties, at no time will the Company issue such shares that would result in JMJ owning more than 9.99% of all shares of common stock.

8. NOTES PAYABLE - CONTINUED

JMJ PROMISSORY NOTE AND JMJ AGREEMENT – CONTINUED

Furthermore, at JMJ's election at any time prior to the closing of the public offering, the Company shall create, within five (5) business days after such election, a series of convertible preferred stock to address the Beneficial Ownership Limitation on Investor Shares. JMJ shall have the right to invest up to $5 million in the public offering and up to $5 million in each of the Company's subsequent financings during the two-year period after the public offering, on the same terms as the best terms, as determined by JMJ, provided to any investor in the public offering or in any such subsequent financing.

On the fifth (5^{th}) trading day after the closing of the public offering, but in no event later than February 15, 2018, the Company will deliver to JMJ shares of common stock ("Origination Shares") equal to 48% of the consideration paid by JMJ under the Promissory Note divided by the lowest of (i) $35.00 per share, or (ii) the lowest daily closing price of the Company's common stock during the ten days prior to delivery of the Origination Shares (subject to adjustment for stock splits), or (iii) 80% of the common stock offering price of the public offering, or (iv) 80% of the unit offering price of the public offering (if applicable), or (v) the exercise price of any warrants issued in the public offering. The number of shares to be issued will be determined based on the offering price in the public offering. If the public offering does not occur prior to February 15, 2018 and JMJ owns Origination Shares at the time of a subsequent public offering where the pricing terms above would result in a lower Origination Share pricing, the Origination Shares pricing shall be subject to a reset based on the same pricing terms as described above.

Pursuant to the JMJ Agreement, on January 29, 2018, JMJ informed the Company that it had elected to convert all of the principal and interest due and owing to them in connection with the Promissory Note and all other advances made to the Company into a series of preferred stock with the designations, rights, preferences and privileges as mutually agreed upon between the Company and JMJ. Accordingly, the Company filed a Certificate of Designation for its Series D Convertible Preferred Stock. See Note 15 – Subsequent Events for additional details.

Upon closing of the Public Offering, the Company chose Option B of the JMJ Agreement and did not pay cash to JMJ.

CONVERTIBLE AND OTHER NOTES – RELATED PARTY

Farkas Group Inc. ("FGI") Notes

During the year ended December 31, 2016, the Company issued convertibles notes payable in the aggregate principal amount of $600,000 to FGI. FGI is wholly-owned by the Company's Executive Chairman of the Board of Directors. Notes payable with an aggregate principal amount of $495,000 are to be repaid upon the earlier of (i) the sixty (60) day anniversary of the date of issuance or (ii) the date on which the Company has received at least $1,000,000 in financing from third parties. A note payable with a principal amount of $105,000 was repaid in 2016 upon the date at which the Company has received payment under an existing grant with the Pennsylvania Turnpike. Interest on the notes accrues at a rate of 18% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of Common Stock at $35.00 per share. These notes are secured by substantially all of the assets of the Company. In connection with the notes issuances, the Company issued five-year immediately vested warrants to purchase an aggregate of 3,100,000 shares of Common Stock not subject to split at an exercise price of $0.70 per share with an aggregate issuance date fair value of $204,465, which was recorded as a debt discount. In connection with the Company's sequencing policy, the warrants were determined to be derivative liabilities and the conversion options were also determined to be a derivative liability, however, their fair value was de minimis.

During the year ended December 31, 2017, the Company issued a convertible note payable in the principal amount of $50,000 to FGI. Interest on the note accrues at a rate of 15% annually and is payable at maturity. The unpaid principal and accrued interest are convertible at the election of the holder into shares of common stock at $35.00 per share. The note is secured by substantially all of the assets of the Company.

During the years ended December 31, 2017 and 2016, the Company made aggregate principal repayments of $0 and $125,000, respectively, associated with convertible notes payable to FGI.

Subsequent to December 31, 2017 and pursuant to the closing of the Public Offering, the Company paid $688,238 of principal and interest in satisfaction of the debt.

8. NOTES PAYABLE - CONTINUED

CONVERTIBLE AND OTHER NOTES - RELATED PARTY - CONTINUED

BLNK Holdings, LLC ("BLNK Holdings") Notes

During the year ended December 31, 2017, the Company issued promissory notes in the aggregate principal amount of $207,645 to BLNK Holdings. The Company's Executive Chairman has a controlling interest in BLNK Holdings. The notes bear interest at a rate of 10% per annum, which is payable upon maturity.

Effective August 23, 2017, the Company entered into an agreement with BLNK Holdings (the "BLNK Conversion Agreement") where the parties agreed to, upon the closing of the public offering, convert an aggregate of $209,442 of principal and interest into common stock, determined by the following formula: (i) the debt amount multiplied by a factor of 1.15 and (ii) then divided by 80% of the per share price of common stock sold in the public offering. If the Company converts securities at more favorable terms than those provided in the BLNK Conversion Agreement, then the conversion price herein shall be automatically modified to equal such more favorable terms. On January 4, 2018, the parties agreed to extend the expiration date of the BLNK Conversion Agreement from December 29, 2017 to February 14, 2018. On March 16, 2018, the Company issued 74,753 shares of common stock to BLNK Holdings.

During the year ended December 31, 2017, the Company made aggregate principal repayments of $5,078 associated with notes payable to BLNK Holdings.

OTHER NOTES

During the year ended December 31, 2017, the Company issued notes payable in the aggregate principal amount of $260,000 to certain lenders. Interest on the notes accrues at a rate of 12% annually and is payable at maturity. The notes matured on the earlier of December 29, 2017 or the Company receiving $5,000,000 from equity investors or through debt financings. In connection with the issuances of these notes, the Company issued five-year warrants to purchase an aggregate of 15,600 shares of common stock at an exercise price equal to the lower of $35.00 per share or a price equal to a 20% discount to the price per share sold in any equity financing transaction within the next twelve months whereby the Company cumulatively receives at least $1,000,000. The aggregate issuance date fair value of the warrants of $52,260 was recorded as a debt discount and is being amortized over the terms of the respective notes. Subsequent to December 31, 2017, the Company repaid the principal and interest related to the note.

During the year ended December 31, 2017, the Company made aggregate principal repayments of $4,815 associated with other notes payable.

INTEREST EXPENSE

Interest expense on notes payable for the years ended December 31, 2017 and 2016 was $946,131 and $256,098, respectively.

9. DEFERRED REVENUE

The Company is the recipient of various private and governmental grants, rebates and marketing incentives. Reimbursements of periodic expenses are recognized as income when the related expense is incurred. Private and government grants and rebates related to EV charging stations and their installation are deferred and amortized in a manner consistent with the recognition of the related depreciation expense of the related asset over their useful lives.

Grant, rebate and incentive revenue recognized during the years ended December 31, 2017 and 2016 was $120,905 and $332,672, respectively.

Deferred revenue consists of the following:

	December 31,	
	2017	2016
Nissan	$ 46,212	$ 78,832
NYSERDA	-	2,690
CEC	-	16,588
NV Energy Commission	-	2,626
PA Turnpike	34,185	47,135
AFIG-PAT	86,112	119,453
Prepaid Network and Maintenance Fees	155,810	176,745
Green Commuter	-	128,000
Other	111,735	128,126
Total deferred revenue	434,054	700,195
Deferred revenue, non-current portion	(50,283)	(99,495)
Current portion of deferred revenue	$ 383,771	$ 600,700

It is anticipated that deferred revenue as of December 31, 2017 will be recognized over the next three years as follows:

For the Year Ending December 31,	Revenue
2018	$ 383,771
2019	36,259
2020	14,024
Total	$ 434,054

10. FAIR VALUE MEASUREMENT

See Note 8 – Notes Payable for warrants classified as derivative liabilities that were issued in connection with a convertible note.

Assumptions utilized in the valuation of Level 3 liabilities are described as follows:

	For the Years Ended December 31,	
	2017	2016
Risk-free interest rate	1.47% - 1.98%	0.58% - 1.38%
Contractual term (years)	0.78 - 4.00	2.28 - 5.00
Expected volatility	112% - 149%	114% - 156%
Expected dividend yield	0.00%	0.00%

The following table sets forth a summary of the changes in the fair value of Level 3 warrant liabilities that are measured at fair value on a recurring basis:

	December 31,	
	2017	2016
Derivative Liabilities		
Beginning balance as of January 1	$ 1,583,103	$ 1,350,881
Conversion of derivative liability to equity	(42,556,454)	-
Issuance of warrants	1,395,618	957,115
Change in fair value of derivative liability	43,026,123	(724,893)
Ending balance as of December 31	$ 3,448,390	$ 1,583,103
Warrants Payable		
Beginning balance as of January 1	$ 155,412	$ 77,761
Accrual of other warrant obligations	14,992	81,603
Change in fair value of warrants payable	983,716	(3,952)
Ending balance as of December 31	$ 1,154,120	$ 155,412

10. FAIR VALUE MEASUREMENT - CONTINUED

Assets and liabilities measured at fair value on a recurring or nonrecurring basis are as follows:

	December 31, 2017			
	Level 1	Level 2	Level 3	Total
Liabilities:				
Derivative liabilities	$ -	$ -	$ 3,448,390	$ 3,448,390
Warrants payable	-	-	1,154,120	1,154,120
Total liabilities	$ -	$ -	$ 4,602,510	$ 4,602,510

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
Liabilities:				
Derivative liabilities	$ -	$ -	$ 1,583,103	$ 1,583,103
Warrants payable	-	-	155,412	155,412
Total liabilities	$ -	$ -	$ 1,738,515	$ 1,738,515

11. STOCKHOLDERS' DEFICIENCY

AUTHORIZED CAPITAL

The Company is authorized to issue 500,000,000 shares of common stock, $0.001 par value, and 40,000,000 shares of preferred stock, $0.001 par value. The holders of the Company's common stock are entitled to one vote per share. The preferred stock is designated as follows: 20,000,000 shares to Series A Convertible Preferred Stock; 10,000 shares to Series B Convertible Preferred Stock; 250,000 shares to Series C Convertible Preferred Stock; 13,000 shares to Series D Convertible Preferred Stock; and 19,727,000 shares undesignated.

Effective August 29, 2017, pursuant to authority granted by the stockholders of the Company, the Company implemented a 1-for-50 reverse split of the Company's issued and outstanding common stock (the "Reverse Split"). The number of authorized shares remains unchanged. All share and per share information has been retroactively adjusted to reflect the Reverse Split for all periods presented, unless otherwise indicated.

OMNIBUS INCENTIVE PLANS

On November 30, 2012, the Board of the Company, as well as a majority of the Company's shareholders, approved the Company's 2012 Omnibus Incentive Plan (the "2012 Plan"), which enables the Company to grant stock options, stock appreciation rights, restricted stock, restricted stock units, phantom stock and dividend equivalent rights to associates, directors, consultants, and advisors of the Company and its affiliates, and to improve the ability of the Company to attract, retain, and motivate individuals upon whom the Company's sustained growth and financial success depend, by providing such persons with an opportunity to acquire or increase their proprietary interest in the Company. Stock options granted under the 2012 Plan may be Non-Qualified Stock Options or Incentive Stock Options, within the meaning of Section 422(b) of the Internal Revenue Code of 1986, except that stock options granted to outside directors and any consultants or advisers providing services to the Company or an affiliate shall in all cases be Non-Qualified Stock Options. The 2012 Plan is to be administered by the Board, which shall have discretion over the awards and grants thereunder. The aggregate maximum number of shares of Common Stock for which stock options or awards may be granted pursuant to the 2012 Plan is 5,000,000, adjusted as provided in Section 11 of the 2012 Plan. The 2012 Plan expired on December 1, 2014. As of December 31 2017 and 2016, 12,000 and 66,400 stock options had been issued and are outstanding to employees and consultants, respectively.

11. STOCKHOLDERS' DEFICIENCY – CONTINUED

OMNIBUS INCENTIVE PLANS – CONTINUED

On January 11, 2013, the Board of the Company approved the Company's 2013 Omnibus Incentive Plan (the "2013 Plan"), which enables the Company to grant stock options, stock appreciation rights, restricted stock, restricted stock units, phantom stock and dividend equivalent rights to associates, directors, consultants, and advisors of the Company and its affiliates, and to improve the ability of the Company to attract, retain, and motivate individuals upon whom the Company's sustained growth and financial success depend, by providing such persons with an opportunity to acquire or increase their proprietary interest in the Company. Stock options granted under the 2013 Plan may be non-qualified stock options or incentive stock options, within the meaning of Section 422(b) of the Internal Revenue Code of 1986, except that stock options granted to outside directors and any consultants or advisers providing services to the Company or an affiliate shall in all cases be non-qualified stock options. The 2013 Plan is to be administered by the Board, which shall have discretion over the awards and grants thereunder. The aggregate maximum number of shares of common stock for which stock options or awards may be granted pursuant to the 2013 Plan is 5,000,000, adjusted as provided in Section 11 of the 2013 Plan. No awards may be issued after December 1, 2015. The 2013 Plan was approved by a majority of the Company's shareholders on February 13, 2013. As of December 31, 2017 and 2016, options to purchase 44,700 and 44,967 shares of common stock respectively were outstanding to employees and 27,472 and 27,472 shares of common stock were outstanding to consultants of the Company, respectively.

On March 31, 2014, the Board of the Company approved the Company's 2014 Omnibus Incentive Plan (the "2014 Plan"), which enables the Company to grant stock options, stock appreciation rights, restricted stock, restricted stock units, phantom stock and dividend equivalent rights to associates, directors, consultants, and advisors of the Company and its affiliates, and to improve the ability of the Company to attract, retain, and motivate individuals upon whom the Company's sustained growth and financial success depend, by providing such persons with an opportunity to acquire or increase their proprietary interest in the Company. Stock options granted under the 2014 Plan may be non-qualified stock options or incentive stock options, within the meaning of Section 422(b) of the Internal Revenue Code of 1986, except that stock options granted to outside directors and any consultants or advisers providing services to the Company or an affiliate shall in all cases be non-qualified stock options. The option price must be at least 100% of the fair market value on the date of grant and if issued to a 10% or greater shareholder must be 110% of the fair market value on the date of the grant. The 2014 Plan is to be administered by the Board, which shall have discretion over the awards and grants thereunder. The aggregate maximum number of shares of common stock for which stock options or awards may be granted pursuant to the 2014 Plan is 5,000,000, adjusted as provided in Section 11 of the 2014 Plan. No awards may be issued after December 1, 2016. The 2014 Plan was approved by a majority of the Company's shareholders on April 17, 2014. As of December 31, 2017 and 2016, options to purchase 32,601 and 34,167 shares of common stock were outstanding to employees and 43,166 and 50,448 shares of common stock were outstanding to consultants of the Company, respectively.

On February 10, 2015, the Board of the Company approved the Company's 2015 Omnibus Incentive Plan (the "2015 Plan"), which enables the Company to grant stock options, stock appreciation rights, restricted stock, restricted stock units, phantom stock and dividend equivalent rights to associates, directors, consultants, and advisors of the Company and its affiliates, and to improve the ability of the Company to attract, retain, and motivate individuals upon whom the Company's sustained growth and financial success depend, by providing such persons with an opportunity to acquire or increase their proprietary interest in the Company. Stock options granted under the 2015 Plan may be non-qualified stock options or incentive stock options, within the meaning of Section 422(b) of the Internal Revenue Code of 1986, except that stock options granted to outside directors and any consultants or advisers providing services to the Company or an affiliate shall in all cases be non-qualified stock options. The option price must be at least 100% of the fair market value on the date of grant and if issued to a 10% or greater shareholder must be 110% of the fair market value on the date of the grant. The 2015 Plan is to be administered by the Board, which shall have discretion over the awards and grants thereunder. The aggregate maximum number of shares of common stock for which stock options or awards may be granted pursuant to the 2015 Plan is 5,000,000, adjusted as provided in Section 11 of the 2015 Plan. No awards may be issued after March 11, 2017. The 2015 Plan was approved by a majority of the Company's shareholders on April 21, 2015. As of December 31, 2017 and 2016, options to purchase 3,700 and 3,700 shares of common stock were outstanding to employees and 9,788 and 3,700 shares of common stock were outstanding to consultants of the Company, respectively. As of December 31, 2017, there were 0 securities available for future issuance under the 2015 Plan.

11. STOCKHOLDERS' DEFICIENCY – CONTINUED

PREFERRED STOCK

SERIES A CONVERTIBLE PREFERRED STOCK

On March 24, 2016, the Company issued 500,000 shares of Series A Convertible Preferred Stock to the Company's Chief Operating Officer in connection with his March 24, 2015 employment agreement. The $500,000 of aggregate fair value of the shares was recognized over the one year service period. The Company recognized $0 and $114,754 of stock-based compensation expense during the years ended December 31, 2017 and 2016, respectively, related to the award which is included within stock-based compensation on the consolidated statement of changes in stockholders' deficiency.

The Series A Convertible Preferred Stock have a par value of $0.001 and are convertible into 2.5 shares of common stock for every Series A Convertible Preferred share so long as Series C Convertible Preferred Stock is outstanding. The Series A Convertible Preferred Stock has no redemption rights. The Series A Convertible Preferred Stock shall have no liquidation preference so long as the Series C Convertible Preferred Stock shall be outstanding. Up until December 23, 2014 (the date of issuance of Series C Convertible Preferred Stock), the Series A Convertible Preferred Stock had five times the vote of a share of its common stock equivalent. At the point in time that the Series C Convertible Preferred Stock is no longer outstanding, the super voting rights are automatically reinstated.

See Note 13 – Related Parties for additional details.

SERIES B CONVERTIBLE PREFERRED STOCK

On December 31, 2016, the Company received a notice of redemption from the creditors committee of the ECOtality estate to redeem 2,750 shares of Series B Convertible Preferred Stock for $275,000. As of December 31, 2017, the redemption amount remained outstanding. The Company has the option to settle the redemption request by the repayment in cash or by the issuance of shares of common stock. Subsequent to December 31, 2017, the Company issued common stock in satisfaction of the liability. See Note 15 – Subsequent Events for details.

As of December 31, 2017, the liquidation preference for the Series B Convertible Preferred Stock amounted to $825,000.

SERIES C CONVERTIBLE PREFERRED STOCK

On March 11, 2016, the Company entered into a securities purchase agreement with a purchaser for gross proceeds of an aggregate of $2,900,040 ("Subscription Amount"), of which, $650,040 was paid to the Company at closing and the remaining $2,250,000 ("Milestone Amounts") was payable to the Company upon the completion of certain milestones ("Milestones"), as specified in the agreement. Through December 30, 2016, based on the Company's achievement of certain of the milestones prior to the June 24, 2016 deadline, net proceeds of an aggregate of $1,147,950 (gross proceeds of $1,267,160 less issuance costs of $197,160, of which, as of December 31, 2016, $149,658 had not been paid and was included within accrued expenses) of the Subscription Amount had been paid to the Company. See Note 6 – Accrued Expenses and Note 10 – Fair Value Measurement for additional details. As a result, the Company issued the following to the purchaser during the year ended December 31, 2016: (i) 21,120 shares of Series C Convertible Preferred Stock and (ii) five-year warrants to purchase an aggregate of 3,017,047 shares of common stock at an exercise price of $1.00 per share with an issuance date fair value of $167,956 which was recorded as a derivative liability.

On March 11, 2016, the Company entered into a securities purchase agreement with a purchaser for net proceeds of an aggregate of $85,285 (gross proceeds of $99,960 less issuance costs of $14,675, of which, as of December 31, 2016, $9,677 had not been paid and was included within accrued expenses). See Note 6 – Accrued Expenses and Note 10 – Fair Value Measurement for additional details. Pursuant to the securities purchase agreement, the Company issued the following to the purchaser: (i) 1,666 shares of Series C Convertible Preferred Stock, and (ii) a five-year warrant to purchase 238,000 shares of common stock for an exercise price of $1.00 per share with an issuance date fair value of $10,458 which was recorded as a derivative liability.

11. STOCKHOLDERS' DEFICIENCY – CONTINUED

PREFERRED STOCK - CONTINUED

SERIES C CONVERTIBLE PREFERRED STOCK – CONTINUED

On March 24, 2016, the Company issued 750 shares of Series C Convertible Preferred Stock to the Company's Chief Operating Officer in connection with his March 24, 2015 employment agreement. The $75,000 of aggregate fair value of the shares was recognized over the one-year service period. The Company recorded $17,213 of stock-based compensation expense during the year ended December 31, 2016, respectively, related to the award which is included within stock-based compensation on the consolidated statement of changes in stockholders' deficiency.

During the year ended December 31, 2016, the Company issued 444 shares of Series C Convertible Preferred Stock with a fair value of $39,964 to the Company's Executive Chairman of the Board in satisfaction of amounts previously owed, which is included within Series C convertible preferred stock issued as compensation to the Executive Chairman on the consolidated statement of changes in stockholders' deficiency.

During the year ended December 31, 2016, 6,116 shares of Series C Convertible Preferred Stock were issued as payment of dividends in kind. During the year ended December 31, 2017, the Company issued an aggregate of 79,125 shares of Series C Convertible Preferred Stock in satisfaction of aggregate liabilities of approximately $7,027,000 associated with the Company's registration rights penalty, public information fee and Series C Convertible Preferred Stock dividends. As of December 31, 2017 and 2016, the Company recorded a dividend payable liability on the shares of Series C Convertible Preferred Stock of $1,892,800 and $1,150,100, respectively. See Note 6 – Accrued Expenses.

In the event of a liquidation, the Series C Convertible Preferred Stock is also entitled to a liquidation preference equal to the stated value plus any accrued and unpaid dividends, which, as of December 31, 2017, was equal to $24,847,900.

See elsewhere within this note and Note 15 – Subsequent Events for additional details.

COMMON STOCK

In March 2016, one of the former members of Beam returned 4,846 shares of the Company's common stock to the Company in exchange for cash of $45,000. The shares of common stock were cancelled by the Company in March 2016.

During the year ended December 31, 2016, the Company issued 15,000 shares of common to the Company's Chief Operating Officer in connection with his March 24, 2015 employment agreement. The $300,000 of aggregate fair value of the shares was recognized over the one-year service period. The Company recognized $68,852 of stock-based compensation expense during the year ended December 31, 2016 related to the award which is included within stock-based compensation on the consolidated statement of changes in stockholders' deficiency.

During the year ended December 31, 2016, the Company issued an aggregate of 6,962 shares of common stock to the Company's Board of Directors as compensation for their attendance at various Board and OPFIN Committee meetings, of which, 3,883 shares were issued for 2016 meetings and 3,078 shares were issued for 2015 meetings. The shares had an aggregate grant date fair value of $65,982, of which, $35,924 was recognized during the year ended December 31, 2016 and is included within stock-based compensation on the consolidated statement of changes in stockholders' deficiency and $30,058 was recognized during the year ended December 31, 2015 and was included within stock-based compensation on the consolidated statement of changes in stockholders' deficiency as of December 31, 2015.

During the year ended December 31, 2017, the Company issued an aggregate of 21,166 shares of common stock as partial satisfaction of certain liabilities associated with certain professional and other consulting fee agreements.

11. STOCKHOLDERS' DEFICIENCY – CONTINUED

COMMON STOCK – CONTINUED

During the year ended December 31, 2017, the Company issued 10,000 shares of common stock to a director with an issuance date fair value of $90,000, which was recognized immediately.

See elsewhere within this note and Note 13 – Related Parties for additional details.

EXCHANGE OF WARRANTS AND SERIES C CONVERTIBLE PREFERRED STOCK

During the year ended December 31, 2017, the Company sent out letters to various holders of warrants and Series C Convertible Preferred Stock that contained an offer for the holder to (i) exchange their existing warrants for common stock of the Company and (ii) exchange their existing Series C Preferred Stock for common stock of the Company. The holders agreed to (i) exchange warrants to purchase an aggregate of 92,176 shares of common stock with an exercise price of $35.00 per share for an aggregate of 90,926 shares of common stock (the "Warrant Exchange") and (ii) exchange an aggregate of 12,678 shares of Series C Convertible Preferred Stock for common stock based upon a formula defined in the agreement (the "Series C Preferred Stock Exchange"). On August 25, 2017, the Company issued an aggregate of 90,926 shares of common stock in connection with the Warrant Exchange. The Warrant Exchange is effective immediately and the Series C Preferred Stock Exchange is effective upon the closing of the public offering (collectively defined as a public offering of securities to raise up to $20,000,000 and to list the Company's shares of common stock on the NASDAQ). The Series C Preferred Stock shall be exchanged for common stock using the following formula: the number of shares of Series C Convertible Preferred Stock owned multiplied by a factor of 115 and divided by 80% of the price per share of common stock sold in the in the public offering. Certain holders also agreed to not, without prior written consent of the underwriter, sell or otherwise transfer any shares of common stock or any securities convertible into common stock for a period of 270 days from the effective date of the Series C Preferred Stock Exchange.

During the year ended December 31, 2017, the Company entered into agreements with certain warrant holders to exchange warrants to purchase an aggregate of 180,733 shares of common stock with an approximate value on the date of exchange of $0.6 million for an aggregate of 180,733 shares of common stock with an approximate value on the date of exchange of $3.0 million. As a result, the Company recorded a loss on inducement expense of approximately $2.4 million during the year ended December 31, 2017 related to the exchange.

During the year ended December 31, 2017, the Company issued an aggregate of 710,841 shares of common stock in exchange for warrants to purchase an aggregate of 726,704 shares of common stock

STOCK-BASED COMPENSATION

The Company recognized stock-based compensation expense related to preferred stock, common stock, stock options and warrants for the years ended December 31, 2017 and 2016 of $3,144,804 and $784,457, respectively, which is included within compensation expense on the consolidated statement of operations. As of December 31, 2017, there was no unrecognized stock-based compensation expense.

11. STOCKHOLDERS' DEFICIENCY – CONTINUED

WARRANT AND OPTION VALUATION

The Company has computed the fair value of certain warrants and options granted using the Black-Scholes option pricing model. Option forfeitures are estimated at the time of valuation and reduce expense ratably over the vesting period. This estimate will be adjusted periodically based on the extent to which actual option forfeitures differ, or are expected to differ, from the previous estimate, when it is material. The Company estimated forfeitures related to option grants at an annual rate of 0% for options granted during the years ended December 31, 2017 and 2016. The expected term used for warrants and options issued to non-employees is usually the contractual life and the expected term used for options issued to employees and directors is the estimated period of time that options granted are expected to be outstanding. The Company utilizes the "simplified" method to develop an estimate of the expected term of "plain vanilla" employee option grants. The Company is utilizing an expected volatility figure based on a review of the historical volatility of the Company over a period of time equivalent to the expected life of the instrument being valued. The risk-free interest rate was determined from the implied yields from U.S. Treasury zero-coupon bonds with a remaining term consistent with the expected term of the instrument being valued.

STOCK OPTIONS

In accordance with the agreements of the respective non-employee members of the Board of the Directors, in addition to a cash fee, the Company is required to issue an option to purchase 100 shares of common stock for each Board meeting and each committee meeting of the Board of Directors. The options vest in two years from the date of issuance, expire five years from the date of issuance and have an exercise price of $0.50 above the closing price of the Company's common stock on the date of the grant. During the year ended December 31, 2016, the Company issued options to purchase 1,400 shares of the Company's common under the 2015 Plan at exercise prices ranging from $15.50 to $16.50 per share to members of the Board of Directors as compensation for attending Board meetings during the time.

During the year ended December 31, 2016, the Company issued five-year options to purchase 1,200 shares of the Company's Common Stock at exercise prices ranging from $7.50 to $24.50 per share to a member of the Board of Directors as compensation for attending meetings of the OPFIN Committee. The options vested immediately and had a grant date fair value of $10,446, which was recognized immediately.

The weighted average estimated fair value of the options granted during year ended December 31, 2016 was $3.50 per share. There were no options granted during the year ended December 31, 2017.

In applying the Black-Scholes option pricing model to stock options granted, the Company used the following assumptions:

	For the Years Ended December 31,	
	2017	**2016**
Risk free interest rate	N/A	0.73% - 0.90%
Expected term (years)	N/A	2.50
Expected volatility	N/A	102% - 118%
Expected dividends	N/A	0.00%

11. STOCKHOLDERS' DEFICIENCY – CONTINUED

STOCK OPTIONS – CONTINUED

A summary of the option activity during the year ended December 31, 2017 is presented below:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Life In Years	Aggregate Intrinsic Value
Outstanding, December 31, 2016	149,233	$ 58.00		
Granted	-	-		
Exercised	-	-		
Cancelled/forfeited/expired	(41,332)	71.10		
Outstanding, December 31, 2017	107,901	$ 42.31	1.9	$ -
Exercisable, December 31,, 2017	107,901	$ 42.31	1.9	$ -

The following table presents information related to stock options at December 31, 2017:

	Options Outstanding		Options Exercisable	
Range of Exercise Price	Weighted Average Exercise Price	Outstanding Number of Options	Weighted Average Remaining Life In Years	Exercisable Number of Options
$5.25 - $20.00	$ 7.40	19,600	4.4	19,600
$20.01 - $47.50	29.70	25,168	2.2	25,168
$47.51 - $59.50	50.80	36,300	1.7	36,300
$59.51 - $78.00	68.16	26,833	0.2	26,833
		107,901	1.9	107,901

STOCK WARRANTS

See Note 8 – Notes Payable, Note 6 – Accrued Expenses, Note 10 – Fair Value Measurement, Note 15 – Subsequent Events and elsewhere within this note for additional details.

During the year ended December 31, 2016, the Company agreed to extend the maturity date of warrants to purchase an aggregate of 51,800 shares of common stock with an exercise price of $112.50 per share by eighteen (18) months in exchange for the warrant holders' consent to rescind a fundamental transactions provision. As a result, the Company recorded warrant modification expense of $6,838 during the year ended December 31, 2016.

During the year ended December 31, 2016, the Company recorded warrant modification expense of $457 related to the extension of the expiration date of warrants to purchase 500 shares of common stock.

11. STOCKHOLDERS' DEFICIENCY – CONTINUED

STOCK WARRANTS – CONTINUED

On August 4, 2017, the Company issued five-year warrants to purchase an aggregate of 48,023 shares of common stock to our Chief Executive Officer in connection with his employment agreement. The warrants vest immediately and have exercise prices ranging from $35.00 to $150.00 per share. The warrants had an issuance date fair value of $767,896, which was recorded as a compensation expense.

On August 29, 2017, a company in which the Company's Executive Chairman has a controlling interest exercised warrants to purchase 3,100,000 shares of common stock on a cashless basis and received 2,990,404 shares of common stock. The warrants contained a provision in their agreement such that they were not impacted by the Reverse Split. As a result, since the exercised warrants were previously classified as a derivative liability, the Company recorded a mark-to-market adjustment during the years ended December 31, 2017 of approximately $43.9 million which was included within change in fair value of warrant liabilities on the consolidated statement of operations.

On November 20, 2017, JMJ confirmed in writing that they would not pursue a price reset of their outstanding warrants as a result of the August 29, 2017 exercise of certain warrants that were not impacted by the Reverse Split.

The following table accounts for the Company's warrant activity for the year ended December 31, 2017:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Life In Years	Aggregate Intrinsic Value
Outstanding, December 31, 2016	4,035,115	$ 12.06		
Issued	247,414	22.36		
Exercised	(3,848,126)	8.22		
Cancelled/forfeited/expired	(159,071)	62.24		
Outstanding, December 31, 2017	275,332	$ 43.15	3.2	$ 59,565
Exercisable, December 31, 2017	275,332	$ 43.15	3.2	$ 59,565

The following table presents information related to stock warrants at December 31, 2017:

	Warrants Outstanding		Warrants Exercisable	
Range of Exercise Price	Weighted Average Exercise Price	Outstanding Number of Warrants	Weighted Average Remaining Life In Years	Exercisable Number of Warrants
$0.15 - $0.70	$ 0.70	13,163	0.9	13,163
$35.00 - $100.00	38.82	239,159	3.7	239,159
$112.50 - $150.00	112.52	23,010	0.1	23,010
		275,332	3.2	275,332

12. INCOME TAXES

The Company is subject to U.S. federal and various state income taxes.

The income tax provision (benefit) for the years ended December 31, 2017 and 2016 consists of the following:

	For The Years Ended December 31,	
	2017	2016
Federal:		
Current	$ -	$ -
Deferred	5,974,700	(2,562,900)
State and local:		
Current	-	-
Deferred	(1,953,800)	(301,500)
	4,020,900	(2,864,400)
Change in valuation allowance	(4,020,900)	2,864,400
Income tax provision (benefit)	$ -	$ -

No current tax provision has been recorded for the years ended December 31, 2017 and 2016 because the Company had net operating losses for federal and state tax purposes. The net operating loss carryovers may be subject to annual limitations under Internal Revenue Code Section 382, and similar state provisions, should there be a greater than 50% ownership change as determined under the applicable income tax regulations. The amount of the limitation would be determined based on the value of the company immediately prior to the ownership change and subsequent ownership changes could further impact the amount of the annual limitation. An ownership change pursuant to Section 382 may have occurred in the past or could happen in the future, such that the NOLs available for utilization could be significantly limited. The Company will perform a Section 382 analysis in the future. The related increase in the deferred tax asset was offset by the valuation allowance. A reconciliation of the statutory federal income tax rate to the Company's effective tax rate is as follows:

	For The Years Ended December 31,	
	2017	2016
Tax benefit at federal statutory rate	(34.0)%	(34.0)%
State income taxes, net of federal benefit	(4.0)%	(4.0)%
Permanent differences	26.6%	1.2%
Other	0.0%	(0.4)%
Change in effective rate	16.7%	0.0%
Change in valuation allowance	(5.3)%	37.2%
Effective income tax rate	0.0%	0.0%

The Company has determined that a valuation allowance for the entire net deferred tax asset is required. A valuation allowance is required if, based on the weight of evidence, it is more likely than not that some or the entire portion of the deferred tax asset will not be realized. After consideration of all the evidence, both positive and negative, management has determined that a full valuation allowance is necessary to reduce the deferred tax asset to zero, the amount that will more likely not be realized.

12. INCOME TAXES - CONTINUED

The tax effects of temporary differences that give rise to deferred tax assets and liabilities are presented below:

	For The Years Ended December 31,	
	2017	**2016**
Deferred Tax Assets:		
Net operating loss carryforwards	$ 18,351,600	$ 22,487,600
Stock-based compensation	3,128,200	4,571,900
Provision for warrant liability	-	-
Accruals	4,502,700	2,295,200
Goodwill	1,586,300	2,318,500
Intangible assets	271,400	435,300
Allowance for doubtful accounts	9,100	16,100
Tax credits	488,800	478,300
Gross deferred tax assets	28,338,100	32,602,900
Deferred Tax Liabilities:		
Fixed assets	(528,400)	(772,300)
Gross deferred tax liabilities	(528,400)	(772,300)
Net deferred tax assets	27,809,700	31,830,600
Valuation allowance	(27,809,700)	(31,830,600)
Deferred tax asset, net of valuation allowance	$ -	$ -
Changes in valuation allowance	$ (4,020,900)	$ 2,864,400

At December 31, 2017 and 2016, the Company had net operating loss carry forwards for federal and state income tax purposes of approximately $70.6 million and $59.2 million, respectively, which may be used to offset future taxable income through 2037, subject to the Company filing delinquent tax returns as described herein. As described in Note 14 - Commitments and Contingencies - Taxes, the Company has not filed its federal and state corporate income tax returns for the years ended December 31, 2014 through 2017. Accordingly, approximately $43.1 million of the federal and state NOLs described herein will not be available to offset future taxable income until the outstanding tax returns are filed with the respective federal and state tax authorities.

The Tax Cuts and Jobs Act (the “Act”) was enacted in December 2017. Among other things, the primary provision of Tax Reform impacting the Company is the reduction to the U.S. corporate income tax rate from 35% to 21%, eliminating certain deductions and imposing a mandatory one-time transition tax on accumulated earnings of foreign subsidiaries. The change in tax law required the Company to remeasure existing net deferred tax assets using the lower rate in the period of enactment resulting in an income tax expense of approximately $12.6 million which is fully offset by a corresponding tax benefit of $12.6 million which related to the corresponding reduction in the valuation allowance for the year ended December 31, 2017. There were no specific impacts of Tax Reform that could not be reasonably estimated which the Company accounted for under prior tax law. However, a continued analysis of the estimates and further guidance on the application of the law is ongoing, Accordingly, it is possible that additional revisions may occur throughout the allowable measurement period.

13. RELATED PARTIES

See Note 8 - Notes Payable, Note 11 – Stockholders' Deficiency and Note 14 – Commitments and Contingencies for additional details.

BLNK HOLDINGS TRANSFERS TO JMJ

In February 2018, prior to the closing of the Public Offering, Mr. Farkas reached an agreement with JMJ that, following the closing of the Public Offering, BLNK Holdings, an entity for which Mr. Farkas had voting power and investment power with regard to this entity's holdings, would transfer 260,000 shares to JMJ as additional consideration for JMJ agreeing to waive its claims to $12 million as a mandatory default amount pursuant to previous agreements with the Company. This transfer to JMJ has not yet taken place. Prior to entering into this agreement, Mr. Farkas did not bring the matter to the entire Board for a vote. The value of the 260,000 shares of common stock that are to be transferred to JMJ by BLNK Holdings will be reflected as interest expense in the Company's financial statements during the quarter ended March 31, 2018 with a corresponding credit to additional paid-in capital.

In connection with Mr. Farkas relinquishing a claim that warrants to purchase an aggregate of approximately 3,700,000 shares of common stock that were previously expired, exercised or exchanged should be replaced pursuant to his employment agreement with the Company, Mr. Farkas has requested the Board issue him 260,000 shares as reimbursement of the transfer to JMJ discussed in the previous paragraph. The Board does not believe it would be in the best interests of the Company or its shareholders to do so. As a result, the Company has not made any accrual for a settlement of this request as of December 31, 2017.

EMPLOYMENT AGREEMENT

Effective June 15, 2017, the Company amended its employment agreement with Michael D. Farkas, its Executive Chairman (the "Third Amendment"). This Third Amendment was approved by the Compensation Committee and the Board as a whole (with Mr. Farkas recusing himself from the vote regarding the Third Amendment). The Third Amendment clarified that, on a going-forward basis, the Executive Chairman position held by Mr. Farkas is the principal executive officer of the Company. Mr. Farkas will hold this position for a term of three (3) years, with an automatic one (1) year renewal unless either party terminates Mr. Farkas' employment with the Company at least sixty (60) days prior to the expiration of the term.

The Company agreed that Mr. Farkas was paid $20,000 per month from July 24, 2015 to November 24, 2015 and the Company agreed to pay Mr. Farkas the equivalent of $15,000 per month in cash and $15,000 per month in shares of common stock for the past eighteen (18) months (from December 1, 2015 through May 31, 2017), or $270,000 in cash and $270,000 in common stock.

Prior to entering into an employment agreement dated October 15, 2010 with Mr. Farkas (the "Original Farkas Employment Agreement"), the Company and an entity controlled by Mr. Farkas entered into: (i) that certain Consulting Agreement dated October 20, 2009 (the "Consulting Agreement"); and (ii) that certain Blink Charging Co. Fee/Commission Agreement dated November 17, 2009 (the "Fee Agreement") and, after entering into the Original Farkas Employment Agreement, the parties entered into that certain Patent License Agreement dated March 29, 2012 among the Company, Mr. Farkas and Balance Holdings, LLC and the March 11, 2016 Agreement regarding the Patent License Agreement (collectively with the Fee Agreement and the Consulting Agreement, the "Affiliate Agreements").

Upon the closing of the offering for which the Company filed a registration statement on Form S-1 on November 7, 2016 (as amended), Mr. Farkas will be paid: (i) $270,000 in cash for payments owed Mr. Farkas from December 1, 2015 through May 31, 2017; and (ii) at least $645,000 ($375,000 of commissions on hardware sales, accrued commissions on revenue from charging stations due pursuant to the Affiliate Agreements, and $270,000 of common stock for payments owed Mr. Farkas from December 1, 2015 through May 31, 2017) in units of the Company's common stock and warrants sold in the offering at a 20% discount to the price per unit of the units sold in the offering. Pursuant to the Third Amendment, the Company and Mr. Farkas agreed that not all amounts due pursuant to the Affiliate Agreements had been calculated as of June 15, 2017. Once calculated prior to the offering, the additional amount shall be paid in the form of units at a 20% discount to the price per unit of the units sold in the offering. See Note 13 – Related Parties for additional details.

In addition, pursuant to the Third Amendment, Mr. Farkas is due to receive (regardless of the status of the offering) warrants in replacement of expired warrants he was due to receive under the terms of the Original Farkas Employment Agreement. These warrants will expire five years after their issuance date: (a) warrants for 2,000 shares of common stock at an exercise price of $9.50 per share; (b) warrants for 68,667 shares of common stock at an exercise price of $21.50 per share; and (c) warrants for 44,000 shares of common stock at an exercise price of $37.00 per share. On November 27, 2017 the Company issued 114,767 shares of common stock in satisfaction of the replacement warrants with a grant date fair value of $677,010. Mr. Farkas will also receive options (regardless of the status of the offering) for 7,000 shares of common stock at an exercise price of $30.00 per share and options for 8,240 shares of common stock at an exercise price of $37.50 per share in connection with amounts owed pursuant to the Affiliate Agreements. As of December 31, 2017, the fair value of the options was estimated to be approximately $24,000.

The Third Amendment resolves all claims Mr. Farkas had with regard to the Affiliate Agreements.

Pursuant to the Third Amendment, Mr. Farkas' salary will be, prior to the closing of the offering, $15,000 per month in cash and $15,000 per month in shares of common stock. Pursuant to the December 6, 2017 letter agreement between the Company and Mr. Farkas, after the closing of the offering, Mr. Farkas' monthly salary will be $40,000 of cash compensation.

13. RELATED PARTIES - CONTINUED

EMPLOYMENT AGREEMENT - CONTINUED

Mr. Farkas agreed that the Fee Agreement and the Consulting Agreement are suspended and no payments are due thereunder (other than the payments specified in the Third Amendment) for as long as he is a full-time employee of the Company and is due to be paid a monthly salary of at least $40,000.

As of December 31, 2017, the Company has accrued approximately $1.7 million for all necessary amounts due to Mr. Farkas which are specified above.

CONVERSION AGREEMENTS

Effective August 23, 2017, and as amended on January 4, 2018, the Company entered into an agreement with Michael D. Farkas, its Executive Chairman (the "Conversion Agreement") where the parties agreed to, upon the closing of the offering for which the Company filed a registration statement on Form S-1 on November 7, 2016 (as amended), convert $315,000 of compensation payments owed Mr. Farkas from December 1, 2015 through August 31, 2017 ("Debt") into common stock, determined by the following formula: (i) the Debt amount multiplied by a factor of 115 and (ii) then divided by 80% of the per share price of common stock sold in the offering. If the Company converts securities at more favorable terms than those provided to Mr. Farkas, then the Debt conversion price shall be automatically modified to equal such more favorable terms. The Conversion Agreement expired on February 14, 2018. See Note 15 - Subsequent Events for additional details.

COMPENSATION AGREEMENT

On June 16, 2017, the Company entered into a compensation agreement with Ira Feintuch, its Chief Operating Officer (the "Compensation Agreement"). The Compensation Agreement clarifies the accrued compensation owed to Mr. Feintuch under the Fee/Commission Agreement dated November 19, 2009. Under the Compensation Agreement, Mr. Feintuch is entitled to receive (i) options for 7,000 shares of the Company's common stock at an exercise price of $30.00 per share; and (ii) options for 9,600 shares of the Company's common stock at an exercise price of $37.50 per share. As of December 31, 2017, options had not been issued and had a fair value of approximately $26,000.

Pursuant to the Compensation Agreement, Mr. Feintuch is due to receive (regardless of the status of the offering) $142,250 for accrued commissions on hardware sales and $31,969 for accrued commissions on revenue from charging stations. The aforementioned amounts of commissions on hardware sales and revenue from charging stations were calculated through March 31, 2017. The Company and Mr. Feintuch agreed that from April 1, 2017 through the closing of the offering, these commissions shall be calculated using the same formula (the "Additional Amounts"), and once approved by the Compensation Committee of the Board, will be paid to Mr. Feintuch.

The timing of the payments described above shall be as follows: The Company shall pay Mr. Feintuch the following by the third (3 rd) business day following the closing of the offering: (i) $130,664 in cash (75% of the value of the accrued commissions on hardware sales and accrued commission on revenues from charging stations as calculated through March 31, 2017) and (ii) an amount of cash equal to 75% of the Additional Amounts. By the third (3rd) business day following the closing of this offering, the Company shall also issue to Mr. Feintuch (i) units of shares of common stock and warrants sold in the offering with a value of $43,555 (25% of the value of the accrued commissions on hardware sales and the accrued commission on revenue from charging stations, as calculated through March 31, 2017) at a 20% discount to the price per unit of the units sold in the offering; and (ii) an amount of units with a value of 25% of the Additional Amounts at a 20% discount to the price per unit of the units sold in the offering.

The Compensation Agreement resolves all claims Mr. Feintuch had with regard to the Fee/Commission Agreement.

As of December 31, 2017, the Company has accrued for all necessary amounts due to Mr. Feintuch which are specified above.

13. RELATED PARTIES - CONTINUED

LETTER AGREEMENTS

On December 6, 2017, the Company and Mr. Farkas signed a letter agreement, pursuant to which, Mr. Farkas, on behalf of FGI, agreed that upon the closing of the public offering, FGI will cancel 2,930,596 of its shares of the Company's common stock (of the 2,990,404 received). Mr. Farkas is also due to receive 886,119 shares of common stock upon the closing of the public offering.

On December 6, 2017 and December 7, 2017, the two holders of shares of Series A Convertible Preferred Stock (Mr. Farkas and Mr. Feintuch) signed letter agreements pursuant to which, at the closing of the public offering, 11,000,000 shares of Series A Convertible Preferred Stock will convert into 550,000 shares of common stock.

On December 7, 2017, the Company and Mr. Feintuch signed a letter agreement, pursuant to which, Mr. Feintuch agreed that upon the closing of the public offering, will receive 26,500 shares of common stock.

On January 4, 2018, the Company and both Mr. Farkas and Mr. Feintuch have agreed to extend the expiration dates of their respective agreements from December 29, 2017 to February 14, 2018.

On March 22, 2018, the Company issued the shares to Mr. Farkas and Mr. Feintuch pursuant to their respective agreements.

See Note 15 - Subsequent Events for additional details.

THIRD PARTY TRANSACTION

On February 7, 2017, BLNK Holdings purchased the following securities from a stockholder of the Company for $1,000,000: 142,857 shares of common stock, 114,491 shares of Series C Preferred Stock, warrants to purchase 526,604 shares of the Company's common stock, and all rights, claims, title, and interests in any securities of whatever kind or nature issued or issuable as a result of the stockholder's ownership of the Company's securities.

14. COMMITMENTS AND CONTINGENCIES

OPERATING LEASE

On March 20, 2017, in connection with the Company's Miami Beach, Florida lease, the Company's landlord filed a complaint for eviction with the Miami-Dade County Court against the Company as a result of the Company's default under the lease for failing to pay rent, operating expenses and sales taxes of approximately $175,000, which represents the Company's obligations under the lease through March 31, 2017, which was accrued for as of December 31, 2017. As a result of the action taken by the landlord, the Company accrued an additional $300,000 as of December 31, 2017, which represents the present value of the Company's rent obligation through the end of the lease. As of February 16, 2018, the Company paid the $234,000 to satisfy this obligation.

On May 22, 2017, the Company entered into a lease for 11,457 square feet of office and warehouse space in Phoenix, Arizona beginning June 1, 2017 and ending July 31, 2019. Monthly lease payments range from approximately $6,300 to $6,600 (with the Company paying approximately $6,300 in total during the first three months of the lease) for a total of approximately $155,000 for the total term of the lease.

The Company had a five year sublease for office and warehouse space in Phoenix, Arizona beginning December 1, 2013 and ending November 30, 2018. On February 28, 2017, the Company vacated the Phoenix, Arizona space and has no further obligation in connection with the sublease.

Total rent expense for the years ended December 31, 2017 and 2016 was $143,178 and $250,886, respectively, and is recorded in other operating expenses on the consolidated statements of operations. The minimum future aggregate minimum lease payments, net of sublease income, for these leases based on their initial terms as of December 31, 2017 are:

For the Year Ending December 31,	Amount
2018	$ 70,690
2019	46,515
Total	$ 117,205

SUBLEASE AGREEMENT

On July 28, 2016, the Company ("Sublandlord") entered into a sublease agreement with Balance Labs, Inc. ("Subtenant") (an entity controlled by Mr. Farkas) pursuant to which the Company agreed to sublease a portion of its Miami, Florida corporate headquarters to Subtenant. The term of the sublease agreement was from August 1, 2016 to September 29, 2018, subject to earlier termination upon written notice of termination by the landlord or Sublandlord. This sublease agreement ended in March 2017 when the landlord commenced eviction proceedings against the Company. Throughout the term of the agreement, Subtenant was to pay to Sublandlord fixed base rent and operating expenses equal to 50% of Sublandlord's obligation under its primary lease agreement, resulting in monthly base rent payments ranging from approximately $7,500 to $8,000 per month, for a total of approximately $200,000 for the total term of the sublease agreement.

14. COMMITMENTS AND CONTINGENCIES – CONTINUED

PATENT LICENSE AGREEMENT

On March 29, 2012, the Company, as licensee (the "Licensee") entered into an exclusive patent license agreement with the Executive Chairman of the Board and Balance Holdings, LLC (an entity controlled by the Executive Chairman) (collectively, the "Licensor"), whereby the Company agreed to pay a royalty of 10% of the gross profits received by the Company from commercial sales and/or use of two provisional patent applications, one relating to an inductive charging parking bumper and one relating to a process which allows multiple EVs to plug into an EV charging station simultaneously and charge as the current becomes available.

On March 11, 2016, the Licensee and the Licensor entered into an agreement related to the March 29, 2012 patent license agreement. The parties acknowledged that the Licensee has paid a total of $8,525 in registration and legal fees for the U.S. Provisional Patent Application No. 61529016 (the "Patent Application") (related to the inductive charging parking bumper) to date. Effective March 11, 2016, the patent license agreement, solely with respect to the Patent Application and the parties' rights and obligations thereto, was terminated. The Executive Chairman of the Board agreed to be solely responsible for all future costs and fees associated with the prosecution of the patent application. In the event the Patent Application is successful, the Executive Chairman of the Board shall grant a credit to the Licensee in the amount of $8,525 to be applied against any outstanding amount(s) owed to him. If the Licensee does not have any outstanding payment obligations to the Executive Chairman of the Board at the time the Patent Application is approved, the Executive Chairman of the Board shall remit the $8,525 to the Licensee within twenty (20) days of the approval. The parties agreed to a mutual release of any claims associated with the patent license agreement. As of December 31, 2017, the Company has not paid nor incurred any royalty fees related to this patent license agreement.

TAXES

The Company has not filed its Federal and State corporate income tax returns for the years ended December 31, 2014, 2015 and 2016. The Company has sustained losses for the years ended December 31, 2014, 2015 and 2016. The Company has determined that no tax liability, other than required minimums, has been incurred.

The Company is also delinquent in filing and, in certain instances, paying sales taxes collected from customers in specific states that impose a tax on sales of the Company's products. The Company accrued an approximate $178,000 and $218,000 liability as of December 31, 2017 and 2016, respectively, related to this matter.

The Company is currently delinquent in remitting approximately $632,000 and $244,000 as of December 31, 2017 and 2016, respectively, of federal and state payroll taxes withheld from employees. During the year ended December 31, 2017, the Company sent two letters to the Internal Revenue Service ("IRS") notifying the IRS of its intention to resolve the delinquent taxes upon the receipt of additional working capital. Additionally, on March 27, 2018, the Company has submitted its Forms 940 and 941 for the year ended December 31, 2017 with the IRS. As of the date of filing, the Company has not paid these amounts and is currently seeking settlement with the appropriate taxing authorities for past due amounts.

14. COMMITMENTS AND CONTINGENCIES – CONTINUED

LITIGATION AND DISPUTES

See Note 15 – Subsequent Events for additional details.

On July 28, 2015, a Notice of Arbitration was received stating ITT Cannon has a dispute with Blink Network for the manufacturing and purchase of approximately 6,500 charging cables by Blink Network, which had not taken delivery or made payment on the contract price of $737,425. ITT Cannon also seeks to be paid the cost of attorney's fees as well as punitive damages. On June 13, 2017, as amended on November 27, 2017, Blink Network and ITT Cannon agreed to a settlement agreement under which the parties agreed to the following: (a) the Blink Network purchase order dated May 7, 2014 for approximately 6,500 charging cables is terminated, cancelled and voided; (b) three (3) business days following the closing date of a public offering of the Company's securities and listing of such securities on NASDAQ, the Company shall issue to ITT Cannon shares of the same class of the Company's securities with an aggregate value of $200,000 (which was accrued at September 30, 2017); and (c) within seven (7) calendar days of the valid issuance of the shares in item (b) above, ITT Cannon shall ship and provide the remaining approximately 6,500 charging cables to Blink Network and dismiss the arbitration without prejudice. On January 31, 2018, ITT Cannon, Blink Network and the Company agreed that if the Company fails to consummate a registered public offering of its common stock, list such stock on NASDAQ and issue to ITT Cannon shares of the same class of the Company's securities by February 28, 2018, the settlement agreement will expire. The Public Offering closed on February 16, 2018. The Company issued 47,059 shares on March 16, 2018. This was a partial payment of the $200,000 in stock owed to ITT Cannon. On March 30, 2018 the Company has issued an additional 25,669 shares to satisfy in full its obligations to ITT. As of April 16, 2018, ITT Cannon has shipped approximately 4,600-4,900 charging cables and has agreed to ship the remaining balance shortly thereafter.

On April 8, 2016, Douglas Stein filed a Petition for Fee Arbitration with the State Bar of Georgia against the Company for breach of contract for failure to pay invoices in the amount of $178,893 for legal work provided. The invoices have been accrued for in the periods in which the services were provided. The Company has responded to the claim and is simultaneously pursuing settlement options. The parties failed to settle after numerous attempts. On February 15, 2017, the case was brought to the Georgia Arbitration Committee. On February 26, 2017, The Stein Law firm was awarded a summary judgment for $178,893, which has been confirmed and converted into a judgment by the Superior Court of Fulton County, Georgia on August 7, 2017 in the amount of $179,168, inclusive of court costs, which continues to accrue both interest at the rate of 7.25% per annum on that amount calculated on a daily basis as of February 28, 2014, and costs to-date of $40,000 which are hereby added to the foregoing judgment amount (all of which was accrued at December 31, 2017). In connection with perfecting the Georgia judgment in the State of New York, Mr. Stein served an Information Subpoena with Restraining Notice dated September 12, 2017 on the underwriter of the offering for which the Company filed a registration statement on Form S-1 on November 7, 2016 (as amended) (the "Restraining Notice"). The Restraining Notice seeks to force the underwriter to pay the judgment amount directly out of the proceeds of the offering. On January 8, 2018, the Company and Mr. Stein had entered into a forbearance agreement, pursuant to which Mr. Stein has agreed to forbear from any efforts to collect or enforce the judgment awarded to him as a result of a legally-entered award of arbitration. As a result, the Company has agreed to: (i) wire transfer $30,000 to Mr. Stein within three days of the effective date of this agreement; (ii) beginning on the first calendar day of each successive month following the effective date of this agreement, the Company has agreed to pay Mr. Stein $5,000 per month until the full amount of the judgment awarded to Mr. Stein ($223,168) has been satisfied, however, the full amount awarded to Mr. Stein must be paid in full no later than April 30, 2018; and (iii) provide Mr. Stein with certain financial information of the Company. On February 16, 2018, the Company paid the full amount owed to Mr. Stein.

On May 18, 2016, the Company was served with a complaint from Solomon Edwards Group, LLC for breach of written agreement and unjust enrichment for failure to pay invoices in the amount of $172,645 for services provided, plus interest and costs. The invoices have been accrued for in the periods in which the services were provided. The Company has responded to the claim and is simultaneously pursuing settlement options. On May 9, 2017, the Company issued 7,281 shares of common stock to Solomon Edwards Group, LLC in satisfaction of $121,800 of the Company's liability.

On June 8, 2017, the Company entered into a settlement agreement with Wilson Sonsini Goodrich & Rosati to settle $475,394 in payables owed for legal services requiring: (a) $25,000 to be paid in cash at the closing of the public offering; and (b) $75,000 in the form of 17,647 shares of common stock issuable upon the closing of the public offering. On February 16, 2018, the Company paid the $25,000 in cash and on March 19, 2018, the Company issued the 17,647 shares of common stock.

14. COMMITMENTS AND CONTINGENCIES – CONTINUED

LITIGATION AND DISPUTES – CONTINUED

On July 21, 2017, as amended on February 26, 2018, the Company was served with a complaint from Zwick and Banyai PLLC and Jack Zwick for a breach of a written agreement and unjust enrichment for failure to pay invoices in the aggregate of amount $53,069 for services rendered, plus interest and costs, which has been accrued as of December 31, 2017. On November 28, 2017, the Company and Solomon Edwards Group LLC entered into a Settlement Agreement and Release whereby the parties agreed that the Company will pay $63,445 to Solomon Edwards Group LLC over the course of eleven (11) months in full and complete satisfaction of the previously filed complaint.

From time to time, the Company is a defendant or plaintiff in various legal actions that arise in the normal course of business.

350 Green, LLC

350 Green lawsuits relate solely to alleged pre-acquisition unpaid debts of 350 Green. Also, there are other unpaid creditors, aside from those noted above, that claim to be owed certain amounts for pre-acquisition work done on behalf of 350 Green solely, that potentially could file lawsuits at some point in the future.

On August 7, 2014, 350 Green received a copy of a complaint filed by Sheetz, a former vendor of 350 Green alleging breach of contract and unjust enrichment of $112,500. The complaint names 350 Green, 350 Holdings LLC and Blink Charging Co. in separate breach of contract counts and names all three entities together in an unjust enrichment claim. Blink Charging Co. and 350 Holdings will seek to be dismissed from the litigation, because, as the complaint is currently plead, there is no legal basis to hold Blink Charging Co. or 350 Green liable for a contract to which they are not parties. The Company settled with Sheetz and the parties signed two agreements on February 23, 2017: a General Release and Settlement Agreement and a Exclusive Electronic Vehicle Charging Services Agreement. The settlement involved a combination of DC charging equipment, installation, charging services, shared driver charging revenue and maintenance for two systems in exchange for no further legal action between 350 Holdings or the Company. The Exclusive Electronic Vehicle Charging Services Agreement with Sheetz is for a five (5) year term. Pursuant to the agreement, Blink shall remit to Sheetz gross revenue generated by electric vehicle charging fees and advertising, minus (i) any and all taxes, (ii) 8% transaction fees, (iii) $18.00 per charger per month; and (iv) any electricity costs incurred by Blink ((i), (ii), (iii), and (iv) being referred to as the “Service Fees”). In the event the aggregate gross revenues are insufficient to cover the Service Fees incurred in a given month by the charging stations, such unpaid Service Fees will accrue to the following month. The agreement is subject to an automatic five-year renewal unless written notice for the contrary is provided.

14. COMMITMENTS AND CONTINGENCIES – CONTINUED

LITIGATION AND DISPUTES – CONTINUED

350 Green, LLC – Continued

On May 30, 2013, JNS Power & Control Systems, Inc. ("JNS") filed a complaint against 350 Green, LLC alleging claims for breach of contract, specific performance and indemnity arising out of an Asset Purchase Agreement between JNS and 350 Green entered on April 13, 2013, whereby JNS would purchase car chargers and related assets from 350 Green. On September 24, 2013, the District Court entered summary judgment in favor of JNS on its claim for specific performance. On September 9, 2015, the United States Court of Appeals for the Seventh Circuit of Chicago, Illinois affirmed the ruling of the District Court, which affirmed the sale of certain assets by 350 Green to JNS and the assumption of certain 350 Green liabilities by JNS. On April 7, 2016, JNS amended the complaint to add the Company, alleging an unspecified amount of lost revenues from the chargers, among other matters, caused by the defendants. Plaintiff also seeks indemnity for its unspecified attorney's fees and costs in connection with enforcing the Asset Purchase Agreement in courts in New York and Chicago. On July 26, 2017, the District Court denied the Company's motion to dismiss the Company from the suit. The Company answered the second amended complaint on August 16, 2017. The deadline for the parties to complete discovery is December 8, 2017. The next status hearing on the matter is set for December 8, 2017. As of December 31, 2017, the Company accrued a $750,000 liability in connection with its settlement offer to JNS. On February 2, 2018, the parties entered into an asset purchase agreement whereby the parties agreed to settle the litigation. The Company purchased back the EV chargers it previously sold to JNS for: (a) shares of Common Stock worth $600,000 with a price per share equal to $4.25 (the price per share of the Offering); (b) $50,000 cash payment within ten days of the closing of the Offering; and (c) $100,000 cash payment within six months following the closing of the Offering. The Offering closed on February 16, 2018. The Company issued 141,176 shares on March 16, 2018. The Company made the $50,000 payment on March 16, 2018. JNS filed a motion to dismiss the lawsuit without prejudice on March 23, 2018 and the judge granted the motion on March 26, 2018. JNS will file a motion to convert the dismissal without prejudice to dismissal with prejudice within three business days of the $100,000 payment. On March 16, 2018, the Company issued 23,529 shares of Common Stock to JNS to be held in escrow as security for the $100,000 payment. At the time the $100,000 payment is made by the Company, the 23,529 shares currently held in escrow will be cancelled.

On March 26, 2018, final judgment has been reached relating to the Assignment for the Benefit of the Creditors, whereby all remaining assets of 350 Green are abandoned to their respective property owners where the charging stations have been installed, thus on March 26, 2018 the assignment proceeding has closed.

SECURITIES SALES COMMMISSION AGREEMENT

On December 7, 2017, the Company entered into a Securities Sales Commission Agreement with Ardour Capital Investments, LLC ("Ardour"), an entity of which Mr. Farkas owns less than 5%. The parties previously entered into a Financial Advisory Agreement dated August 3, 2016, pursuant to which Ardour was entitled to placement agent fees related to the Company's transaction with JMJ. Pursuant to the Securities Sales Commission Agreement, the parties agreed that, depending on which of the two (2) repayment options the Company chooses with respect to the JMJ Agreement, the Company, upon the closing of the public offering, will issue shares of common stock to Ardour with a value of $900,500 or $1,200,500. See Note 8 – Notes Payable for details of the two (2) repayment options. The Company will issue such number of shares of common stock to Ardour equal to the amount in question (either $900,500 or $1,200,500) divided by the lowest of (i) $35.00 per share, or (ii) the lowest daily closing price of the Company's common stock during the ten days prior to delivery of the Origination Shares (subject to adjustment for stock splits), or (iii) 80% of the common stock offering price of the public offering, or (iv) 80% of the unit offering price of the public offering (if applicable), or (v) the exercise price of any warrants issued in the public offering. Upon such issuance, the Company shall not owe any further securities to Ardour with respect to the JMJ financing. The Company has accrued for this liability as of December 31, 2017. On March 22, 2018, the Company issued 361,608 shares to Ardour pursuant to the Securities Sales Commissions Agreement.

15. SUBSEQUENT EVENTS

PUBLIC OFFERING

On February 16, 2018, the Company closed its underwritten public offering (the "Public Offering") of an aggregate 4,353,000 shares of the Company's common stock and warrants to purchase 8,706,000 shares of common stock at a combined public offering price of $4.25 per unit comprised of one share and two warrants. The Public Offering resulted in approximately $18.5 million of gross proceeds, less underwriting discounts and commissions and other offering expenses of approximately $4.4 million, a portion of which is included within deferred public offering costs on the balance sheet as of December 31, 2017, for aggregate net proceeds of approximately $14.1 million.

Each warrant is exercisable for five years from issuance and has an exercise price equal to $4.25. The Company granted the Public Offering's underwriters a 45-day option to purchase up to an additional 652,950 shares of common stock and/or warrants to purchase 1,305,900 shares of common stock to cover over-allotments, if any. In connection with the closing of the Public Offering, the underwriters have partially exercised their over-allotment option and purchased an additional 406,956 warrants.

CONVERSION AGREEMENT EXTENSION

On January 4, 2018, the Company and Mr. Farkas agreed to extend the expiration date of the Conversion Agreement from December 29, 2017 to February 14, 2018.

AMENDMENT TO SERIES C CONVERTIBLE PREFERRED STOCK CERTIFICATE OF DESIGNATION

Effective January 8, 2018, the Company's Board of Directors and shareholders amended the Certificate of Designation of its Series C Convertible Preferred Stock to add the following provisions:

Automatic Preferred Conversion

Upon closing of a public offering of the Company's securities; and the listing of the Company's shares of common stock on an exchange all outstanding shares of Series C Convertible Preferred Stock will be converted into that number of shares of Common Stock determined by the number of shares of Series C Preferred multiplied by a factor of 115 divided by 80% of the per share price of common stock in the offering.

Conversion Price

The conversion price shall be specified in the automatic preferred conversion notice to be provided by the Company upon triggering of the automatic preferred conversion.

Lock-Up Provision

Until 270 days after the effective date specified within the automatic preferred conversion notice, no holder of Series C Convertible Preferred Stock may offer, pledge, sell, contract to sell, grant, lend, or otherwise transfer or dispose of any Series C Preferred Shares without the prior written consent of the underwriter of the offering.

15. SUBSEQUENT EVENTS - CONTINUED

AMENDMENT TO SERIES C CONVERTIBLE PREFERRED STOCK CERTIFICATE OF DESIGNATION – CONTINUED

Expiration of Conversion Provision

If the offering does not close by 5.00 PM Eastern Standard Time on February 15, 2018 the amended conversion provision shall revert back to the conversion provision as filed on December 23, 2014 and as amended on April 6, 2016 with the addition of a provision at that time. Such additional provision will state that if the Company, pursuant to a conversion agreement, is notified of and implements a conversion that is or will be more favorable to the holder of such securities than the terms of conversion for holders of Series C Convertible Preferred Stock in the conversion provision as filed on December 23, 2014 and as amended on April 6, 2016 Sections 6(a) and 6(b), then the Company shall provide notice thereof to the holders of Series C Convertible Preferred Stock following the occurrence thereof and the terms of Series C Convertible Preferred Stock shall be, without any further action by the holders of Series C Convertible Preferred Stock or the Company, automatically amended and modified in an economically and legally equivalent manner such that the holders of Series C Convertible Preferred Stock shall receive the benefit of the more favorable terms set forth in any such conversion agreement.

JMJ ADVANCE

Separate from and unrelated to the JMJ Agreement, on January 22, 2018, JMJ advanced $250,000 to the Company (the "JMJ Advance").

On February 1, 2018, the Company and JMJ entered into a letter agreement whereby the parties agreed that, concurrent with the closing of the public offering, the Company will convert the JMJ Advance into units, with each unit consisting of one share of restricted common stock and a warrant to purchase one share of restricted common stock at an exercise price equal to the exercise price of the warrants sold as part of the public offering, at a price equal to 80% of the per unit price in the public offering. If the public offering is not consummated by February 15, 2018 or if the Company's underwriting agreement with Joseph Gunnar & Co. shall terminate prior to payment for and delivery of the units to be sold thereunder, then the letter agreement shall terminate. On March 16, 2018, the Company issued 73,529 units to JMJ, pursuant to this agreement.

SETTLEMENT AGREEMENT

On January 31, 2018, the Company, SemaConnect Inc. ("SemaConnect") and their legal counsel entered into an amendment to their settlement agreement dated June 23, 2017 whereby the parties agreed that, concurrent with the closing of the public offering, the Company will settle the outstanding liabilities of $153,529 by issuing shares of common stock at a price equal to 80% of the price of the shares sold in the public offering, plus an additional 1,500 shares of common stock. If the public offering is not consummated by February 15, 2018, the agreement is terminated. On March 16, 2018, the Company issued 17,595 shares of common stock to SemaConnect.

15. SUBSEQUENT EVENTS - CONTINUED

LIABILITY CONVERSION AGREEMENTS

On February 3, 2018, the Company and Sunrise Securities Corp. entered into a letter agreement whereby the parties agreed that, concurrent with the closing of the public offering, the Company will settle outstanding liabilities of $867,242 owed to the counterparty as follows: (i) the Company will pay $381,260 in cash out of the proceeds of the public offering; and (ii) in satisfaction of the remaining liability of $485,982, the Company will issue units, with each unit consisting of one share of restricted common stock and a warrant to purchase one share of restricted common stock at an exercise price equal to the exercise price of the warrants sold as part of the public offering, at a price equal to 80% of the per unit price in the public offering. If the public offering is not consummated by February 28, 2018, the outstanding liabilities will automatically convert into restricted shares of common stock at the average closing price for the twenty (20) trading days preceding March 1, 2018. On February 16, 2018, the Company paid $375,000 in cash and on March 22, 2018, the Company issued 153,295 shares of common stock.

On February 3, 2018, the Company and Schafer & Weiner, PLLC ("Schafer & Weiner") entered into a letter agreement whereby the parties agreed that, concurrent with the closing of the public offering, the Company will settle outstanding liabilities of $813,962 owed to Schafer & Weiner as follows: (i) the Company will pay $406,981 in cash out of the proceeds of the public offering; and (ii) in satisfaction of the remaining liability of $406,981, the Company will issue units, with each unit consisting of one share of restricted common stock and a warrant to purchase one share of restricted common stock at an exercise price equal to the exercise price of the warrants sold as part of the public offering, at a price equal to 80% of the per unit price in the public offering. In consideration, Schafer & Weiner agreed to return to the Company 11,503 shares of common stock of the Company. On February 16, 2018, the Company paid $406,981 in cash. On March 19, 2018, the Company issued 119,700 shares of common stock to Schafer & Weiner.

On February 13, 2018, the Company and Genweb2 entered into a letter agreement whereby the parties agreed that, concurrent with the closing of the public offering, the Company will settle outstanding liabilities of $116,999 owed to Genweb2 as follows: (i) the Company will pay $48,500 in cash out of the proceeds of the public offering; and (ii) in satisfaction of the remaining liability of $48,500, the Company will issue shares of restricted common stock at a price equal to 80% of the per unit price in the public offering.

On February 16, 2018, the Company paid $48,500 in cash. On March 16, 2018, the Company issued 17,132 shares of common stock.

On February 13, 2018, the Company and Dickinson Wright PLLC ("Dickinson Wright") entered into a letter agreement whereby the parties agreed that, concurrent with the closing of the public offering, the Company will settle outstanding liabilities of $88,845 owed to Dickinson Wright as follows: (i) the Company will pay $88,845 in cash out of the proceeds of the public offering. On February 16, 2018, the Company paid the full amount owed to Dickinson Wright.

15. SUBSEQUENT EVENTS - CONTINUED

DESIGNATION OF SERIES D CONVERTIBLE PREFERRED STOCK

On February 13, 2018, the Company's Board of Directors approved the designation of 13,000 shares of the 40,000,000 authorized shares of preferred stock as Series D Convertible Preferred Stock, par value $0.001 per share (the "Series D Convertible Preferred Stock"). On February 15, 2018, the Company filed the Certificate of Designation with the State of Nevada related to the Series D Convertible Preferred Stock. Each share of Series D Convertible Preferred Stock will have a stated value of $1,000 per share.

Conversion. Each share of Series D Convertible Preferred Stock is convertible into shares of common stock (subject to adjustment as provided in the related certificate of designation of preferences, rights and limitations) at any time at the option of the holder at a conversion price equal to the price of the units in the public offering. Holders of Series D Convertible Preferred Stock are prohibited from converting Series D Convertible Preferred Stock into shares of common stock if, as a result of such conversion, the holder, together with its affiliates, would own more than 9.99% of the total number of shares of common stock then issued and outstanding.

Liquidation Preference. In the event of the liquidation, dissolution or winding-up of the Company, holders of Series D Convertible Preferred Stock will be entitled to receive the same amount that a holder of common stock would receive if the Series D Convertible Preferred Stock were fully converted into shares of common stock at the conversion price (disregarding for such purposes any conversion limitations) which amounts shall be paid pari passu with all holders of Common Stock.

Voting Rights. Shares of Series D Convertible Preferred Stock will generally have no voting rights, except as required by law and except that the affirmative vote of the holders of a majority of the then outstanding shares of Series D Convertible Preferred Stock is required to, (a) alter or change adversely the powers, preferences or rights given to the Series D Convertible Preferred Stock, (b) amend the Company's articles of incorporation or other charter documents in any manner that materially adversely affects any rights of the holders, (c) increase the number of authorized shares of Series D Convertible Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing.

Dividends. Shares of Series D Convertible Preferred Stock will not be entitled to receive any dividends, unless and until specifically declared by the Company's board of directors. The holders of the Series D Convertible Preferred Stock will participate, on an as-if-converted-to-common stock basis, in any dividends to the holders of common stock.

Redemption. The Company is not obligated to redeem or repurchase any shares of Series D Convertible Preferred Stock. Series D Convertible Preferred Stock are not otherwise entitled to any redemption rights or mandatory sinking fund or analogous fund provisions.

Exchange Listing. The Company does not plan on making an application to list the Series D Convertible Preferred Stock on any national securities exchange or other nationally recognized trading system.

COMMON STOCK ISSUANCES

On March 16, 2018, the Company issued an aggregate of 666,777 shares of common stock in satisfaction of various agreements.

On March 19, 2018, the Company issued an aggregate of 141,582 shares of common stock in satisfaction of various agreements.

On March 22, 2018, the Company issued an aggregate of 2,385,225 shares of common stock in satisfaction of various agreements.

On March 28, 2017 the Company issued an aggregate of 9,111,644 shares of common stock in connection with the conversion of the Series C Convertible Preferred Stock.

DEAN HELLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Entity #
E0731622006-8
Document Number:
20060636858-74

Date Filed:
10/3/2006 11:45:17 AM
In the office of

Dean Heller
Secretary of State

Articles of Incorporation
(PURSUANT TO NRS 78)

Important: Read attached Instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

1. *Name of Corporation:*	NEW IMAGE CONCEPTS, INC.
2. *Resident Agent Name and Street Address:* (must be a Nevada address where process may be served)	CSC Services of Nevada, Inc. Name 502 East John Street, Carson City, NEVADA, 89706 Street Address, City, State, Zip Code Optional Mailing Address, City, State, Zip Code
3. *Shares:* (number of shares corporation authorized to issue)	Number of shares with par value: 500,000,000 Par value: $ .001 Number of shares without par value:
4. *Names & Addresses, of Board of Directors/Trustees:* (attach additional page if there is more than 3 directors/trustees)	1. Syeda Mansur Name 9924 Shallow Creek Loop, #201, Manassas, VA, 20109 Street Address, City, State, Zip Code 2. Name Street Address, City, State, Zip Code 3. Name Street Address, City, State, Zip Code
5. *Purpose:* (optional; see instructions)	The purpose of this Corporation shall be: Image consultants
6. *Names, Address and Signature of Incorporator:* (attach additional page if there is more than 1 incorporator)	CSC SERVICES OF NEVADA, INC. Name Signature 502 EAST JOHN STREET, CARSON CITY, NV, 89706 Address, City, State, Zip Code
7. *Certificate of Acceptance of Appointment of Resident Agent:*	I hereby accept appointment as Resident Agent for the above named corporation. CSC Services of Nevada, Inc. By: Authorized Signature of R.A. or On Behalf of R.A. Company, Date

This form must be accompanied by appropriate fees.

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20090845274-01
	Filing Date and Time 12/08/2009 4:46 PM
	Entity Number E0731622006-8

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

NEW IMAGE CONCEPTS, INC.

2. The articles have been amended as follows: (provide article numbers, if available)

Article One is changed to read as follows:

1. Name of Corporation: Car Charging Group, Inc.

Article Three is changed to read as follows:

3. The Company is authorized to issue up to 520,000,000 shares of stock, of which 500,000,000 shares shall be authorized for common stock, par value $0.001 and 20,000,000 shares shall be authorized for preferred stock, par value $0.001.

Pursuant to the stockholder consent, the board of directors is hereby authorized to issue the preferred stock and to fix the designations, preferences and rights of the preferred stock pursuant to a board resolution.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 93.35%

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X Donald Rose

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 3-6-09

090201

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20120457070-88
	Filing Date and Time 06/29/2012 8:35 AM
	Entity Number E0731622006-8

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Car Charging Group, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article Three is changed to read as follows:

3. The Company is authorized to issue up to 540,000,000 shares of stock of which 500,000,000 shares shall be authorized as common stock, par value $0.001 per share and 40,000,000 shares shall be authorized for preferred stock, par value $0.001 per share.

Pursuant to the stockholder consent, the board of directors is hereby authorized to authorize and issue preferred stock and to fix the designations, preferences and rights of the preferred stock pursuant to a board resolution.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 89.71%

4. Effective date and time of filing: (optional) Date: Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 8-31-11

EX-3.1 2 ex3-1.htm

090204

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of	Document Number
Barbara K. Cegavske	20170353961-67
Secretary of State	Filing Date and Time
State of Nevada	08/17/2017 9:30 PM
	Entity Number
	E0731622006-8

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Car Charging Group, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article 1 The name of the corporation is: Blink Charging Co.
Article III of the Articles of Incorporation is hereby amended: Upon effectiveness (the "Effective Time") pursuant to the Nevada Revised Statutes of this Certificate of Amendment to the Articles of Incorporation of the Corporation, each fifty (50) shares of common stock issued and outstanding immediately prior to the Effective Time shall automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of common stock (the "Reverse Stock Split"). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of common stock shall be rounded up to the next whole share of common stock.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 50.17%

4. Effective date and time of filing: (optional) Date: Time:
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 1-5-15

EX-3.2 3 fs10308ex3ii_newimage.htm BY-LAWS

BYLAWS

of

NEW IMAGE CONCEPTS, INC.

(the "Corporation")

ARTICLE I: MEETINGS OF SHAREHOLDERS

Section 1 - Annual Meetings

The annual meeting of the shareholders of the Corporation shall be held at the time fixed, from time to time, by the Board of Directors.

Section 2 - Special Meetings

Special meetings of the shareholders may be called by the Board of Directors or such person or persons authorized by the Board of Directors.

Section 3 - Place of Meetings

Meetings of shareholders shall be held at the registered office of the Corporation, or at such other places, within or without the State of Nevada as the Board of Directors may from time to time fix.

Section 4 - Notice of Meetings

A notice convening an annual or special meeting which specifies the place, day, and hour of the meeting, and the general nature of the business of the meeting, must be faxed, personally delivered or mailed postage prepaid to each shareholder of the Corporation entitled to vote at the meeting at the address of the shareholder as it appears on the stock transfer ledger of the Corporation, at least ten (10) days prior to the meeting. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, a shareholder will not invalidate the proceedings at that meeting.

Section 5 - Action Without a Meeting

Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting, without prior notice and without a vote if written consents are signed by shareholders representing a majority of the shares entitled to vote at such a meeting, except however, if a different proportion of voting power is required by law, the Articles of Incorporation or these Bylaws, than that proportion of written consents is required. Such written consents must be filed with the minutes of the proceedings of the shareholders of the Corporation.

Section 6 - Quorum

a) No business, other than the election of the chairman or the adjournment of the meeting, will be transacted at an annual or special meeting unless a quorum of shareholders, entitled to attend and vote, is present at the commencement of the meeting, but the quorum need not be present throughout the meeting.

b) Except as otherwise provided in these Bylaws, a quorum is two persons present and being, or representing by proxy, shareholders of the Corporation.

c) If within half an hour from the time appointed for an annual or special meeting a quorum is not present, the meeting shall stand adjourned to a day, time and place as determined by the chairman of the meeting.

Section 7 - Voting

Subject to a special voting rights or restrictions attached to a class of shares, each shareholder shall be entitled to one vote for each share of stock in his or her own name on the books of the corporation, whether represented in person or by proxy.

Section 8 - Motions

No motion proposed at an annual or special meeting need be seconded.

Section 9 - Equality of Votes

In the case of an equality of votes, the chairman of the meeting at which the vote takes place is not entitled to have a casting vote in addition to the vote or votes to which he may be entitled as a shareholder of proxyholder.

Section 10 - Dispute as to Entitlement to Vote

In a dispute as to the admission or rejection of a vote at an annual or special meeting, the decision of the chairman made in good faith is conclusive.

Section 11 - Proxy

a) Each shareholder entitled to vote at an annual or special meeting may do so either in person or by proxy. A form of proxy must be in writing under the hand of the appointor or of his or her attorney duly authorized in writing, or, if the appointor is a corporation, either under the seal of the corporation or under the hand of a duly authorized officer or attorney. A proxyholder need not be a shareholder of the Corporation.

b) A form of proxy and the power of attorney or other authority, if any, under which it is signed or a facsimiled copy thereof must be deposited at the registered office of the Corporation or at such other place as is specified for that purpose in the notice convening the meeting. In addition to any other method of depositing proxies provided for in these Bylaws, the Directors may from time to time by resolution make regulations relating to the depositing of proxies at a place or places and fixing the time or times for depositing the proxies not exceeding 48 hours (excluding Saturdays, Sundays and holidays) preceding the meeting or adjourned meeting specified in the notice calling a meeting of shareholders.

ARTICLE II: BOARD OF DIRECTORS

Section 1 - Number, Term, Election and Qualifications

a) The first Board of Directors of the Corporation, and all subsequent Boards of the Corporation, shall consist of not less than one (1) and not more than nine (9) directors. The number of Directors may be fixed and changed from time to time by ordinary resolution of the shareholders of the Corporation.

b) The first Board of Directors shall hold office until the first annual meeting of shareholders and until their successors have been duly elected and qualified or until there is a decrease in the number of directors. Thereinafter, Directors will be elected at the annual meeting of shareholders and shall hold office until the annual meeting of the shareholders next succeeding his or her election, or until his or her prior death, resignation or removal. Any Director may resign at any time upon written notice of such resignation to the Corporation.

c) A casual vacancy occurring in the Board may be filled by the remaining Directors.

d) Between successive annual meetings, the Directors have the power to appoint one or more additional Directors but not more than 1/2 of the number of Directors fixed at the last shareholder meeting at which Directors were elected. A Director so appointed holds office only until the next following annual meeting of the Corporation, but is eligible for election at that meeting. So long as he or she is an additional Director, the number of Directors will be increased accordingly.

e) A Director is not required to hold a share in the capital of the Corporation as qualification for his or her office.

Section 2 - Duties, Powers and Remuneration

a) The Board of Directors shall be responsible for the control and management of the business and affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except for those powers conferred upon or reserved for the shareholders or any other persons as required under Nevada state law, the Corporation's Articles of Incorporation or by these Bylaws.

b) The remuneration of the Directors may from time to time be determined by the Directors or, if the Directors decide, by the shareholders.

Section 3 - Meetings of Directors

a) The President of the Corporation shall preside as chairman at every meeting of the Directors, or if the President is not present or is willing to act as chairman, the Directors present shall choose one of their number to be chairman of the meeting.

b) The Directors may meet together for the dispatch of business, and adjourn and otherwise regulate their meetings as they think fit. Questions arising at a meeting must be decided by a majority of votes. In case of an equality of votes the chairman does not have a second or casting vote. Meetings of the Board held at regular intervals may be held at the place and time upon the notice (if any) as the Board may by resolution from time to time determine.

c) A Director may participate in a meeting of the Board or of a committee of the Directors using conference telephones or other communications facilities by which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this Bylaw is deemed to be present at the meeting and to have so agreed. Such Director will be counted in the quorum and entitled to speak and vote at the meeting.

d) A Director may, and the Secretary on request of a Director shall, call a meeting of the Board. Reasonable notice of the meeting specifying the place, day and hour of the meeting must be given by mail, postage prepaid, addressed to each of the Directors and alternate Directors at his or her address as it appears on the books of the Corporation or by leaving it at his or her usual business or residential address or by telephone, facsimile or other method of transmitting legibly recorded messages. It is not necessary to give notice of a meeting of Directors to a Director immediately following a shareholder meeting at which the Director has been elected, or is the meeting of Directors at which the Director is appointed.

e) A Director of the Corporation may file with the Secretary a document executed by him waiving notice of a past, present or future meeting or meetings of the Directors being, or required to have been, sent to him and may at any time withdraw the waiver with respect to meetings held thereafter. After filing such waiver with respect to future meetings and until the waiver is withdrawn no notice of a meeting of Directors need be given to the Director. All meetings of the Directors so held will be deemed not to be improperly called or constituted by reason of notice not having been given to the Director.

f) The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and if not so fixed is a majority of the Directors or, if the number of Directors is fixed at one, is one Director.

g) The continuing Directors may act notwithstanding a vacancy in their body but, if and so long as their number is reduced below the number fixed pursuant to these Bylaws as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a shareholder meeting of the Corporation, but for no other purpose.

h) All acts done by a meeting of the Directors, a committee of Directors, or a person acting as a Director, will, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of the Directors, shareholders of the committee or person acting as a Director, or that any of them were disqualified, be as valid as if the person had been duly elected or appointed and was qualified to be a Director.

i) A resolution consented to in writing, whether by facsimile or other method of transmitting legibly recorded messages, by all of the Directors is as valid as if it had been passed at a meeting of the Directors duly called and held. A resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution must be filed with the minutes of the proceedings of the directors and is effective on the date stated on it or on the latest date stated on a counterpart.

j) All Directors of the Corporation shall have equal voting power.

Section 4 - Removal

One or more or all the Directors of the Corporation may be removed with or without cause at any time by a vote of two-thirds of the shareholders entitled to vote thereon, at a special meeting of the shareholders called for that purpose.

Section 5 - Committees

a) The Directors may from time to time by resolution designate from among its members one or more committees, and alternate members thereof, as they deem desirable, each consisting of one or more members, with such powers and authority (to the extent permitted by law and these Bylaws) as may be provided in such resolution. Unless the Articles of Incorporation or Bylaws state otherwise, the Board of Directors may appoint natural persons who are not Directors to serve on such committees authorized herein. Each such committee shall serve at the pleasure of the Board of Directors and unless otherwise stated by law, the Certificate of Incorporation of the Corporation or these Bylaws, shall be governed by the rules and regulations stated herein regarding the Board of Directors.

b) Each Committee shall keep regular minutes of its transactions, shall cause them to be recorded in the books kept for that purpose, and shall report them to the Board at such times as the Board may from time to time require. The Board has the power at any time to revoke or override the authority given to or acts done by any Committee.

ARTICLE III: OFFICERS

Section 1 - Number, Qualification, Election and Term of Office

a) The Corporation's officers shall have such titles and duties as shall be stated in these Bylaws or in a resolution of the Board of Directors which is not inconsistent with these Bylaws. The officers of the Corporation shall consist of a president, secretary, treasurer, and also may have one or more vice presidents, assistant secretaries and assistant treasurers and such other officers as the Board of Directors may from time to time deem advisable. Any officer may hold two or more offices in the Corporation, and may or may not also act as a Director.

b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders.

c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his or her election, and until his or her successor shall have been duly elected and qualified, subject to earlier termination by his or her death, resignation or removal.

Section 2 - Resignation

Any officer may resign at any time by giving written notice of such resignation to the Corporation.

Section 3 - Removal

Any officer appointed by the Board of Directors may be removed by a majority vote of the Board, either with or without cause, and a successor appointed by the Board at any time, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

Section 4 - Remuneration

The remuneration of the Officers of the Corporation may from time to time be determined by the Directors or, if the Directors decide, by the shareholders.

Section 5 - Conflict of Interest

Each officer of the Corporation who holds another office or possesses property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as an officer of the Corporation shall, in writing, disclose to the President the fact and the nature, character and extent of the conflict.

ARTICLE V: SHARES OF STOCK

Section 1 - Certificate of Stock

a) The shares of the Corporation shall be represented by certificates or shall be uncertificated shares.

b) Certificated shares of the Corporation shall be signed, either manually or by facsimile, by officers or agents designated by the Corporation for such purposes, and shall certify the number of shares owned by the shareholder in the Corporation. Whenever any certificate is countersigned or otherwise authenticated by a transfer agent or transfer clerk, and by a registrar, then a facsimile of the signatures of the officers or agents, the transfer agent or transfer clerk or the registrar of the Corporation may be printed or lithographed upon the certificate in lieu of the actual signatures.

If the Corporation uses facsimile signatures of its officers and agents on its stock certificates, it cannot act as registrar of its own stock, but its transfer agent and registrar may be identical if the institution acting in those dual capacities countersigns or otherwise authenticates any stock certificates in both capacities. If any officer who has signed or whose facsimile signature has been placed upon such certificate, shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.

c) If the Corporation issued uncertificated shares as provided for in these Bylaws, within a reasonable time after the issuance or transfer of such uncertificated shares, and at least annually thereafter, the Corporation shall send the shareholder a written statement certifying the number of shares owned by such shareholder in the Corporation.

d) Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

e) If a share certificate:

(i) is worn out or defaced, the Directors shall, upon production to them of the certificate and upon such other terms, if any, as they may think fit, order the certificate to be cancelled and issue a new certificate;

(ii) is lost, stolen or destroyed, then upon proof being given to the satisfaction of the Directors and upon and indemnity, if any being given, as the Directors think adequate, the Directors shall issue a new certificate; or

(iii) represents more than one share and the registered owner surrenders it to the Corporation with a written request that the Corporation issue in his or her name two or more certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the certificate so surrendered, the Corporation shall cancel the certificate so surrendered and issue new certificates in accordance with such request.

Section 2 - Transfers of Shares

a) Transfers or registration of transfers of shares of the Corporation shall be made on the stock transfer books of the Corporation by the registered holder thereof, or by his or her attorney duly authorized by a written power of attorney; and in the case of shares represented by certificates, only after the surrender to the Corporation of the certificates representing such shares with such shares properly endorsed, with such evidence of the authenticity of such endorsement, transfer, authorization and other matters as the Corporation may reasonably require, and the payment of all stock transfer taxes due thereon.

b) The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

Section 3 - Record Date

a) The Directors may fix in advance a date, which must not be more than 60 days permitted by the preceding the date of a meeting of shareholders or a class of shareholders, or of the payment of a dividend or of the proposed taking of any other proper action requiring the determination of shareholders as the record date for the determination of the shareholders entitled to notice of, or to attend and vote at, a meeting and an adjournment of the meeting, or entitled to receive payment of a dividend or for any other proper purpose and, in such case, notwithstanding anything in these Bylaws, only shareholders of records on the date so fixed will be deemed to be the shareholders for the purposes of this Bylaw.

b) Where no record date is so fixed for the determination of shareholders as provided in the preceding Bylaw, the date on which the notice is mailed or on which the resolution declaring the dividend is adopted, as the case may be, is the record date for such determination.

Section 4 - Fractional Shares

Notwithstanding anything else in these Bylaws, the Corporation, if the Directors so resolve, will not be required to issue fractional shares in connection with an amalgamation, consolidation, exchange or conversion. At the discretion of the Directors, fractional interests in shares may be rounded to the nearest whole number, with fractions of 1/2 being rounded to the next highest whole number, or may be purchased for cancellation by the Corporation for such consideration as the Directors determine. The Directors may determine the manner in which fractional interests in shares are to be transferred and delivered to the Corporation in exchange for consideration and a determination so made is binding upon all shareholders of the Corporation. In case shareholders having fractional interests in shares fail to deliver them to the Corporation in accordance with a determination made by the Directors, the Corporation may deposit with the Corporation's Registrar and Transfer Agent a sum sufficient to pay the consideration payable by the Corporation for the fractional interests in shares, such deposit to be set aside in trust for such shareholders. Such setting aside is deemed to be payment to such shareholders for the fractional interests in shares not so delivered which will thereupon not be considered as outstanding and such shareholders will not be considered to be shareholders of the Corporation with respect thereto and will have no right except to receive payment of the money so set aside and deposited upon delivery of the certificates for the shares held prior to the amalgamation, consolidation, exchange or conversion which result in fractional interests in shares.

ARTICLE VI: DIVIDENDS

a) Dividends may be declared and paid out of any funds available therefor, as often, in such amounts, and at such time or times as the Board of Directors may determine and shares may be issued pro rata and without consideration to the Corporation's shareholders or to the shareholders of one or more classes or series.

b) Shares of one class or series may not be issued as a share dividend to shareholders of another class or series unless such issuance is in accordance with the Articles of Incorporation and:

(i) a majority of the current shareholders of the class or series to be issued approve the issue; or

(ii) there are no outstanding shares of the class or series of shares that are authorized to be issued as a dividend.

ARTICLE VII: BORROWING POWERS

a) The Directors may from time to time on behalf of the Corporation:

(i) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit,

(ii) issue bonds, debentures and other debt obligations either outright or as security for liability or obligation of the Corporation or another person, and

(iii) mortgage, charge, whether by way of specific or floating charge, and give other security on the undertaking, or on the whole or a part of the property and assets of the Corporation (both present and future).

b) A bond, debenture or other debt obligation of the Corporation may be issued at a discount, premium or otherwise, and with a special privilege as to redemption, surrender, drawing, allotment of or conversion into or exchange for shares or other securities, attending and voting at shareholder meetings of the Corporation, appointment of Directors or otherwise, and may by its terms be assignable free from equities between the Corporation and the person to whom it was issued or a subsequent holder thereof, all as the Directors may determine.

ARTICLE VIII: FISCAL YEAR

The fiscal year end of the Corporation shall be fixed, and shall be subject to change, by the Board of Directors from time to time, subject to applicable law.

ARTICLE IX: CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be prescribed and altered, from time to time, by the Board of Directors. The use of a seal or stamp by the Corporation on corporate documents is not necessary and the lack thereof shall not in any way affect the legality of a corporate document.

ARTICLE X: AMENDMENTS

Section 1 - By Shareholders

All Bylaws of the Corporation shall be subject to alteration or repeal, and new Bylaws may be made by a majority vote of the shareholders at any annual meeting or special meeting called for that purpose.

Section 2 - By Directors

The Board of Directors shall have the power to make, adopt, alter, amend and repeal, from time to time, Bylaws of the Corporation.

ARTICLE XI: DISCLOSURE OF INTEREST OF DIRECTORS

a) A Director who is, in any way, directly or indirectly interested in an existing or proposed contract or transaction with the Corporation or who holds an office or possesses property whereby, directly or indirectly, a duty or interest might be created to conflict with his or her duty or interest as a Director, shall declare the nature and extent of his or her interest in such contract or transaction or of the conflict with his or her duty and interest as a Director, as the case may be.

b) A Director shall not vote in respect of a contract or transaction with the Corporation in which he is interested and if he does so his or her vote will not be counted, but he will be counted in the quorum present at the meeting at which the vote is taken. The foregoing prohibitions do not apply to:

(i) a contract or transaction relating to a loan to the Corporation, which a Director or a specified corporation or a specified firm in which he has an interest has guaranteed or joined in guaranteeing the repayment of the loan or part of the loan;

(ii) a contract or transaction made or to be made with or for the benefit of a holding corporation or a subsidiary corporation of which a Director is a director or officer;

(iii) a contract by a Director to subscribe for or underwrite shares or debentures to be issued by the Corporation or a subsidiary of the Corporation, or a contract, arrangement or transaction in which a Director is directly or indirectly interested if all the other Directors are also directly or indirectly interested in the contract, arrangement or transaction;

(iv) determining the remuneration of the Directors;

(v) purchasing and maintaining insurance to cover Directors against liability incurred by them as Directors; or

(vi) the indemnification of a Director by the Corporation.

c) A Director may hold an office or place of profit with the Corporation (other than the office of Auditor of the Corporation) in conjunction with his or her office of Director for the period and on the terms (as to remuneration or otherwise) as the Directors may determine. No Director or intended Director will be disqualified by his or her office from contracting with the Corporation either with regard to the tenure of any such other office or place of profit, or as vendor, purchaser or otherwise, and, no contract or transaction entered into by or on behalf of the Corporation in which a Director is interested is liable to be voided by reason thereof.

d) A Director or his or her firm may act in a professional capacity for the Corporation (except as Auditor of the Corporation), and he or his or her firm is entitled to remuneration for professional services as if he were not a Director.

e) A Director may be or become a director or other officer or employee of, or otherwise interested in, a corporation or firm in which the Corporation may be interested as a shareholder or otherwise, and the Director is not accountable to the Corporation for remuneration or other benefits received by him as director, officer or employee of, or from his or her interest in, the other corporation or firm, unless the shareholders otherwise direct.

ARTICLE XII: ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT

The Corporation shall, within sixty days after the filing of its Articles of Incorporation with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of incorporation occurs each year, file with the Secretary of State a list of its president, secretary and treasurer and all of its Directors, along with the post office box or street address, either residence or business, and a designation of its resident agent in the state of Nevada. Such list shall be certified by an officer of the Corporation.

ARTICLE XIII: INDEMNITY OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

a) The Directors shall cause the Corporation to indemnify a Director or former Director of the Corporation and the Directors may cause the Corporation to indemnify a director or former director of a corporation of which the Corporation is or was a shareholder and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or them including an amount paid to settle an action or satisfy a judgment inactive criminal or administrative action or proceeding to which he is or they are made a party by reason of his or her being or having been a Director of the Corporation or a director of such corporation, including an action brought by the Corporation or corporation. Each Director of the Corporation on being elected or appointed is deemed to have contracted with the Corporation on the terms of the foregoing indemnity.

b) The Directors may cause the Corporation to indemnify an officer, employee or agent of the Corporation or of a corporation of which the Corporation is or was a shareholder (notwithstanding that he is also a Director), and his or her heirs and personal representatives against all costs, charges and expenses incurred by him or them and resulting from his or her acting as an officer, employee or agent of the Corporation or corporation.

In addition the Corporation shall indemnify the Secretary or an Assistance Secretary of the Corporation (if he is not a full time employee of the Corporation and notwithstanding that he is also a Director), and his or her respective heirs and legal representatives against all costs, charges and expenses incurred by him or them and arising out of the functions assigned to the Secretary by the Corporation Act or these Articles and each such Secretary and Assistant Secretary, on being appointed is deemed to have contracted with the Corporation on the terms of the foregoing indemnity.

c) The Directors may cause the Corporation to purchase and maintain insurance for the benefit of a person who is or was serving as a Director, officer, employee or agent of the Corporation or as a director, officer, employee or agent of a corporation of which the Corporation is or was a shareholder and his or her heirs or personal representatives against a liability incurred by him as a Director, officer, employee or agent.

CERTIFIED TO BE THE BYLAWS OF:

NEW IMAGE CONCEPTS, INC.

per:

Syeda J. Mansur, Secretary

EX-3.16 2 ex3-16.htm

Exhibit 3.16

AMENDMENT TO

BYLAWS

of

BLINK CHARGING CO.

(the "Corporation")

(Effective as of January 29, 2018)

Section 6 is hereby amended and restated in its entirety as follows:

"Section 6 - Quorum.

a) No business, other than the election of the chairman or the adjournment of the meeting, will be transacted at an annual or special meeting unless a quorum of shareholders, entitled to attend and vote, is present at the commencement of the meeting, but the quorum need not be present throughout the meeting.

b) Except as otherwise provided in these Bylaws, the holders of thirty-three and 34/100 percent (33.34%) of the issued and outstanding shares of the Corporation entitled to vote at a meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business at a meeting of the corporation. If there is less than a quorum of holders of thirty-three and 34/100 percent (33.34%) of the issued and outstanding shares of the Corporation entitled to vote at a meeting so present or represented then the meeting may be adjourned to another time, or place, until a quorum is present, whereupon the meeting may be held, without further notice, except as required by law."

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20090845275-12
	Filing Date and Time 12/08/2009 4:47 PM
	Entity Number E0731622006-8

Certificate of Designation
(PURSUANT TO NRS 78.1955)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Certificate of Designation For Nevada Profit Corporations
(Pursuant to NRS 78.1955)

1. Name of corporation:

CAR CHARGING GROUP, INC.

2. By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.

CERTIFICATE OF DESIGNATIONS,

PREFERENCES AND RIGHTS OF

SERIES A CONVERTIBLE PREFERRED STOCK OF

CAR CHARGING GROUP, INC. (formerly, NEW IMAGE CONCEPTS, INC.)

Car Charging Group, Inc. (formerly, New Image Concepts, Inc.), a Nevada Corporation (the "Corporation"), DOES HEREBY CERTIFY:

3. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

4. Signature: (required)

X Donald Flores

Signature of Officer

Filing Fee: $175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Stock Designation
Revised: 3-6-09

CERTIFICATE OF DESIGNATIONS,

PREFERENCES AND RIGHTS OF

SERIES A CONVERTIBLE PREFERRED STOCK OF

CAR CHARGING GROUP, INC. (formerly, NEW IMAGE CONCEPTS, INC.)

Car Charging Group, Inc. (formerly, New Image Concepts, Inc.), a Nevada Corporation (the "Corporation"), **DOES HEREBY CERTIFY**:

Pursuant to authority expressly granted and vested in the Board of Directors of the Corporation by the provisions of the Corporation's Certificate of Incorporation, as amended, the Board of Directors adopted the following resolution on December 7, 2009 (i) authorizing a series of the Corporation's previously authorized 20,000,000 shares of preferred stock, par value $0.001 per share, and (ii) providing for the designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations or restrictions thereof, of 20,000,000 shares of Series A Convertible Preferred Stock of the Corporation, as follows:

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation by the Corporation's Certificate of Incorporation (the "Certificate of Incorporation") as amended, a series of Preferred Stock of the Corporation be, and it hereby is, created out of the 20,000,000 authorized but unissued shares of the capital preferred stock of the Corporation, such series to be designated Series A Convertible Preferred Stock (the "Series A Preferred Stock"), to consist of 20,000,000 shares, par value $0.001 per share, which shall have the following preferences, powers, designations and other special rights;

1. **Voting.** Holders of the Series A Preferred Stock shall have five (5) times that number of votes on all matters submitted to the shareholders that is equal to the number of shares of Common Stock (rounded to the nearest whole number) into which such holder's shares of Series A Preferred Stock are then convertible, as provided in Section 4, at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of such shareholders is effected.

2. **Dividends.** The holders of Series A Preferred Stock shall not be entitled to receive dividends paid on the Common Stock.

3. **Liquidation Preference.** Upon the liquidation, dissolution and winding up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation, whether from capital or from earnings available for distribution to its stockholders, before any amount shall be paid to the holders of common stock, eight times that sum available for distribution to common stock holders.

4.1 **Conversion**. At any time on or after the date of issuance, the holder of any such shares of Series A Preferred Stock may, at such holder's option, elect to convert (a "Conversion")

all or any portion of the shares of Series A Preferred Stock held by such person into a number of fully paid and non-assessable shares of Common Stock on a 2.5:1 basis (the "Conversion Rate"). In the event of a liquidation, dissolution or winding up of the Company, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Series A Preferred Stock. In the event of such a redemption or liquidation, dissolution or winding up, the Company shall provide to each holder of shares of Series A Preferred Stock notice of such redemption or liquidation, dissolution or winding up, which notice shall (i) be sent at least fifteen (15) days prior to the termination of the Conversion Rights (or, if the Company obtains lesser notice thereof, then as promptly as possible after the date that it has obtained notice thereof) and (ii) state the amount per share of Series A Preferred Stock that will be paid or distributed on such redemption or liquidation, dissolution or winding up, as the case may be.

No holder of Series A Preferred Stock shall be entitled to conduct a Conversion which would result in such shareholder beneficial owning more than 4.99% of the outstanding shares of Common Stock of the Company after such Conversion. For the purposes of the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and Rule 13d-3 thereunder. Subject to the foregoing, the Subscriber shall not be limited to aggregate conversions of only 4.99% and aggregate conversions by the Subscriber may exceed 4.99%. The Subscriber may increase the permitted beneficial ownership amount up to 9.99% upon and effective after 61 days prior written notice to the Company. Subscriber may allocate which of the equity of the Company deemed beneficially owned by Subscriber shall be included in the 4.99% amount described above and which shall be allocated to the excess above 4.99%.

4.2 **Adjustments to Conversion Rate and Certain Other Adjustments.** The Conversion Rate for the number of shares of Common Stock into which the Series A Preferred Stock shall be converted shall be subject to adjustment from time to time as hereinafter set forth, notice of which shall be promptly provided to the Series A Preferred Stock holders:

(a) Stock Dividends, Recapitalization, Reclassification, Split-Up. If, prior to or on the date of a Conversion, the number of outstanding shares of Common Stock is increased by a stock dividend payable in shares of Common Stock or any right to acquire Common Stock or by a split-up, recapitalization or reclassification of shares of Common Stock or other similar event, then, on the effective date thereof, the Conversion Rate will be adjusted so that the number of shares of Common Stock issuable on such Conversion shall be increased in proportion to such increase in outstanding shares of Common Stock.

(b) No Aggregation of Shares. If prior to or on the date of a Conversion, the number of outstanding shares of Common Stock is decreased by a consolidation, combination or reclassification of shares of Common Stock or other similar event, then, upon the effective date thereof, the number of shares of Common Stock issuable on Conversion shall not be decreased in proportion to such decrease in outstanding shares of Common Stock.

(c) Mergers or Consolidations. If at any time or from time to time prior to the date of a Conversion there is a merger, consolidation or similar capital reorganization of the Common Stock, then as a part of such capital reorganization, provision shall be made so that each holder of outstanding Series A Preferred Stock at the time of such Reorganization shall thereafter be entitled to receive, upon a Conversion, the number of shares of stock or other securities or

property of the Company to which a holder of the number of shares of Common Stock deliverable upon Conversion by such holder would be entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, the resulting or surviving corporation (if not the Company) shall expressly assume the obligations to deliver, upon the exercise of the conversion privilege, such securities or property as the holders of the Series A Preferred Stock remaining outstanding (or of other convertible preferred stock received by such holders in place thereof) shall be entitled to receive pursuant to the provisions hereof, and to make provisions for the protection of the conversion rights as provided above.

(d) Successive Changes. The provisions of this Section shall similarly apply to successive reclassifications, reorganizations, mergers or consolidations, sales or other transfers.

5. **Vote to Change the Terms of or Issue Series A Preferred Stock.** The affirmative vote at a meeting duly called for such purpose, or the written consent without a meeting, of the holders of not less than fifty-one percent (51%) of the then outstanding shares of Series A Preferred Stock shall be required for (i) any change to the Corporation's Articles of Incorporation that would amend, alter, change or repeal any of the preferences, limitations or relative rights of the Series A Preferred Stock, or (ii) any issuance of additional shares of Series A Preferred Stock.

6. Notices. In case at any time:

(a) the Corporation shall offer for subscription *pro rata* to the holders of its Common Stock any additional shares of stock of any class or other rights; or

(b) there shall be any Organic Change;

then, in any one or more of such cases, the Corporation shall give, by first class mail, postage prepaid, or by facsimile or by recognized overnight delivery service to non-U.S. residents, addressed to the Registered Holders of the Series A Preferred Stock at the address of each such Holder as shown on the books of the Corporation, (i) at least twenty (20) Trading Days prior written notice of the date on which the books of the Corporation shall close or a record shall be taken for such subscription rights or for determining rights to vote in respect of any such Organic Change and (ii) in the case of any such Organic Change, at least twenty (20) Trading Days' prior written notice of the date when the same shall take place. Such notice in accordance with the foregoing clause (i) shall also specify, in the case of any such subscription rights, the date on which the holders of Common Stock shall be entitled thereto, and such notice in accordance with clause (ii) shall also specify the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon such Organic Change.

7. **Record Owner**. The Corporation may deem the person in whose name shares of Series A Preferred Stock shall be registered upon the registry books of the Corporation to be, and may treat him as, the absolute owner of the Series A Preferred Stock for the purposes of conversion and for all other purposes, and the Corporation shall not be affected by any notice to the contrary. All such payments and such conversion shall be valid and effective to satisfy and

discharge the liabilities arising under this Certificate of Designations to the extent of the sum or sums so paid or the conversion so made.

8. Register. The Corporation shall maintain a transfer agent, which may be the transfer agent for the Common Stock or the Corporation itself, for the registration of the Series A Preferred Stock. Upon any transfer of shares of Series A Preferred Stock in accordance with the provisions hereof, the Corporation shall register or cause the transfer agent to register such transfer on the Stock Register.

150301

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
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Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20120824054-78
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	Entity Number E0731622006-8

Amendment to Certificate of Designation After Issuance of Class or Series

(PURSUANT TO NRS 78.1955)

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Certificate of Amendment to Certificate of Designation For Nevada Profit Corporations

(Pursuant to NRS 78.1955 - After Issuance of Class or Series)

1. Name of corporation:

Car Charging Group, Inc.

2. Stockholder approval pursuant to statute has been obtained.

3. The class or series of stock being amended:

Series A Convertible Preferred Stock

4. By a resolution adopted by the board of directors, the certificate of designation is being amended as follows or the new class or series is:

Pursuant to authority expressly granted and vested in the Board of Directors of the Corporation by the provisions of the Corporation's Certificate of Incorporation, as amended, the Board of Directors adopted the Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock on December 7, 2009 (i) authorizing a series of the Corporation's previously authorized 20,000,000 shares of preferred stock, par value $0.001 per share, and (ii) providing for the designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations or restrictions thereof, of 20,000,000 shares of Series A Convertible Preferred Stock of the Corporation (the "Original Certificate of Designation").

The Board of Directors of the Corporation and the Majority Shareholders of the Series A Convertible Preferred Stock wish to amend the Original Certificate of Designation. See Exhibit A attached hereto.

5. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

6. Signature: (required)

X _____

Signature of Officer

Filing Fee: $175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

EXHIBIT "A"

AMENDMENT NO. 1 TO CERTIFICATE OF DESIGNATIONS, PREFERENCES AND RIGHTS OF SERIES A CONVERTIBLE PREFERRED STOCK OF CAR CHARGING GROUP, INC. (formerly, NEW IMAGE CONCEPTS, INC.)

Car Charging Group, Inc. (formerly, New Image Concepts, Inc.), a Nevada Corporation (the "**Corporation**"), **DOES HEREBY CERTIFY:**

Pursuant to authority expressly granted and vested in the Board of Directors of the Corporation by the provisions of the Corporation's Certificate of Incorporation, as amended, the Board of Directors adopted the Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock on December 7, 2009 (i) authorizing a series of the Corporation's previously authorized 20,000,000 shares of preferred stock, par value $0.001 per share, and (ii) providing for the designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations or restrictions thereof, of 20,000,000 shares of Series A Convertible Preferred Stock of the Corporation (the "**Original Certificate of Designation**").

Recitals

WHEREAS, the Board of Directors of the Corporation and the Majority Shareholders of the Series A Convertible Preferred Stock wish to amend the Original Certificate of Designation.

Amendment

Section 1. Defined Terms. Unless otherwise indicated herein, all terms which are capitalized but are not otherwise defined herein shall have the meaning ascribed to them in the Original Certificate of Designation.

Section 2. Amendment to Original Certificate of Designation.

Section 4.1 "Conversion" of the Original Certificate of Designation is hereby amended and restated in its entirety as follows:

> "At any time on or after the date of issuance, the holder of any such shares of Series A Preferred Stock may, at such holder's option, elect to convert (a "Conversion") all or any portion of the shares of Series A Preferred Stock held by such person into a number of fully paid and non-assessable shares of Common Stock on a 2.5:1 basis (the "Conversion Rate"). In the event of a liquidation, dissolution or winding up of the Company, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Series A Preferred Stock. In the event of such a redemption or liquidation, dissolution or winding up, the Company shall provide to each holder of shares of Series A Preferred Stock notice of such redemption or liquidation, dissolution or winding up, which notice shall (i) be sent at least fifteen (15) days prior to the termination of the Conversion Rights (or, if the Company obtains lesser notice thereof, then as

promptly as possible after the date that it has obtained notice thereof) and (ii) state the amount per share of Series A Preferred Stock that will be paid or distributed on such redemption or liquidation, dissolution or winding up, as the case may be."

Section 3. Ratifications; Inconsistent Provisions. Except as otherwise expressly provided herein, the Original Certificate of Designation, is, and shall continue to be, in full force and effect and is hereby ratified and confirmed in all respects. Notwithstanding the foregoing to the contrary, to the extent that there is any inconsistency between the provisions of the Original Agreement and this Amendment, the provisions of this Amendment shall control and be binding.

Section 4. Counterparts. This Amendment may be executed in any number of counterparts, all of which will constitute one and the same instrument and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other party. Facsimile or other electronic transmission of any signed original document shall be deemed the same as delivery of an original.

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ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

150301

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20140827492-79
	Filing Date and Time 12/29/2014 11:43 AM
	Entity Number E0731622006-8

Amendment to Certificate of Designation After Issuance of Class or Series

(PURSUANT TO NRS 78.1955)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Certificate of Designation For Nevada Profit Corporations

(Pursuant to NRS 78.1955 - After Issuance of Class or Series)

1. Name of corporation:

Car Charging Group, Inc.

2. Stockholder approval pursuant to statute has been obtained.

3. The class or series of stock being amended:

Series A Convertible Preferred Stock

4. By a resolution adopted by the board of directors, the certificate of designation is being amended as follows or the new class or series is:

For so long as the shares of the Series C Preferred Stock remains issued and outstanding, this amendment to the Series A Convertible Preferred Stock (i) limits the Voting rights of the Series A shareholders to an as-converted basis; and (ii) removes the liquidation preference rights.

5. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

6. Signature: (required)

X

Signature of Officer

Filing Fee: $175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

CAR CHARGING GROUP, INC.

AMENDMENT NO. 2 TO
CERTIFICATE OF DESIGNATIONS, PREFERENCES AND RIGHTS
OF SERIES A CONVERTIBLE PREFERRED STOCK

Car Charging Group, Inc., a Nevada corporation (the "**Corporation**"), does hereby certify:

Pursuant to authority expressly granted and vested in the Board of Directors of the Corporation by the provisions of the Corporation's Certificate of Incorporation, as amended, the Board of Directors adopted the Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock on December 7, 2009 (i) authorizing a series of the Corporation's previously authorized 20,000,000 shares of preferred stock, par value $0.001 per share, and (ii) providing for the designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations or restrictions thereof, of 20,000,000 shares of Series A Convertible Preferred Stock of the Corporation, which was subsequently amended on December 6, 2012 (the "**Series A Certificate of Designation**").

Recitals

WHEREAS, the Board of Directors of the Corporation and the Majority Shareholders of the Series A Convertible Preferred Stock wish to amend the Series A Certificate of Designation.

WHEREAS, the Corporation has negotiated a financing transaction for the sale of shares of Series C Preferred Stock, par value $0.001, (the "**Series C Preferred Stock**") with certain investors (the "**Series C Financing**"). As a condition to that Series C Financing, the investors have required that the Series A Certificate of Designation be amended, for so long as the shares of the Series C Preferred Stock remains issued and outstanding, to (i) limit the Voting rights of the Series A shareholders to an as-converted basis; and (ii) remove the liquidation preference rights.

Amendment

1) Defined Terms. Unless otherwise indicated herein, all terms which are capitalized but are not otherwise defined herein shall have the meaning ascribed to them in the Series A Certificate of Designation.

2) Amendment to Series A Certificate of Designation.

Section 1"**Voting**" of the Series A Certificate of Designation is hereby amended and restated in its entirety as follows:

> For so long as the Series C Preferred Stock remains issued and outstanding and is not either redeemed or converted into shares of common stock, the Holders of the Series A Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by such Holder are convertible as of the record date for determining stockholders entitled to vote on such matter (the "Holder Votes"). Holders of Series A Preferred Stock shall vote together with the holders of Common Stock as a single class;

provided, however, that as long as any Series A Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of 60% of the then outstanding shares of the Series A Preferred Stock: (a) alter or change adversely the powers, preferences or rights given to the Preferred Stock or alter or amend this Certificate of Designation or the Articles of Incorporation; (b) issue any Series A Preferred Stock or, [except with issuance of Series C Preferred Stock] create, or authorize the creation of, any additional class or series of capital stock unless the same ranks junior to the Series A Preferred Stock with respect to the distribution of assets, the payment of dividends and redemption rights; (c) take any action which would be in breach of the Purchase Agreement; (d) reclassify, alter or amend any existing security of the Corporation that is junior to the Series A Preferred Stock in respect of the distribution of assets, the payment dividends, or redemption rights, if such reclassification, alteration or amendment would render such other security senior to or pari passu with the Series A Preferred Stock; or (e) enter into any agreement or commitment with respect to any of the foregoing.

At such time that the Series C Preferred Stock is either redeemed by the Corporation or converted to common stock and no shares of Series C Preferred Stock remain outstanding, the Board of Directors, in their sole discretion, shall have the right to reinstate the following voting rights (or such other preferential voting rights as the Board of Directors shall then determine): Holders of the Series A Preferred Stock shall have five (5) times that number of votes on all matters submitted to the shareholders that is equal to the number of shares of Common Stock (rounded to the nearest whole number) into which such holder's shares of Series A Preferred Stock are then convertible, as provided in Section 4, at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of such shareholders is effected.

Section 3. "Liquidation Preference" If the Series A Certificate of Designation is hereby amended and restated in its entirety as follows:

For so long as the Series C Preferred Stock remains issued and outstanding and is not either redeemed or converted into shares of common stock, shareholders of the Series A Preferred Stock shall not have a liquidation preference and shall be treated on an as-converted to common stock basis for any liquidation rights that may be asserted.

At such time that the Series C Preferred Stock is either redeemed by the Corporation or converted to common stock and no shares of Series C Preferred Stock remain outstanding, the Board of Directors, in their sole discretion, shall have the right to reinstate the following liquidation preference (or such other liquidation preference as the

Board of Directors shall then determine): Upon the liquidation, dissolution and winding up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation, whether from capital or from earnings available for distribution to its stockholders, before any amount shall be paid to the holders of common stock, eight times that sum available for distribution to common stock holders.

3) Ratification; Inconsistent Provisions. Except as otherwise expressly provided herein, the Series A Certificate of Designation is, and shall continue to be, in full force and effect and is hereby ratified and confirmed in all respects. Notwithstanding the foregoing to the contrary, to the extent that there is any inconsistency between the provisions of the Series A Certificate of Designation and this Amendment, the provisions of this Amendment shall control and be binding.

4) Lost or Mutilated Preferred Stock Certificate. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered Holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Series A Preferred Stock, and in the case of any such loss, theft or destruction upon receipt of indemnity reasonably satisfactory to the Corporation (provided that if the Holder is a financial institution or other institutional investor its own agreement will be satisfactory) or in the case of any such mutilation upon surrender of such certificate, the Corporation will, at its expense, execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such class represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

5) Headings. The headings contained herein are for convenience only and will not be deemed to limit or affect any of the provisions hereof.

RESOLVED, FURTHER, that the chairman, chief executive officer, chief financial officer, president or any vice-president, and the secretary or any assistant secretary, of the Corporation be and they hereby are authorized and directed to prepare and file this Amendment to the Series A Certificate of Designation of Preferences, Rights and Limitations in accordance with the foregoing resolution and the provisions of Nevada law.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 29th day of December, 2014.

Signed: _____
Name: Michael D. Farkas
Title: Chief Executive Officer

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20140821939-59
	Filing Date and Time 12/23/2014 12:31 PM
	Entity Number E0731622006-8

Certificate of Designation
(PURSUANT TO NRS 78.1955)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Certificate of Designation For Nevada Profit Corporations (Pursuant to NRS 78.1955)

1. Name of corporation:

Car Charging Group, Inc.

2. By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.

Providing for the designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations or restrictions thereof, of 250,000 shares of Series C Convertible Preferred Stock of the Corporation.

3. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

4. Signature: (required)

X

Signature of Officer

Filing Fee: $175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Stock Designation
Revised: 3-6-09

EXECUTION COPY

CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES C PREFERRED STOCK OF CAR CHARGING GROUP, INC.[1]

PURSUANT TO SECTIONS 78.195 AND 78.1955 OF THE NEVADA REVISED STATUTES

Car Charging Group, Inc., a Nevada Corporation (the "Corporation"), **DOES HEREBY CERTIFY:**

Pursuant to authority expressly granted and vested in the Board of Directors of the Corporation by the provisions of the Corporation's Articles of Incorporation, as amended, and in accordance with the provisions of Sections 78.195 and 78.1955 of the Nevada Revised Statutes, the Board of Directors adopted the following resolution on December 23, 2014 providing for the designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations or restrictions thereof, of 250,000 shares of Series C Convertible Preferred Stock of the Corporation, as follows:

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation by the Corporation's Articles of Incorporation (the "Articles of Incorporation") as amended, a series of Preferred Stock of the Corporation be, and it hereby is, created out of the 17,500,000 authorized but undesignated shares of the capital preferred stock of the Corporation, such series to be designated Series C Preferred Stock (the "Series C Preferred Stock"), to consist of 250,000 shares, par value $0.001 per share, which shall have the following preferences, powers, designations and other special rights;

TERMS OF SERIES C PREFERRED STOCK

Section 1. Definitions. For the purposes hereof, the following terms shall have the following meanings:

"2013 Transactions" shall have the meaning set forth in the Purchase Agreement.

"Affiliate" means any Person that, directly or indirectly through one or more intermediaries, controls or is controlled by or is under common control with a Person, as such terms are used in and construed under Rule 405 of the Securities Act.

"Alternate Consideration" shall have the meaning set forth in Section 8(e).

"Beneficial Ownership Limitation" shall have the meaning set forth in Section 6(d).

"Business Day" means any day except any Saturday, any Sunday, any day which is a federal legal holiday in the United States or any day on which banking institutions in the State of New York are authorized or required by law or other governmental action to close.

"Cash Dividend Rate" shall have the meaning set forth in Section 3(a).

"Closing" means the closing of the purchase and sale of the Securities pursuant to Section 2.1 of the Purchase Agreement.

"Closing Date" means the Trading Day on which all of the Transaction Documents have been executed and delivered by the applicable parties thereto and all conditions precedent to (i) each Holder's obligations to pay the Subscription Amount and (ii) the Corporation's obligations to deliver the Securities have been satisfied or waived.

"Commission" means the United States Securities and Exchange Commission.

"Common Stock" means the Corporation's common stock, par value $0.001 per share, and stock of any other class of securities into which such securities may hereafter be reclassified or changed.

"Common Stock Equivalents" means any securities of the Corporation or the Subsidiaries which would entitle the holder thereof to acquire at any time Common Stock, including, without limitation, any debt, preferred stock, rights, options, warrants or other instrument that is at any time convertible into or exercisable or exchangeable for, or otherwise entitles the holder thereof to receive, Common Stock.

"Conversion Amount" means the sum of the Stated Value at issue.

"Conversion Date" shall have the meaning set forth in Section 6(a).

"Conversion Price" shall have the meaning set forth in Section 6(b).

"Conversion Shares" means, collectively, the shares of Common Stock issuable upon conversion of the shares of Preferred Stock in accordance with the terms hereof.

"Corporation Redemption Request" shall have the meaning set forth in Section 7(b).

"Escrow Agreement" shall have the meaning set forth in the Purchase Agreement.

"Escrow Funds" shall have the meaning set forth in the Purchase Agreement.

"Exchange Act" means the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

"Fundamental Transaction" shall have the meaning set forth in Section 8(e).

"GAAP" means United States generally accepted accounting principles.

"Holder" shall have the meaning set forth Section 2.

"Holder Redemption Request" shall have the meaning set forth in Section 7(a).

"Junior Securities" means the Common Stock and all other Common Stock Equivalents of the Corporation other than those securities which are explicitly senior or *pari passu* to the Preferred Stock in dividend rights or liquidation preference.

"Liquidation" shall have the meaning set forth in Section 5.

"New York Courts" shall have the meaning set forth in Section 9(d).

"Notice of Conversion" shall have the meaning set forth in Section 6(a).

"Optional Redemption Amount" shall have the meaning set forth in Section 7(b).

"Original Issue Date" means the date of the first issuance of any shares of the Preferred Stock regardless of the number of transfers of any particular shares of Preferred

Stock and regardless of the number of certificates which may be issued to evidence such Preferred Stock.

"Person" means an individual or corporation, partnership, trust, incorporated or unincorporated association, joint venture, limited liability company, joint stock company, government (or an agency or subdivision thereof) or other entity of any kind.

"PIK" shall have the meaning set forth in Section 3(a).

"PIK Dividend Rate" shall have the meaning set forth in Section 3(a).

"PIK Shares" shall have the meaning set forth in Section 3(a).

"Preferred Stock" shall have the meaning set forth in Section 2.

"Purchase Agreement" means the Securities Purchase Agreement, dated as of the Original Issue Date, among the Corporation and the original Holders, as amended, modified or supplemented from time to time in accordance with its terms.

"Qualified Transaction" shall have the meaning set forth in Section 7(b)(i)(2).

"Registration Rights Agreement" means the Registration Rights Agreement, dated as of the date of the Purchase Agreement, among the Corporation and the original holders of the Preferred Stock, in the form of Exhibit B attached to the Purchase Agreement.

"Registration Statement" shall have the meaning set forth in the Purchase Agreement.

"Rule 424" means Rule 424 promulgated by the Commission pursuant to the Securities Act, as such Rule may be amended or interpreted from time to time, or any similar rule or regulation hereafter adopted by the Commission having substantially the same purpose and effect as such Rule.

"Securities" means the Preferred Stock, the Conversion Shares, the Warrants and the Warrant Shares.

"Securities Act" means the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

"Share Delivery Date" shall have the meaning set forth in Section 6(c).

"Stated Value" shall have the meaning set forth in Section 2.

"Subscription Amount" shall mean, as to each Holder, the aggregate amount to be paid for the Preferred Stock and Warrants purchased pursuant to the Purchase Agreement as specified below such Holder's name on the signature page of the Purchase Agreement and next to the heading "Subscription Amount," in United States dollars and in immediately available funds.

"Subsidiary" means any subsidiary of the Corporation as set forth on Schedule 3.1(a) of the Purchase Agreement and shall, where applicable, also include any direct or indirect subsidiary of the Corporation formed or acquired after the date of the Purchase Agreement.

"Successor Entity" shall have the meaning set forth in Section 8(e).

"Trading Day" means a day on which the principal Trading Market is open for business.

"Trading Market" means any of the following markets or exchanges on which the Common Stock is listed or quoted for trading on the date in question: the NYSE MKT, the Nasdaq Capital Market, the Nasdaq Global Market, the Nasdaq Global Select Market, the New York Stock Exchange or the OTC Markets (or any successors to any of the foregoing).

"Transaction Documents" means this Certificate of Designation, the Purchase Agreement, the Warrants, the Registration Rights Agreement, the Escrow Agreement, all exhibits and schedules thereto and hereto and any other documents or agreements executed in connection with the transactions contemplated pursuant to the Purchase Agreement.

"Transfer Agent" means Worldwide Stock Transfer, LLC, the current transfer agent of the Company, with a mailing address of 433 Hackensack Avenue, Hackensack, New Jersey 07601 and a facsimile number of (201) 820-2010, and any successor transfer agent of the Company.

"VWAP" shall mean, for any date, the price determined by the first of the following clauses that applies: (a) if the Common Stock is then listed or quoted on a

Trading Market, the daily volume weighted average price of the Common Stock for such date (or the nearest preceding date) on the Trading Market on which the Common Stock is then listed or quoted as reported by Bloomberg L.P. (based on a Trading Day from 9:30 a.m. (New York City time) to 4:02 p.m. (New York City time)), (b) if the OTC Bulletin Board is not a Trading Market, the volume weighted average price of the Common Stock for such date (or the nearest preceding date) on the OTC Bulletin Board, (c) if the Common Stock is not then listed or quoted for trading on the OTC Bulletin Board and if prices for the Common Stock are then reported in the "Pink Sheets" published by OTC Markets, Inc. (or a similar organization or agency succeeding to its functions of reporting prices), the most recent bid price per share of the Common Stock so reported, or (d) in all other cases, the fair market value of a share of Common Stock as determined by an independent appraiser selected in good faith by the Purchasers of a majority in interest of the shares then outstanding and reasonably acceptable to the Corporation, the fees and expenses of which shall be paid by the Corporation.

"Warrants" means, collectively, the Common Stock purchase warrants delivered to the Purchasers at the Closing in accordance with Section 2.2(a) of the Purchase Agreement in the form of Exhibit C attached to the Purchase Agreement.

"Warrant Shares" means the shares of Common Stock issuable upon exercise of the Warrants.

Section 2. Designation, Amount and Par Value. The series of preferred stock shall be designated as its Series C Preferred Stock (the "Preferred Stock") and the number of shares so designated shall be up to 250,000 (which shall not be subject to increase without the written consent of all of the holders of the Preferred Stock (each, a "Holder" and collectively, the "Holders")). Each share of Preferred Stock shall have a par value of $0.001 per share and a stated value equal to $100, subject to increase set forth in Section 3 below (the "Stated Value").

Section 3. Dividends.

a) Holders shall be entitled to receive, as, when, and if declared by the Board, out of funds legally available therefor, quarterly cumulative dividends payable either, at the Corporation's sole discretion: (i) in kind in additional Preferred Shares ("PIK Shares") or (ii) in cash. In the event of a cash dividend, the dividend rate shall be 2.00% on the Stated Value (subject to the adjustments in Section 8(a)) (the "Cash Dividend Rate"), compounded quarterly. In the event of a payment-in-kind ("PIK"), the dividend rate shall be 2.50% on the Stated Value (subject to the adjustments in Section 8(a)) (the "PIK Dividend Rate"), compounded quarterly. Such dividends shall begin to accrue and shall accumulate (to the extent not otherwise declared

and paid as set forth above) at the PIK Dividend Rate (unless the Corporation elects to pay in cash) on each share of Preferred Stock from the date of issuance of such share of Preferred Stock, whether or not declared.

b) Any dividends accrued and unpaid for a period of thirty days after such dividend is due shall be considered a PIK dividend.

c) Board may fix a record date for the determination of Holders entitled to receive payment of the dividends payable pursuant to this Section 3(a), which record date shall not be more than 60 days nor less than 10 days prior to the date on which any such dividend is paid.

d) All dividends paid with respect to shares of Preferred Stock shall be paid pro rata to the Holders entitled thereto.

e) Holders shall also be entitled to receive, and the Corporation shall pay, dividends on shares of Preferred Stock (including PIK Shares) equal (on an as-if-converted-to-Common-Stock basis) to and in the same form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock.

f) The Corporation shall pay accrued and unpaid dividends in cash only (not in PIK Shares) in connection with any redemption or Liquidation as provided herein.

g) The Corporation shall not declare, pay or set aside any cash dividends on shares of any other class or series of capital stock of the Corporation while the Preferred Stock remains outstanding.

Section 4. Voting Rights.

(a) On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each Holder shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Preferred Stock held by such Holder are convertible as of the record date for determining stockholders entitled to vote on such matter (the "Holder Votes"). In the event that, based on the number of Holder Votes such Holder would be deemed an Affiliate of the Corporation, the number of Holder Votes will be limited to such quantity whereby such Holder shall not be deemed an Affiliate and the number of votes will remain under the Beneficial Ownership Limitation. Except as provided by law or by the other provisions of the Articles of Incorporation, Holders of Preferred Stock shall vote

together with the holders of Common Stock as a single class; *provided, however*, that as long as any Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of 60% of the then outstanding shares of the Preferred Stock: (a) alter or change adversely the powers, preferences or rights given to the Preferred Stock or alter or amend this Certificate of Designation or the Articles of Incorporation; (b) issue any Series B Preferred Stock or create, or authorize the creation of, any additional class or series of capital stock unless the same ranks junior to the Preferred Stock with respect to the distribution of assets, the payment of dividends and redemption rights; (c) take any action which would be in breach of the Purchase Agreement; (d) reclassify, alter or amend any existing security of the Corporation that is junior to the Preferred Stock in respect of the distribution of assets, the payment dividends, or redemption rights, if such reclassification, alteration or amendment would render such other security senior to or pari passu with the Preferred Stock; or (e) enter into any agreement or commitment with respect to any of the foregoing.

(b) The Holders of Preferred Stock, exclusively and as a separate class, shall be entitled to elect one director of the Corporation. Any director elected as provided in the preceding sentence may be removed without cause by, and only by, the affirmative vote of the holders of the shares of the Preferred Stock, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders. If the Holders fail to elect a director then such directorship not so filled shall remain vacant until such time as the Holders elect a person to fill such directorship.

Section 5. Liquidation. Upon any Fundamental Transaction or liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the Holders shall be entitled to receive out of the assets, whether capital or surplus, of the Corporation an amount in cash equal to the Stated Value, plus any accrued and unpaid dividends thereon at the Cash Dividend Rate and any other fees or liquidated damages then due and owing thereon under this Certificate of Designation, for each share of Preferred Stock before any distribution or payment shall be made to the holders of Series A Preferred Stock, any Junior Securities, and if the assets of the Corporation shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the Holders shall be ratably distributed among the Holders in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full. After payment of the Stated Value, plus any accrued and unpaid dividends thereon, to each Holder, the remaining balance of any proceeds from the Liquidation shall be allocated to the Holders, holders of Series A Preferred Stock and holders of any Common Stock on an as-if-converted-to-Common-Stock basis. The Corporation shall mail written notice of any such Liquidation, not less than 45 days prior to the payment date stated therein, to each Holder.

Section 6. Conversion.

a) Conversions at Option of Holder. Each share of Preferred Stock shall be convertible, at any time and from time to time from and after the Original Issue Date at the option of the Holder thereof, into that number of shares of Common Stock (as adjusted as provided herein and subject to the limitations set forth in Section 6(d)) determined by dividing the Stated Value of such share of Preferred Stock by the Conversion Price. Holders shall effect conversions by providing the Corporation with the form of conversion notice attached hereto as Annex A (a "Notice of Conversion"). Each Notice of Conversion shall specify the number of shares of Preferred Stock to be converted, the number of shares of Preferred Stock owned prior to the conversion at issue, the number of shares of Preferred Stock owned subsequent to the conversion at issue and the date on which such conversion is to be effected, which date may not be prior to the date the applicable Holder delivers by facsimile such Notice of Conversion to the Corporation (such date, the "Conversion Date"). If no Conversion Date is specified in a Notice of Conversion, the Conversion Date shall be the date that such Notice of Conversion to the Corporation is deemed delivered hereunder. No ink-original Notice of Conversion shall be required, nor shall any medallion guarantee (or other type of guarantee or notarization) of any Notice of Conversion form be required. The calculations and entries set forth in the Notice of Conversion shall control in the absence of manifest or mathematical error. To effect conversions of shares of Preferred Stock, a Holder shall not be required to surrender the certificate(s) representing the shares of Preferred Stock to the Corporation unless all of the shares of Preferred Stock represented thereby are so converted, in which case such Holder shall deliver the certificate representing such shares of Preferred Stock promptly following the Conversion Date at issue. Shares of Preferred Stock converted into Common Stock or redeemed in accordance with the terms hereof shall be canceled and shall not be reissued.

b) Conversion Price. The conversion price for the Preferred Stock shall equal $0.70, subject to adjustment herein (the "Conversion Price").

c) Mechanics of Conversion

i. Delivery of Conversion Shares Upon Conversion. Not later than three (3) Trading Days after each Conversion Date (the "Share Delivery Date"), the Corporation shall deliver, or cause to be delivered, to the converting Holder the number of Conversion Shares being acquired upon the conversion of the Preferred Stock which shall be free of restrictive legends and trading restrictions The Corporation shall deliver the Conversion Shares required to be delivered by the Corporation under this Section 6 electronically through the Depository Trust

Company or another established clearing corporation performing similar functions.

ii. Failure to Deliver Conversion Shares. If, in the case of any Notice of Conversion, such Conversion Shares are not delivered to or as directed by the applicable Holder by the Share Delivery Date, the Holder shall be entitled to elect by written notice to the Corporation at any time on or before its receipt of such Conversion Shares, to rescind such Conversion, in which event the Corporation shall promptly return to the Holder any original Preferred Stock certificate delivered to the Corporation and the Holder shall promptly return to the Corporation the Conversion Shares issued to such Holder pursuant to the rescinded Conversion Notice.

iii. Obligation Absolute; Partial Liquidated Damages. The Corporation's obligation to issue and deliver the Conversion Shares upon conversion of Preferred Stock in accordance with the terms hereof are absolute and unconditional, irrespective of any action or inaction by a Holder to enforce the same, any waiver or consent with respect to any provision hereof, the recovery of any judgment against any Person or any action to enforce the same, or any setoff, counterclaim, recoupment, limitation or termination, or any breach or alleged breach by such Holder or any other Person of any obligation to the Corporation or any violation or alleged violation of law by such Holder or any other person, and irrespective of any other circumstance which might otherwise limit such obligation of the Corporation to such Holder in connection with the issuance of such Conversion Shares; provided, however, that such delivery shall not operate as a waiver by the Corporation of any such action that the Corporation may have against such Holder. In the event a Holder shall elect to convert any or all of the Stated Value of its Preferred Stock, the Corporation may not refuse conversion based on any claim that such Holder or any one associated or affiliated with such Holder has been engaged in any violation of law, agreement or for any other reason, unless an injunction from a court, on notice to Holder, restraining and/or enjoining conversion of all or part of the Preferred Stock of such Holder shall have been sought and obtained. In the absence of such injunction, the Corporation shall issue Conversion Shares and, if applicable, cash, upon a properly noticed conversion. Nothing herein shall limit a Holder's right to pursue actual damages for the Corporation's failure to deliver Conversion Shares within the period specified herein and such Holder shall have the right to pursue all remedies available to it hereunder, at law or in equity including, without

limitation, a decree of specific performance and/or injunctive relief. The exercise of any such rights shall not prohibit a Holder from seeking to enforce damages pursuant to any other Section hereof or under applicable law. If the Corporation fails for any reason to deliver to the Holder the Conversion Shares subject to a Notice of Conversion by the Share Delivery Date, the Corporation shall pay to the Holder, in cash, as partial liquidated damages and not as a penalty, for each $1,000 of Conversion Shares subject to such conversion (based on the VWAP of the Common Stock on the date of the applicable Notice of Conversion), $10 per Trading Day (increasing to $20 per Trading Day on the fifth Trading Day after such liquidated damages begin to accrue) for each Trading Day after such Share Delivery Date until such Conversion Shares are delivered or Holder rescinds such conversion.

iv. Reservation of Shares Issuable Upon Conversion. The Corporation covenants that it will at all times reserve and keep available out of its authorized and unissued shares of Common Stock for the sole purpose of issuance upon conversion of the Preferred Stock, free from preemptive rights or any other actual contingent purchase rights of Persons other than the Holder (and the other holders of the Preferred Stock), not less than such aggregate number of shares of the Common Stock as shall (subject to the terms and conditions set forth in the Purchase Agreement) be issuable (taking into account the adjustments and restrictions of Section 6) upon the conversion of the then outstanding shares of Preferred Stock. The Corporation covenants that all shares of Common Stock that shall be so issuable shall, upon issue, be duly authorized, validly issued, fully paid and nonassessable.

v. Fractional Shares. No fractional shares or scrip representing fractional shares shall be issued upon the conversion of the Preferred Stock. As to any fraction of a share which the Holder would otherwise be entitled to purchase upon such conversion, the Corporation shall at its election, either pay a cash adjustment in respect of such final fraction in an amount equal to such fraction multiplied by the Conversion Price or round up to the next whole share.

vi. Transfer Taxes and Expenses. The issuance of Conversion Shares on conversion of this Preferred Stock shall be made without charge to any Holder for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such Conversion Shares, provided that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such Conversion Shares upon

conversion in a name other than that of the Holders of such shares of Preferred Stock and the Corporation shall not be required to issue or deliver such Conversion Shares unless or until the Person or Persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid. The Corporation shall pay all Transfer Agent fees required for same-day processing of any Notice of Conversion and all fees to the Depository Trust Company (or another established clearing corporation performing similar functions) required for same-day electronic delivery of the Conversion Shares.

d) Beneficial Ownership Limitation. The Corporation shall not effect any conversion of the Preferred Stock, and a Holder shall not have the right to convert any portion of the Preferred Stock, to the extent that, after giving effect to the conversion set forth on the applicable Notice of Conversion, such Holder (together with such Holder's Affiliates, and any Persons acting as a group together with such Holder or any of such Holder's Affiliates) would beneficially own in excess of the Beneficial Ownership Limitation (as defined below). For purposes of the foregoing sentence, the number of shares of Common Stock beneficially owned by such Holder and its Affiliates shall include the number of shares of Common Stock issuable upon conversion of the Preferred Stock with respect to which such determination is being made, but shall exclude the number of shares of Common Stock which are issuable upon (i) conversion of the remaining, unconverted Stated Value of Preferred Stock beneficially owned by such Holder or any of its Affiliates and (ii) exercise or conversion of the unexercised or unconverted portion of any other securities of the Corporation subject to a limitation on conversion or exercise analogous to the limitation contained herein (including, without limitation, the Preferred Stock or the Warrants) beneficially owned by such Holder or any of its Affiliates. Except as set forth in the preceding sentence, for purposes of this Section 6(d), beneficial ownership shall be calculated in accordance with Section 13(d) of the Exchange Act and the rules and regulations promulgated thereunder. To the extent that the limitation contained in this Section 6(d) applies, the determination of whether the Preferred Stock is convertible (in relation to other securities owned by such Holder together with any Affiliates) and of how many shares of Preferred Stock are convertible shall be in the sole discretion of such Holder, and the submission of a Notice of Conversion shall be deemed to be such Holder's determination of whether the shares of Preferred Stock may be converted (in relation to other securities owned by such Holder together with any Affiliates) and how many shares of the Preferred Stock are convertible, in each case subject to the Beneficial Ownership Limitation. To ensure compliance with this restriction, each Holder will be deemed to represent to the Corporation each time it delivers a Notice of Conversion that such Notice of Conversion has not violated the restrictions set forth in this paragraph and the Corporation shall have no obligation to verify or confirm the accuracy of such determination. In addition, a determination as to any group status as contemplated above shall be determined in

accordance with Section 13(d) of the Exchange Act and the rules and regulations promulgated thereunder. For purposes of this Section 6(d), in determining the number of outstanding shares of Common Stock, a Holder may rely on the number of outstanding shares of Common Stock as stated in the most recent of the following: (i) the Corporation's most recent periodic or annual report filed with the Commission, as the case may be, (ii) a more recent public announcement by the Corporation or (iii) a more recent written notice by the Corporation or the Transfer Agent setting forth the number of shares of Common Stock outstanding. Upon the written or oral request of a Holder, the Corporation shall within two Trading Days confirm orally and in writing to such Holder the number of shares of Common Stock then outstanding. In any case, the number of outstanding shares of Common Stock shall be determined after giving effect to the conversion or exercise of securities of the Corporation, including the Preferred Stock, by such Holder or its Affiliates since the date as of which such number of outstanding shares of Common Stock was reported. The "Beneficial Ownership Limitation" shall be 9.99% of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issuable upon conversion of Preferred Stock held by the applicable Holder. The Holder, upon not less than 61 days' prior notice to the Company, may increase, decrease or eliminate the Beneficial Ownership Limitation provisions of this Section 2(e). Any such increase, decrease or elimination will not be effective until the 61st day after such notice is delivered to the Company. The provisions of this paragraph shall be construed and implemented in a manner otherwise than in strict conformity with the terms of this Section 6(d) to correct this paragraph (or any portion hereof) which may be defective or inconsistent with the intended Beneficial Ownership Limitation contained herein or to make changes or supplements necessary or desirable to properly give effect to such limitation. The limitations contained in this paragraph shall apply to a successor holder of Preferred Stock.

Section 7. Redemption.

a) Redemption at Option of Holder.

i. At any time and from the two year anniversary of the Original Issue Date, the Preferred Stock may be redeemed, at the request of Holder(s) representing at least sixty percent (60%) of the outstanding Preferred Shares, at a price equal to 100% of the Stated Value plus all accrued but unpaid dividends plus 1% per month, compounded monthly from the Original Issue Date (the "Holder Redemption Request"). The Corporation may choose to honor such Holder Redemption Request from funds legally available for distribution. In the event that the Corporation chooses not to honor the Holder Redemption Request, the Cash Dividend Rate and the PIK Dividend Rate shall thereafter be increased

by a multiple of two (2), commencing in the first quarter following the Holder Redemption Request.

ii. Holders shall effect the redemption by providing the Corporation with the form of conversion notice attached hereto as Annex B (a "Holder Notice of Redemption"). Each Notice of Redemption shall specify the number of shares of Preferred Stock owned prior to the redemption at issue, which date may not be prior to the date the applicable Holder delivers by facsimile such Holder Notice of Redemption to the Corporation (such date, the "Holder Redemption Date"). If no Holder Redemption Date is specified in a Holder Notice of Redemption, the Holder Redemption Date shall be the date that such Holder Notice of Redemption to the Corporation is deemed delivered hereunder. No ink-original Holder Notice of Redemption shall be required, nor shall any medallion guarantee (or other type of guarantee or notarization) of any Holder Notice of Redemption form be required. The calculations and entries set forth in the Notice of Conversion shall control in the absence of manifest or mathematical error. If the Corporation chooses to redeem any Preferred Shares upon a Holder Redemption Request, then all Preferred Shares shall be Redeemed. Shares of Preferred Stock redeemed in accordance with the terms hereof shall be canceled and shall not be reissued. Notwithstanding anything to the contrary, no such redemption under this Section shall result in any Holder exceeding the Beneficial Ownership Limitation.

iii. A Holder Notice of Redemption may be withdrawn at any time prior to the Corporation's acceptance and effectuation of the requested redemption.

iv. Notwithstanding the above, (a) the aggregate redemption payment by the Corporation under this Section 6(a) shall be reduced by (i) the amount of Escrow Funds, if any, that were released to the Purchasers in accordance with the Purchase Agreement (with any such reduction in the aggregate redemption payment applied pro rata to the Holders who received (or whose predecessors received) distributions from the Escrow Funds, in proportion to such distributions received and (ii) if any Escrow Funds have been released to the Purchasers, the value, when issued, of any PIK Dividends that were issued and attributable to the Preferred Shares directly associated with the Escrow Funds from and after the date such Escrow Funds were released to the Purchasers, in accordance with the Purchase Agreement and Escrow Agreement, and (b) the Corporation may pay the

redemption payment in a lump sum or in eight equal quarterly installments, as its election.

b) Redemption at Option of the Corporation.

i. Commencing sixty (60) days after the Original Issue Date, the Preferred Stock may be redeemed at the option of the Corporation, at a price equal to 120% of the Stated Value plus all accrued but unpaid dividends in cash at the Cash Dividend Rate (the "Optional Redemption Amount"), upon occurrence of either of the following:

1) (A) the VWAP of the Corporation's Common Stock exceeds a minimum of three (3.0) times the Conversion Price in effect for fifteen (15) consecutive trading days; (B) for such fifteen (15) consecutive trading days, the Corporation's Common Stock has a daily trading volume exceeding 150,000 shares per Trading Day; and (C) the Corporation has an effective Registration Statement that covers not only the shares contemplated by the Purchase Agreement but also all shares issued or receivable in accordance with the 2013 Transactions or such shares are available for resale under Rule 144, without regard to volume or manner of sale limitation; OR

2) the Corporation completes a Qualified Transaction. For the purposes of this Section 8(b)(i)(2), a "Qualified Transaction" shall mean a transaction or transactions by the Corporation (A) resulting in grosss proceeds greater than 120% of (x) the Stated Value per Preferred Share multiplied by (y) the number of outstanding Preferred Shares and (B) such transaction closes within one year from the Closing Date.

In the event of (1) or (2) above, the holders of Preferred Shares shall have the option to either receive the Optional Redemption Amount or convert their Preferred Shares into underlying Common Shares upon thirty (30) days written notice from the Corporation (the "Corporation Redemption Request"). Upon the expiration of such notice period, any Preferred Shares that had not been converted shall no longer have conversion rights. In the event of (1) above, the Corporation shall provide a mechanism (e.g., blocker, or cashless exercise of warrants or other similar provision) such that when the Holders convert their Preferred Shares, each Holder's respective holdings remain under a 9.99% ownership threshold. In the event of a Corporation Redemption Request, any funds held

in the Escrow Account will be released to the Corporation upon either (A) payment of the Optional Redemption Amount or (B) conversion of all of the Preferred Shares. In the event of (1) above, the Corporation shall provide a mechanism (e.g., blocker, or cashless exercise of warrants or other similar provision), subject to the approval or waiver of any Holder whose holdings would otherwise exceed the Beneficial Ownership Limitation such that when the Holders convert their Preferred Shares, each Holders' respective holdings remain within the Beneficial Ownership Limitation. If any such Holder does not approve such mechanism, the Corporation will limit its Corporate Redemption Request to such quantity that the Holder's holdings will remain under the Beneficial Ownership Limitation.

Section 8. Certain Adjustments.

a) Stock Dividends and Stock Splits. If the Corporation, at any time while this Preferred Stock is outstanding: (i) pays a stock dividend or otherwise makes a distribution or distributions payable in shares of Common Stock on shares of Common Stock or any other Common Stock Equivalents (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation upon conversion of, or payment of a dividend on, this Preferred Stock), (ii) subdivides outstanding shares of Common Stock into a larger number of shares, (iii) combines (including by way of a reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (iv) issues, in the event of a reclassification of shares of the Common Stock, any shares of capital stock of the Corporation, then the Conversion Price shall be multiplied by a fraction of which the numerator shall be the number of shares of Common Stock (excluding any treasury shares of the Corporation) outstanding immediately before such event, and of which the denominator shall be the number of shares of Common Stock outstanding immediately after such event. Any adjustment made pursuant to this Section 8(a) shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

b) Subsequent Equity Sales. If the Corporation shall sell or grant any option to purchase, or sell or grant any right to reprice, or otherwise dispose of or issue (or announce any offer, sale, grant or any option to purchase or other disposition) any Common Stock or Common Stock Equivalents, at a price per share less than the Conversion Price then in effect (such lower price, the "Base Share Price" and such issuances collectively, a "Dilutive Issuance") (it being understood and agreed that if the holder of the Common Stock or Common Stock Equivalents so issued shall at any time,

whether by operation of purchase price adjustments, reset provisions, floating conversion, exercise or exchange prices or otherwise, or due to warrants, options or rights per share which are issued in connection with such issuance, be entitled to receive shares of Common Stock at a price per share that is less than the Conversion Price, such issuance shall be deemed to have occurred for less than the Conversion Price on such date of the Dilutive Issuance at such effective price), then simultaneously with the consummation of each Dilutive Issuance the Conversion Price shall be reduced and only reduced in accordance with the following formula: [EP2 = EP1 * (A+B) / (A+C)], where:

EP2 = New Conversion Price

EP1 = Conversion Price in effect immediately prior to Dilutive Issuance

(A) = Number of shares of Common Stock deemed to be outstanding immediately prior to the Dilutive Issuance (including all shares of outstanding common stock, and all shares issuable hereunder)

(B) = Aggregate consideration received by the Corporation with respect to the Dilutive Issuance divided by EP1

(C) = Number of shares of Common Stock or common Stock Equivalents issued or subject to the Dilutive Issuance

Such adjustment shall be made whenever such Common Stock or Common Stock Equivalents are issued. Notwithstanding the foregoing, no adjustments shall be made, paid or issued under this Section 8(b) in respect of an Exempt Issuance. The Corporation shall notify the Holder, in writing, no later than the Trading Day following the issuance or deemed issuance of any Common Stock or Common Stock Equivalents subject to this Section 8(b), indicating therein the applicable issuance price, or applicable reset price, exchange price, conversion price and other pricing terms (such notice, the "Dilutive Issuance Notice"). For purposes of clarification, whether or not the Corporation provides a Dilutive Issuance Notice pursuant to this Section 8(b), upon the occurrence of any Dilutive Issuance, the Purchaser is entitled to receive a reduction in the Conversion Price that will equal the New Conversion Price. If the Corporation enters into a Variable Rate Transaction, despite the prohibition from incurring any debt or equity transactions in the Purchase Agreement, the Corporation shall be deemed to have issued Common Stock or Common Stock Equivalents at the lowest possible conversion or exercise price at which such securities may be converted or exercised.

c) Subsequent Rights Offerings. In addition to any adjustments pursuant to Section 8(a) above, if at any time the Corporation grants, issues or sells any Common Stock Equivalents or rights to purchase stock, warrants, securities or other property pro rata to the record holders of any class of shares of Common Stock (the "Purchase Rights"), then the Holder will be entitled to acquire, upon the terms applicable to such Purchase Rights, the aggregate Purchase Rights which the Holder could have acquired if the Holder had held the number of shares of Common Stock acquirable upon complete conversion of such Holder's Preferred Stock (without regard to any limitations on exercise hereof, including without limitation, the Beneficial Ownership Limitation) immediately before the date on which a record is taken for the grant, issuance or sale of such Purchase Rights, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the grant, issue or sale of such Purchase Rights (provided, however, to the extent that the Holder's right to participate in any such Purchase Right would result in the Holder exceeding the Beneficial Ownership Limitation, then the Holder shall not be entitled to participate in such Purchase Right to such extent (or beneficial ownership of such shares of Common Stock as a result of such Purchase Right to such extent) and such Purchase Right to such extent shall be held in abeyance for the Holder until such time, if ever, as its right thereto would not result in the Holder exceeding the Beneficial Ownership Limitation, unless the Holders waives such limitation).

d) Pro Rata Distributions. Subject to Section 3, during such time as this Preferred Stock is outstanding, if the Corporation declares or makes any dividend or other distribution of its assets (or rights to acquire its assets) to holders of shares of Common Stock, by way of return of capital or otherwise (including, without limitation, any distribution of cash, stock or other securities, property or options by way of a dividend, spin off, reclassification, corporate rearrangement, scheme of arrangement or other similar transaction) (a "Distribution"), at any time after the issuance of this Preferred Stock, then, in each such case, the Holder shall be entitled to participate in such Distribution to the same extent that the Holder would have participated therein if the Holder had held the number of shares of Common Stock acquirable upon complete Conversion of this Preferred Stock (without regard to any limitations on Conversion hereof, including without limitation, the Beneficial Ownership Limitation) immediately before the date of which a record is taken for such Distribution, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the participation in such Distribution (provided, however, to the extent that the Holder's right to participate in any such Distribution would result in the Holder exceeding the Beneficial Ownership Limitation, then the Holder shall not be entitled to participate in such Distribution to such extent (or in the beneficial ownership of any

shares of Common Stock as a result of such Distribution to such extent) and the portion of such Distribution shall be held in abeyance for the benefit of the Holder until such time, if ever, as its right thereto would not result in the Holder exceeding the Beneficial Ownership Limitation, unless the Holder waives such limitation).

e) Fundamental Transaction. If, at any time while this Preferred Stock is outstanding, (i) the Corporation, directly or indirectly, in one or more related transactions effects any merger or consolidation of the Corporation with or into another Person, (ii) the Corporation, directly or indirectly, effects any sale, lease, license, assignment, transfer, conveyance or other disposition of all or substantially all of its assets in one or a series of related transactions, (iii) any, direct or indirect, purchase offer, tender offer or exchange offer (whether by the Corporation or another Person) is completed pursuant to which holders of Common Stock are permitted to sell, tender or exchange their shares for other securities, cash or property and has been accepted by the holders of 50% or more of the outstanding Common Stock, (iv) the Corporation, directly or indirectly, in one or more related transactions effects any reclassification, reorganization or recapitalization of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property, or (v) the Corporation, directly or indirectly, in one or more related transactions consummates a stock or share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off or scheme of arrangement) with another Person whereby such other Person acquires more than 50% of the outstanding shares of Common Stock (not including any shares of Common Stock held by the other Person or other Persons making or party to, or associated or affiliated with the other Persons making or party to, such stock or share purchase agreement or other business combination) (each a "Fundamental Transaction"), then, upon any subsequent conversion of this Preferred Stock, the Holder shall have the right to receive, for each Conversion Share that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction (without regard to any limitation in Section 6(d) on the conversion of this Preferred Stock), the number of shares of Common Stock of the successor or acquiring corporation or of the Corporation, if it is the surviving corporation, and any additional consideration (the "Alternate Consideration") receivable as a result of such Fundamental Transaction by a holder of the number of shares of Common Stock for which this Preferred Stock is convertible immediately prior to such Fundamental Transaction (without regard to any limitation in Section 6(d) on the conversion of this Preferred Stock). For purposes of any such conversion, the determination of the Conversion Price shall be appropriately adjusted to apply to such Alternate Consideration based on the amount of Alternate Consideration

issuable in respect of one share of Common Stock in such Fundamental Transaction, and the Corporation shall apportion the Conversion Price among the Alternate Consideration in a reasonable manner reflecting the relative value of any different components of the Alternate Consideration. If holders of Common Stock are given any choice as to the securities, cash or property to be received in a Fundamental Transaction, then the Holder shall be given the same choice as to the Alternate Consideration it receives upon any conversion of this Preferred Stock following such Fundamental Transaction. To the extent necessary to effectuate the foregoing provisions, any successor to the Corporation or surviving entity in such Fundamental Transaction shall file a new Certificate of Designation with the same terms and conditions and issue to the Holders new preferred stock consistent with the foregoing provisions and evidencing the Holders' right to convert such preferred stock into Alternate Consideration. The Corporation shall cause any successor entity in a Fundamental Transaction in which the Corporation is not the survivor (the "Successor Entity") to assume in writing all of the obligations of the Corporation under this Certificate of Designation and the other Transaction Documents (as defined in the Purchase Agreement) in accordance with the provisions of this Section 8(e) pursuant to written agreements in form and substance reasonably satisfactory to the Holder and approved by the Holder (without unreasonable delay) prior to such Fundamental Transaction and shall, at the option of the holder of this Preferred Stock, deliver to the Holder in exchange for this Preferred Stock a security of the Successor Entity evidenced by a written instrument substantially similar in form and substance to this Preferred Stock which is convertible for a corresponding number of shares of capital stock of such Successor Entity (or its parent entity) equivalent to the shares of Common Stock acquirable and receivable upon conversion of this Preferred Stock (without regard to any limitations on the conversion of this Preferred Stock) prior to such Fundamental Transaction, and with a conversion price which applies the conversion price hereunder to such shares of capital stock (but taking into account the relative value of the shares of Common Stock pursuant to such Fundamental Transaction and the value of such shares of capital stock, such number of shares of capital stock and such conversion price being for the purpose of protecting the economic value of this Preferred Stock immediately prior to the consummation of such Fundamental Transaction), and which is reasonably satisfactory in form and substance to the Holder. Upon the occurrence of any such Fundamental Transaction, the Successor Entity shall succeed to, and be substituted for (so that from and after the date of such Fundamental Transaction, the provisions of this Certificate of Designation and the other Transaction Documents referring to the "Corporation" shall refer instead to the Successor Entity), and may exercise every right and power of the Corporation and shall assume all of the obligations of the Corporation under this Certificate of Designation and the other Transaction Documents with the same effect as if such Successor Entity had been named as the Corporation herein. Each Holder

shall have the right to elect prior to the consummation of a Fundamental Transaction to give effect to the provisions of Section 5, if applicable, instead of giving effect to the provisions contained in this Section 8(e) with respect to such Holder's Preferred Shares.

f) Calculations. All calculations under this Section 8 shall be made to the nearest cent or the nearest 1/100th of a share, as the case may be. For purposes of this Section 8, the number of shares of Common Stock deemed to be issued and outstanding as of a given date shall be the sum of the number of shares of Common Stock (excluding any treasury shares of the Corporation) issued and outstanding.

g) Notice to the Holders.

i. Adjustment to Conversion Price. Whenever the Conversion Price is adjusted pursuant to any provision of this Section 8, the Corporation shall promptly deliver to each Holder a notice setting forth the Conversion Price after such adjustment and setting forth a brief statement of the facts requiring such adjustment.

ii. Notice to Allow Conversion by Holder. If (A) the Corporation shall declare a dividend (or any other distribution in whatever form) on the Common Stock, (B) the Corporation shall declare a special nonrecurring cash dividend on or a redemption of the Common Stock, (C) the Corporation shall authorize the granting to all holders of the Common Stock of rights or warrants to subscribe for or purchase any shares of capital stock of any class or of any rights, (D) the approval of any stockholders of the Corporation shall be required in connection with any reclassification of the Common Stock, any consolidation or merger to which the Corporation is a party, any sale or transfer of all or substantially all of the assets of the Corporation, or any compulsory share exchange whereby the Common Stock is converted into other securities, cash or property or (E) the Corporation shall authorize the voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, then, in each case, the Corporation shall cause to be filed at each office or agency maintained for the purpose of conversion of this Preferred Stock, and shall cause to be delivered to each Holder at its last address as it shall appear upon the stock books of the Corporation, at least thirty (30) calendar days prior to the applicable record or effective date hereinafter specified, a notice stating (x) the date on which a record is to be taken for the purpose of such dividend, distribution, redemption, rights or warrants, or if a record is not to be taken, the date as of

which the holders of the Common Stock of record to be entitled to such dividend, distributions, redemption, rights or warrants are to be determined or (y) the date on which such reclassification, consolidation, merger, sale, transfer or share exchange is expected to become effective or close, and the date as of which it is expected that holders of the Common Stock of record shall be entitled to exchange their shares of the Common Stock for securities, cash or other property deliverable upon such reclassification, consolidation, merger, sale, transfer or share exchange, provided that the failure to deliver such notice or any defect therein or in the delivery thereof shall not affect the validity of the corporate action required to be specified in such notice. To the extent that any notice provided hereunder constitutes, or contains, material, non-public information regarding the Corporation or any of the Subsidiaries, the Corporation shall simultaneously file such notice with the Commission pursuant to a Current Report on Form 8-K. The Holder shall remain entitled to convert the Conversion Amount of this Preferred Stock (or any part hereof) during the 30-day period commencing on the date of such notice through the effective date of the event triggering such notice except as may otherwise be expressly set forth herein.

Section 9. Reserved.

Section 10. Miscellaneous.

a) Notices. Any and all notices or other communications or deliveries to be provided by the Holders hereunder including, without limitation, any Notice of Conversion, shall be in writing and delivered personally, by facsimile, or sent by a nationally recognized overnight courier service, addressed to the Corporation, at the address set forth above, facsimile number (503) 477-5545, or such other facsimile number or address as the Corporation may specify for such purposes by notice to the Holders delivered in accordance with this Section 10. Any and all notices or other communications or deliveries to be provided by the Corporation hereunder shall be in writing and delivered personally, by facsimile, or sent by a nationally recognized overnight courier service addressed to each Holder at the facsimile number or address of such Holder appearing on the books of the Corporation, or if no such facsimile number or address appears on the books of the Corporation, at the principal place of business of such Holder, as set forth in the Purchase Agreement. Any notice or other communication or deliveries hereunder shall be deemed given and effective on the earliest of (i) the date of transmission, if such notice or communication is delivered via facsimile at the facsimile number set forth in this Section prior to 5:30 p.m. (New York City time) on any date, (ii) the next Trading Day after the date of transmission, if such notice or

communication is delivered via facsimile at the facsimile number set forth in this Section on a day that is not a Trading Day or later than 5:30 p.m. (New York City time) on any Trading Day, (iii) the second Trading Day following the date of mailing, if sent by U.S. nationally recognized overnight courier service, or (iv) upon actual receipt by the party to whom such notice is required to be given.

b) Absolute Obligation. Except as expressly provided herein, no provision of this Certificate of Designation shall alter or impair the obligation of the Corporation, which is absolute and unconditional, to pay liquidated damages, accrued dividends and accrued interest, as applicable, on the shares of Preferred Stock at the time, place, and rate, and in the coin or currency, herein prescribed.

c) Lost or Mutilated Preferred Stock Certificate. If a Holder's Preferred Stock certificate shall be mutilated, lost, stolen or destroyed, the Corporation shall execute and deliver, in exchange and substitution for and upon cancellation of a mutilated certificate, or in lieu of or in substitution for a lost, stolen or destroyed certificate, a new certificate for the shares of Preferred Stock so mutilated, lost, stolen or destroyed, but only upon receipt of evidence of such loss, theft or destruction of such certificate, and of the ownership hereof reasonably satisfactory to the Corporation.

d) Governing Law. All questions concerning the construction, validity, enforcement and interpretation of this Certificate of Designation shall be governed by and construed and enforced in accordance with the internal laws of the State of Delaware, without regard to the principles of conflict of laws thereof. Each party agrees that all legal proceedings concerning the interpretation, enforcement and defense of the transactions contemplated by any of the Transaction Documents (whether brought against a party hereto or its respective Affiliates, directors, officers, shareholders, employees or agents) shall be commenced in the state and federal courts sitting in the City of New York, Borough of Manhattan (the "New York Courts"). Each party hereto hereby irrevocably submits to the exclusive jurisdiction of the New York Courts for the adjudication of any dispute hereunder or in connection herewith or with any transaction contemplated hereby or discussed herein (including with respect to the enforcement of any of the Transaction Documents), and hereby irrevocably waives, and agrees not to assert in any suit, action or proceeding, any claim that it is not personally subject to the jurisdiction of such New York Courts, or such New York Courts are improper or inconvenient venue for such proceeding. Each party hereby irrevocably waives personal

service of process and consents to process being served in any such suit, action or proceeding by mailing a copy thereof via registered or certified mail or overnight delivery (with evidence of delivery) to such party at the address in effect for notices to it under this Certificate of Designation and agrees that such service shall constitute good and sufficient service of process and notice thereof. Nothing contained herein shall be deemed to limit in any way any right to serve process in any other manner permitted by applicable law. Each party hereto hereby irrevocably waives, to the fullest extent permitted by applicable law, any and all right to trial by jury in any legal proceeding arising out of or relating to this Certificate of Designation or the transactions contemplated hereby. If any party shall commence an action or proceeding to enforce any provisions of this Certificate of Designation, then the prevailing party in such action or proceeding shall be reimbursed by the other party for its attorneys' fees and other costs and expenses incurred in the investigation, preparation and prosecution of such action or proceeding.

e) Waiver. Any waiver by the Corporation or a Holder of a breach of any provision of this Certificate of Designation shall not operate as or be construed to be a waiver of any other breach of such provision or of any breach of any other provision of this Certificate of Designation or a waiver by any other Holders. The failure of the Corporation or a Holder to insist upon strict adherence to any term of this Certificate of Designation on one or more occasions shall not be considered a waiver or deprive that party (or any other Holder) of the right thereafter to insist upon strict adherence to that term or any other term of this Certificate of Designation on any other occasion. Any waiver by the Corporation or a Holder must be in writing.

f) Severability. If any provision of this Certificate of Designation is invalid, illegal or unenforceable, the balance of this Certificate of Designation shall remain in effect, and if any provision is inapplicable to any Person or circumstance, it shall nevertheless remain applicable to all other Persons and circumstances. If it shall be found that any interest or other amount deemed interest due hereunder violates the applicable law governing usury, the applicable rate of interest due hereunder shall automatically be lowered to equal the maximum rate of interest permitted under applicable law.

g) Next Business Day. Whenever any payment or other obligation hereunder shall be due on a day other than a Business Day, such payment shall be made on the next succeeding Business Day.

h) Headings. The headings contained herein are for convenience only, do not constitute a part of this Certificate of Designation and shall not be deemed to limit or affect any of the provisions hereof.

i) Status of Converted or Redeemed Preferred Stock. Shares of Preferred Stock may only be issued pursuant to the Purchase Agreement and the terms hereof. If any shares of Preferred Stock shall be converted, redeemed or reacquired by the Corporation, such shares shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as Series C Preferred Stock.

****

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Designation as of December 23, 2014.

Name: Michael D. Farkas
Title: CEO

ANNEX A

NOTICE OF CONVERSION

(TO BE EXECUTED BY THE REGISTERED HOLDER IN ORDER TO CONVERT SHARES OF PREFERRED STOCK)

The undersigned hereby elects to convert the number of shares of Series C Preferred Stock indicated below into shares of common stock, par value $0.001 per share (the "Common Stock"), of Car Charging Group, Inc., a Nevada corporation (the "Corporation"), according to the conditions hereof, as of the date written below. If shares of Common Stock are to be issued in the name of a Person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto and is delivering herewith such certificates and opinions as may be required by the Corporation in accordance with the Purchase Agreement. No fee will be charged to the Holders for any conversion, except, in the case of issuance in the name of a Person other than the undersigned, for any such transfer taxes.

Conversion calculations:

Date to Effect Conversion: _____

Number of shares of Preferred Stock owned prior to Conversion: _____

Number of shares of Preferred Stock to be Converted: _____

Number of shares of Common Stock to be Issued: _____

Applicable Conversion Price: _____

Number of shares of Preferred Stock subsequent to Conversion: _____

Address for Delivery: _____

or
DWAC Instructions:
Broker no: _____
Account no: _____

[HOLDER]

By: _____
Name:
Title:

ANNEX B

NOTICE OF REDEMPTION

(TO BE EXECUTED BY THE REGISTERED HOLDER IN ORDER TO REDEEM SHARES OF PREFERRED STOCK)

The undersigned hereby elects to redeem the number of shares of Series C Preferred Stock of Car Charging Group, Inc., a Nevada corporation (the "Corporation") indicated below, according to the conditions hereof, as of the date written below. No fee will be charged to the Holders for any redemption.

Redemption calculations:

Date to Effect Redemption: _____

Number of shares of Preferred Stock outstanding prior to Redemption: _____

Applicable Conversion Price: _____

Redemption Amount to be Paid: _____

Address or wire instructions for delivery of payment: _____
_____
_____

[HOLDER]

By: _____
Name:
Title:

EX-3.10 2 ex3-10.htm

L50303

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of	Document Number
Barbara K. Cegavske	20160158724-36
Secretary of State	Filing Date and Time
State of Nevada	04/06/2016 9:57 AM
	Entity Number
	E0731622006-8

Amendment to Certificate of Designation After Issuance of Class or Series

(PURSUANT TO NRS 78.1955)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Certificate of Designation For Nevada Profit Corporations

(Pursuant to NRS 78.1955 - After Issuance of Class or Series)

1. Name of corporation:
CAR CHARGING GROUP, INC.

2. Stockholder approval pursuant to statute has been obtained.

3. The class or series of stock being amended:
SERIES C CONVERTIBLE PREFERRED STOCK

4. By a resolution adopted by the board of directors, the certificate of designation is being amended as follows or the new class or series is:
The following provision is hereby added to Section 1:

"Purchase Price" shall mean the purchase price actually paid by Holder for a share of Preferred Stock or the value of the consideration given by the Holder for a share of Preferred Stock, not to exceed the Stated Value.

Section 7 is hereby deleted in its entirety and replaced with the following:
[see Exhibit A attached hereto for continuation]

5. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

6. Signature: (required)

X

Signature of Officer

Filing Fee: $175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS Amend Designation - After
Revised 1-5-15

Exhibit A

AMENDMENT TO
CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS OF
SERIES C PREFERRED STOCK OF
CAR CHARGING GROUP, INC.

Section 7. Redemption.

a) Redemption at Option of Holder.

i. At any time from the two (2) year anniversary of the Original Issue Date, the Preferred Stock may be redeemed, at the request of Holder(s) representing at least sixty percent (60%) of the outstanding Preferred Shares, at a price equal to 100% of the Purchase Price plus all accrued but unpaid dividends plus 1% per month, compounded monthly from the Original Issue Date (the "Holder Redemption Request"). The Corporation may choose to honor such Holder Redemption Request from funds legally available for distribution. In the event that the Corporation chooses not to honor the Holder Redemption Request, the Cash Dividend Rate and the PIK Dividend Rate shall thereafter be increased by a multiple of two (2), commencing in the first quarter following the Holder Redemption Request.

ii. Holders shall effect the redemption by providing the Corporation with the form of conversion notice attached hereto as Annex B (a "Holder Notice of Redemption"). Each Notice of Redemption shall specify the number of shares of Preferred Stock owned prior to the redemption at issue, which date may not be prior to the date the applicable Holder delivers by facsimile such Holder Notice of Redemption to the Corporation (such date, the "Holder Redemption Date"). If no Holder Redemption Date is specified in a Holder Notice of Redemption, the Holder Redemption Date shall be the date that such Holder Notice of Redemption to the Corporation is deemed delivered hereunder. No ink-original Holder Notice of Redemption shall be required, nor shall any medallion guarantee (or other type of guarantee or notarization) of any Holder Notice of Redemption form be required. The calculations and entries set forth in the Notice of Conversion shall control in the absence of manifest or mathematical error. If the Corporation chooses to redeem any Preferred Shares upon a Holder Redemption Request, then all Preferred Shares shall be Redeemed. Shares of Preferred Stock redeemed in accordance with the terms hereof shall be canceled and shall not be reissued. Notwithstanding anything to the contrary, no such redemption under this Section shall result in any Holder exceeding the Beneficial Ownership Limitation.

iii. A Holder Notice of Redemption may be withdrawn at any time prior to the Corporation's acceptance and effectuation of the requested redemption.

iv. Notwithstanding the above, (a) the aggregate redemption payment by the Corporation under this Section 7(a) shall be reduced by (i) the amount of Escrow Funds, if any, that were released to the Purchasers in accordance with the Purchase Agreement (with any such reduction in the aggregate redemption payment applied pro rata to the Holders who received (or whose predecessors received) distributions from the Escrow Funds, in proportion to such distributions received and (ii) if any Escrow Funds have been released to the Purchasers, the value, when issued, of any PIK Dividends that were issued and

attributable to the Preferred Shares directly associated with the Escrow Funds from and after the date such Escrow Funds were released to the Purchasers, in accordance with the Purchase Agreement and Escrow Agreement, and (b) the Corporation may pay the redemption payment in a lump sum or in eight equal quarterly installments, as its election.

b) Redemption at Option of the Corporation.

i. Commencing sixty (60) days after the Original Issue Date, the Preferred Stock may be redeemed at the option of the Corporation, at a price equal to 120% of the Stated Value plus all accrued but unpaid dividends in cash at the Cash Dividend Rate (the "Optional Redemption Amount"), upon occurrence of either of the following:

1) (A) the VWAP of the Corporation's Common Stock exceeds a minimum of three (3.0) times the Conversion Price in effect for fifteen (15) consecutive trading days; (B) for such fifteen (15) consecutive trading days, the Corporation's Common Stock has a daily trading volume exceeding 150,000 shares per Trading Day; and (C) the Corporation has an effective Registration Statement that covers not only the shares contemplated by the Purchase Agreement but also all shares issued or receivable in accordance with the 2013 Transactions or such shares are available for resale under Rule 144, without regard to volume or manner of sale limitation; OR

2) the Corporation completes a Qualified Transaction. For the purposes of this Section 8(b)(i)(2), a "Qualified Transaction" shall mean a transaction or transactions by the Corporation (A) resulting in gross proceeds greater than 120% of (x) the Stated Value per Preferred Share multiplied by (y) the number of outstanding Preferred Shares and (B) such transaction closes within one year from the Closing Date.

In the event of (1) or (2) above, the holders of Preferred Shares shall have the option to either receive the Optional Redemption Amount or convert their Preferred Shares into underlying Common Shares upon thirty (30) days written notice from the Corporation (the "Corporation Redemption Request"). Upon the expiration of such notice period, any Preferred Shares that had not been converted shall no longer have conversion rights. In the event of (1) above, the Corporation shall provide a mechanism (e.g., blocker, or cashless exercise of warrants or other similar provision) such that when the Holders convert their Preferred Shares, each Holder's respective holdings remain under a 9.99% ownership threshold. In the event of a Corporation Redemption Request, any funds held in the Escrow Account will be released to the Corporation upon either (A) payment of the Optional Redemption Amount or (B) conversion of all of the Preferred Shares. In the event of (1) above, the Corporation shall provide a mechanism (e.g., blocker, or cashless exercise of warrants or other similar provision), subject to the approval or waiver of any Holder whose holdings would otherwise exceed the Beneficial Ownership Limitation such that when the Holders convert their Preferred Shares, each Holders' respective holdings remain within the Beneficial Ownership Limitation. If any such Holder does not approve such mechanism, the Corporation will limit its Corporate Redemption Request to such quantity that the Holder's holdings will remain under the Beneficial Ownership Limitation.

150303

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of	Document Number
Barbara K. Cegavske	20170364268-99
Secretary of State	Filing Date and Time
State of Nevada	08/25/2017 2:14 PM
	Entity Number
	E0731622006-8

Amendment to Certificate of Designation After Issuance of Class or Series

(PURSUANT TO NRS 78.1955)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Certificate of Designation For Nevada Profit Corporations

(Pursuant to NRS 78.1955 - After Issuance of Class or Series)

1. Name of corporation:

Blink Charging Co.

2. Stockholder approval pursuant to statute has been obtained.

3. The class or series of stock being amended:

Series C Convertible Preferred Stock

4. By a resolution adopted by the board of directors, the certificate of designation is being amended as follows or the new class or series is:

Section 6 is hereby deleted in its entirety and replaced with the following:
[See Exhibit A attached hereto for continuation]

5. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

6. Signature: (required)

X

Signature of Officer

Filing Fee: $175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS Amend Designation - After
Revised: 1-5-15

Reset

Exhibit A

AMENDMENT TO THE
CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS OF
SERIES C CONVERTIBLE PREFERRED STOCK OF
BLINK CHARGING CO.

Section 6. Conversion.

a) Automatic Preferred Conversion. Upon the closing of (i) a public offering of the Company's securities, and (ii) the listing of the Company's shares of common stock on the Nasdaq Capital Market or other national securities exchange (collectively, the "Offering"), all outstanding shares of Preferred Stock shall be converted into that number of shares of Common Stock determined by the following formula: the number of Series C Preferred shares multiplied by (i) a factor of 115 divided by (ii) 80% of the per share price of Common Stock in the Offering (the "Automatic Preferred Conversion"). Upon the triggering of the Automatic Preferred Conversion, the Company shall send each Holder prompt written notice (the "Automatic Preferred Conversion Notice") specifying the conversion price and date upon which such conversion was effective (the "Effective Date") and the number of restricted shares of Common Stock to be issued to each Holder upon conversion. The Automatic Preferred Conversion Notice will also contain instructions on surrendering to the Company the Holder's original Series C Preferred share certificates; provided, however, the Automatic Preferred Conversion shall be effective on the Effective Date whether or not a Holder surrenders their original Series C Preferred share certificates, which shall be null and void on the Effective Date.

b) Conversion Price. The conversion price shall be specified in the Automatic Preferred Conversion Notice (the "Conversion Price").

c) Lock-Up. Until 270 days after the Effective Date, (the "Lock-Up Period"), no Holder shall, without the prior written consent of the underwriter of the Offering (the "Underwriter"), (1) offer, pledge, sell, contract to sell, grant, lend, or otherwise transfer or dispose of, directly or indirectly, any Series C Preferred Shares or shares of the Common Stock obtained through conversion of the Series C Preferred pursuant to this Section 6 or pursuant to any other such agreement that converts the Series C Preferred Shares into Common Stock, whether now owned or hereafter acquired by the Holder of such securities or with respect to which the Holder of such securities has or hereafter acquires the power of disposition (collectively, the "Lock-Up Securities"); (2) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Lock-Up Securities, whether any such transaction described in clause (1) above or this clause (2) is to be settled by delivery of Lock-Up Securities, in cash or otherwise; (3) make any demand for or exercise any right with respect to the registration of any Lock-Up Securities; or (4) publicly disclose the intention to make any offer, sale, pledge or disposition, or to enter into any transaction, swap, hedge or other arrangement relating to any Lock-Up Securities. Notwithstanding the foregoing, and subject to the conditions below, a Holder may transfer Lock-Up Securities without the prior written consent of an underwriter in connection with (a) transactions relating to Lock-Up Securities acquired in open market transactions after the completion of the Offering; provided that no filing under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), shall be required or shall be voluntarily made in connection with subsequent sales of Lock-Up Securities acquired in such open market transactions; (b) transfers of Lock-Up Securities as a bona fide gift, by will or intestacy or to a family member or trust for the benefit of a family member ("family member" means any relationship by blood, marriage or adoption, not more remote than first cousin); (c) transfers of Lock-Up Securities to a charity or educational institution; or (d) if a Holder, directly or indirectly, controls a corporation, partnership, limited liability company or other business entity, any transfers of Lock-Up Securities to any shareholder, partner or member of, or owner of similar equity interests

in such entity, as the case may be; provided that in the case of any transfer pursuant to the foregoing clauses (b), (c) or (d), (i) any such transfer shall not involve a disposition for value, (ii) each transferee shall sign and deliver to the Underwriter a lock up agreement substantially in the form of the lock-up provision in this Section 6(d) and (iii) no filing under Section 16(a) of the Exchange Act shall be required or shall be voluntarily made. The Holder also agrees and consents to the entry of stop transfer instructions with the Company's transfer agent and registrar against the transfer of their Lock-Up Securities except in compliance with the lock-up provisions of this Section 6(d).

d) Modification of Terms. If, and whenever, prior to the Effective Date, the Company, pursuant to a conversion agreement (whether entered into prior to, on, or after August [ ], 2017) for any securities of the Company including, but not limited to, a warrant, option, a convertible note, or convertible preferred stock is notified of and implements a conversion that is or will be more favorable to the Holder of such securities than the terms of conversion for Holders of the Series C Preferred Stock in Sections 6(a) and 6(b), then (i) the Company shall provide notice thereof to the Holders of the Preferred Stock following the occurrence thereof and (ii) the terms of conversion in Sections 6(a) and 6(b) shall be, without any further action by the Holders of Preferred Stock or the Company, automatically amended and modified in an economically and legally equivalent manner such that the Holders of Preferred Stock shall receive the benefit of the more favorable terms set forth in any such conversion agreement.

e) Expiration of Conversion Provision. If the Offering does not close by 5:00 PM Eastern Standard Time on December 29, 2017, Sections 6(a), 6(b), 6(c) and 6(d) above shall be null and void and this Section 6 shall revert back to the Conversion provision of Section 6 of the Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock of Blink Charging Co., as filed with the Secretary of State of Nevada on December 23, 2014.

150303

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of	Document Number
Barbara K. Cegavske Secretary of State State of Nevada	20170368897-81
	Filing Date and Time 08/29/2017 2:00 PM
	Entity Number E0731622006-8

Amendment to Certificate of Designation After Issuance of Class or Series

(PURSUANT TO NRS 78.1955)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Certificate of Designation For Nevada Profit Corporations

(Pursuant to NRS 78.1955 - After Issuance of Class or Series)

1. Name of corporation:

Blink Charging Co.

2. Stockholder approval pursuant to statute has been obtained.

3. The class or series of stock being amended:

Series C Convertible Preferred Stock

4. By a resolution adopted by the board of directors, the certificate of designation is being amended as follows or the new class or series is:

Section 6(d) is hereby deleted in its entirety and replaced with the following:
[See Exhibit A attached hereto for continuation]

5. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

6. Signature: (required)

X

Signature of Officer

Filing Fee: $175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS Amend Designation - After
Revised: 1-5-15

Reset

Exhibit A

AMENDMENT TO THE
CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS OF
SERIES C CONVERTIBLE PREFERRED STOCK OF
BLINK CHARGING CO.

Section 6. Conversion.

d) Modification of Terms. If, and whenever, prior to the Effective Date, the Company, pursuant to a conversion agreement (whether entered into prior to, on, or after August 25, 2017) for any securities of the Company including, but not limited to, a warrant, option, a convertible note, or convertible preferred stock is notified of and implements a conversion that is or will be more favorable to the Holder of such securities than the terms of conversion for Holders of the Series C Preferred Stock in Sections 6(a) and 6(b), then (i) the Company shall provide notice thereof to the Holders of the Preferred Stock following the occurrence thereof and (ii) the terms of conversion in Sections 6(a) and 6(b) shall be, without any further action by the Holders of Preferred Stock or the Company, automatically amended and modified in an economically and legally equivalent manner such that the Holders of Preferred Stock shall receive the benefit of the more favorable terms set forth in any such conversion agreement.

150303

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of	Document Number
Barbara K. Cegavske	20180009065-41
Secretary of State	Filing Date and Time
State of Nevada	01/08/2018 8:00 AM
	Entity Number
	E0731622006-8

Amendment to Certificate of Designation After Issuance of Class or Series

(PURSUANT TO NRS 78.1955)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Certificate of Designation For Nevada Profit Corporations

(Pursuant to NRS 78.1955 - After Issuance of Class or Series)

1. Name of corporation:

Blink Charging Co.

2. Stockholder approval pursuant to statute has been obtained.

3. The class or series of stock being amended:

Series C Convertible Preferred Stock

4. By a resolution adopted by the board of directors, the certificate of designation is being amended as follows or the new class or series is:

Section 6 is hereby deleted in its entirety and replaced with the following:
[See Exhibit A attached hereto for continuation]

5. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

6. Signature: (required)

X

Signature of Officer

Filing Fee: $175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Exhibit A

AMENDMENT TO THE CERTIFICATE
OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS OF SERIES C CONVERTIBLE PREFERRED STOCK
OF BLINK CHARGING CO.

Section 6. Conversion

a) Automatic Preferred Conversion. Upon the closing of (i) a public offering of the Company's securities; and (ii) the listing of the Company's shares of common stock on the Nasdaq Capital Market or other national securities exchanges (collectively, the "Offering"), all outstanding shares of Preferred Stock shall be converted into that number of shares of Common Stock determined by the following formula: the number of Series C Preferred shares multiplied by (i) a factor of 115 divided by (ii) 80% of the per share price of Common Stock in the Offering (the "Automatic Preferred Conversion"). Upon the triggering of the Automatic Preferred Conversion, the Company shall send each Holder prompt written notice (the "Automatic Preferred Conversion Notice") specifying the conversion price and date upon which such conversion was effective (the "Effective Date") and the number of restricted shares of Common Stock to be issued to each holder upon conversion. The Automatic Preferred Conversion Notice will also contain instructions on surrendering to the Company the Holder's original Series C Preferred share certificates; provided, however the Automatic Preferred Conversion shall be effective on the Effective Date whether or not a Holder surrenders their original Series C Preferred share certificates, which shall be null and void on the Effective Date.

b) Conversion Price. The conversion price shall be specified in the Automatic Preferred Conversion Notice (the "Conversion Price").

c) Lock-Up. Until 270 days after the Effective Date, (the Lock-Up Period"), no Holder shall, without the prior written consent of the underwriter of the Offering (the "Underwriter"), (1) offer, pledge, sell, contract to sell, grant, lend, or otherwise transfer or dispose of, directly or indirectly, any Series C Preferred Shares pursuant to this Section 6 or pursuant to any other such agreement that converts the Series C Preferred Shares into Common Stock, whether now owned or hereafter acquired by the Holder of such securities or with respect to which the Holder of such securities has or hereafter acquires the power of disposition (collectively, the "Lock-Up Securities"); (2) enter into any swap or other arrangement that transfers to another, in whole or in part, any such transaction described in clause (1) above or this clause (2) is to be settled by delivery of Lock-Up Securities, in cash or otherwise; (3) make any demand for or exercise any right with respect to the registration of any Lock-Up Securities without the prior written consent of an underwriter in connection with (a) transactions relating to Lock-Up Securities acquired in open market transactions after the completion of the Offering; provided that no filing under Section 16(a) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), shall be required or shall be voluntarily made in connection with subsequent sales of Lock-Up Securities as a bona fide gift by will or intestacy or to a family member or trust for the benefit of a family member ("family member" means any relationship by blood, marriage or adoption, not more remote than first cousin); (c) transfers of Lock-Up Securities to a charity or educational institution; or (d) if a Holder, directly or indirectly, controls a corporation, partnership, limited liability company or other business entity, any transfers of Lock-Up Securities to any shareholder, partner or member of, or owner of similar equity interests in such entity, as the case may be; provided that in the case

of any transfer pursuant to the foregoing clauses (b), (c) or (d), (i) any such transfer shall not involve a disposition for value, (ii) each transferee shall sign and deliver to the Underwriter a lock up agreement substantially in the form of the lock-up provision in this Section 6(d) and (iii) not filing under Section 16(a) of the Exchange Act shall be required or shall be voluntarily made. The Holder also agrees and consents to the entry of stop transfer instructions with the Company's transfer agent and registrar against the transfer of their Lock-Up Securities except in compliance with the lock-up provisions of this Section 6(d).

d) Modification of Terms. If, and whenever, prior to the Effective Date, the Company, pursuant to a conversion agreement (whether entered into prior to, on, or after August 25, 2017) for any securities of the Company including, but not limited to, a warrant, option, a convertible note, or convertible preferred stock is notified of and implements a conversion that is or will be more favorable to the holder of such securities than the terms of conversion for Holders of the Preferred Stock in Sections 6(a) and 6(b), then the Company shall provide notice thereof to the Holders of the Preferred Stock following the occurrence thereof and (ii) the terms of conversion in Sections 6(a) and 6(b) shall be, without any further action by the Holders of Preferred Stock or the Company, automatically amended and modified in an economically and legally equivalent manner such that the Holders of Preferred Stock shall receive the benefit of the more favorable terms set forth in any such conversion agreement.

e) Expiration of Conversion Provision. If the Offering does not close by 5:00 PM Eastern Standard Time on February 15, 2018, Sections 6(a), 6(b), 6(c) and 6(d) above shall be null and void and this Section 6 shall revert back to the Conversion provision of Section 6 of the Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock of Blink Charging Co., as filed with the Secretary of State of Nevada on December 23, 2014 (as amended on April 6, 2016) with the following new Section 6(e) being automatically added at that time:

e) Modification of Terms. If the Company, pursuant to a conversion agreement (regardless of when such conversion agreement was entered into) for any securities of the Company including, but not limited to, a warrant, option, a convertible note, or convertible preferred stock is notified of and implements a conversion that is or will be more favorable to the holder of such securities than the terms of conversion for Holders of the Preferred Stock in Sections 6(a) and 6(b), then the Company shall provide notice thereof to the Holders of the Preferred Stock following the occurrence thereof and (ii) the terms of conversion in Sections 6(a) and 6(b) shall be, without any further action by the Holders of Preferred Stock or the Company, automatically amended and modified in an economically and legally equivalent manner such that the Holders of Preferred Stock shall receive the benefit of the more favorable terms set forth in any such conversion agreement.

Exhibit 21.1

Blink Charging Co.
List of Subsidiaries

Entity Name	State of Incorporation
350 Holdings, LLC	FL
Beam Charging, LLC	NY
Blink Acquisition, LLC	FL
Blink N.A., LLC	FL
Blink Network, LLC	AZ
Blink UYA, LLC	FL
Car Charging China Corp.	DE
Car Charging Group (CA), Inc.	CA
Car Charging International, LLC	FL
Car Charging Limited	Ireland
Car Charging, Inc.	DE
CarCharging (UK) Ltd	United Kingdom
CCGI / LAH, LLC	PA
CCGI / Mall of America, LLC	MN
CCGI / WALCO, LLC	FL
CCGI Holdings, LLC	FL
CCGI/ PAT, LLC	PA
CCGI/Brixmor, LLC	NY
CCGI-SPG/WPG, LLC	FL
EV Pass, LLC	NY
EVSE Management, LLC	FL

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Michael D. Farkas, certify that:

1. I have reviewed this annual report on Form 10-K of Blink Charging Co.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: */s/ Michael D. Farkas*
Michael D. Farkas
Executive Chairman
(Principal Executive Officer)
April 17, 2018

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Michael J. Calise, certify that:

1. I have reviewed this annual report on Form 10-K of Blink Charging Co.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: */s/ Michael J. Calise*
Michael J. Calise
Chief Executive Officer and Director
(Interim Principal Financial Officer and Interim Principal Accounting Officer)
April 17, 2018

Exhibit 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Annual Report of Blink Charging Co. (the "Company") on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael D. Farkas, Executive Chairman and Principal Executive Officer of the Company, certifies to the best of his knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

1. Such Annual Report on Form 10-K for the year ended December 31, 2017, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Annual Report on Form 10-K for the year ended December 31, 2017, fairly presents, in all material respects, the financial condition and results of operations of Blink Charging Co.

By: */s/ Michael D. Farkas*
Michael D. Farkas
Executive Chairman
(Principal Executive Officer)
April 17, 2018

Exhibit 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Annual Report of Blink Charging Co. (the "Company") on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael J. Calise, Chief Executive Officer, Interim Principal Financial Officer and Interim Principal Accounting Officer of the Company, certifies to the best of his knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

1. Such Annual Report on Form 10-K for the year ended December 31, 2017, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Annual Report on Form 10-K for the year ended December 31, 2017, fairly presents, in all material respects, the financial condition and results of operations of Blink Charging Co.

By: */s/ Michael J. Calise*
Michael J. Calise
Chief Executive Officer and Director
(Interim Principal Financial Officer and Interim Principal Accounting Officer)
April 17, 2018