

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 16, 2025

BLINK CHARGING CO.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-38392
(Commission
File Number)

03-0608147
(IRS Employer
Identification No.)

5081 Howerton Way, Suite A
Bowie, Maryland
(Address of Principal Executive Offices)

20715
(Zip Code)

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

N/A
(Former name or former address, if changed since last report.)

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

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

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock	BLNK	The Nasdaq Stock Market LLC

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

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

CURRENT REPORT ON FORM 8-K

Blink Charging Co. (the "Company")

May 16, 2025

Item 1.01. Entry into a Material Definitive Agreement.

On May 16, 2025, the Company's indirect wholly owned subsidiary, Envoy Technologies, Inc. ("Envoy Technologies"), entered into Amendment No. 3 (the "Amendment") to the Agreement and Plan of Merger, dated as of April 18, 2023 (the "Merger Agreement"), by and among the Company, Envoy Mobility, Inc. (formerly Blink Mobility, LLC), Envoy Technologies and Fortis Advisors LLC, as equityholders' agent.

The Amendment further extended the date by which Envoy Technologies would need to complete either a direct listing or an underwritten initial public offering, in either case, to September 2, 2025 (from April 18, 2025) in order to issue shares of Envoy Technologies common stock to the former shareholders of Envoy Technologies under the terms of the Merger Agreement. The extension in respect of the direct listing still applies only to a direct listing consummated on either the New York Stock Exchange or The Nasdaq Capital Market, Global Select Market or Global Market.

In consideration for the extension, the value of the Envoy Technologies shares of common stock to be issued to the former shareholders of Envoy Technologies was increased to \$23.5 million (from \$23.0 million).

The Amendment also clarifies that a source of funding for which cash payments may be made to the former shareholders of Envoy Technologies (in lieu of issuing shares of Envoy Technologies common stock to such shareholders in a direct listing or underwritten initial public offering) includes proceeds from a sale of Envoy Technologies.

The foregoing summary description of the Amendment is qualified by reference to the full text thereof, a copy of which is attached hereto as Exhibit 2.1 and incorporated herein in its entirety.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The exhibits listed in the following Exhibit Index are filed as part of this current report.

Exhibit No.	Description
2.1	<u>Amendment No. 3 to Agreement and Plan of Merger, dated as of May 16, 2025, by and among Blink Charging Co., Envoy Mobility, Inc. (formerly Blink Mobility, LLC), Envoy Technologies, Inc. and Fortis Advisors LLC, as equityholders' agent.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

BLINK CHARGING CO.

Date: May 21, 2025

By: */s/ Michael C. Battaglia*
Name: Michael C. Battaglia
Title: President and Chief Executive Officer

AMENDMENT NO. 3 TO AGREEMENT AND PLAN OF MERGER

This AMENDMENT NO. 3, dated as of May 16, 2025 (this "Amendment"), to that certain Agreement and Plan of Merger, dated as of April 18, 2023, as amended (the "Merger Agreement"), is made by and among **ENVOY MOBILITY, INC.**, a Nevada corporation, formerly known as Blink Mobility, LLC ("**Parent**"), **ENVOY TECHNOLOGIES, INC.**, a Delaware corporation (the "**Company**"), and **FORTIS ADVISORS LLC**, a Delaware limited liability company (the "**Equityholders' Agent**"). Parent, Company and Equityholders' Agent are referred to herein sometimes individually as a "Party" and collectively herein as the "Parties." Any capitalized terms used herein but not defined in this Amendment shall have the meaning ascribed to such terms in the Merger Agreement.

WHEREAS, on March 10, 2025, the Parties amended the Merger Agreement pursuant to that certain Amendment No. 1 to Agreement and Plan of Merger, which, among other things, (a) extended the Tertiary Qualified IPO Stock Date and HoldCo Stock Issuance Date, each as defined in the Merger Agreement, by 45 days, but only with respect to an underwritten initial public offering referred to in subsection (x) of Qualified IPO and (b) increased the Tertiary Qualified IPO Stock Consideration Value To Twenty Three Million Dollars (\$23,000,000);

WHEREAS, on April 4, 2025, the Parties again amended the Merger Agreement pursuant to that certain Amendment No. 2 to Agreement and Plan of Merger, which, among other things, extended the Tertiary Qualified IPO Stock Date and HoldCo Stock Issuance Date, each as defined in the Merger Agreement, by another 45 days with respect to a direct listing referred to in subsection (y) of Qualified IPO to the extent such direct listing occurs on either the New York Stock Exchange or the Nasdaq Capital Market, Global Select Market or Global Market;

WHEREAS, Section 9.11 of the Merger Agreement requires a written instrument signed by the Parties to amend, supplement or change the Merger Agreement; and

WHEREAS, the Parties wish to further extend the Tertiary Qualified IPO Stock Date and HoldCo Stock Issuance Date, each as defined in the Merger Agreement, by 92 days, with respect to a direct listing referred to in subsection (y) of Qualified IPO to the extent such direct listing occurs on either the New York Stock Exchange or the Nasdaq Capital Market, Global Select Market or Global Market;

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements contained herein, and intending to be legally bound, the Parties agree as follows:

1. Amendments.

- a. The phrase "25.5 months anniversary" used in Section 2.1(c)(i)(4)(A) of the Merger Agreement is deleted and replaced with "28.5 months anniversary (September 2, 2025)."
-
- b. The phrase "25.5 months anniversary" used in Section 2.1(c)(i)(4)(B) of the Merger Agreement is deleted and replaced with "28.5 months anniversary (September 2, 2025)."
 - c. The phrase "Parent or HoldCo may substitute the payment of Stock Consideration to the Equityholders pursuant to this Section 2.1(c)(i)(4) for the payment of any combination of cash and shares of HoldCo Common Stock" used in Section 2.1(c)(i)(4)(B) of the Merger Agreement is deleted and replaced with "Parent or HoldCo may substitute the payment of Stock Consideration to the Equityholders pursuant to this Section 2.1(c)(i)(4) for the payment of any combination of cash, including from the sale of the Company, and shares of HoldCo Common Stock."
 - d. The phrase "Twenty-Three Million Dollars (\$23,000,000)" in the definition of Tertiary Qualified IPO Stock Consideration Value in the Merger Agreement is deleted and replaced with "Twenty-Three Million Five Hundred Thousand Dollars (\$23,500,000)."

2. Miscellaneous Provisions.

- a. Defined Terms. Capitalized terms not defined herein shall have the meanings ascribed to them in the Merger Agreement.
- b. Binding Effect. This Amendment No. 3 shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.
- c. Counterparts. This Amendment No. 3 may be executed in counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.
- d. Agreement in Effect. Except as expressly provided herein, the execution and delivery of this Amendment No. 3 shall not extend, modify or waive any term or condition of the Merger Agreement.
- e. Governing Law. This Amendment No. 3 shall be governed by, and construed under, the laws of the State of Delaware, and all rights and remedies being governed by said laws, without regard to principles of conflict of law.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 3 effective as of the day and year first above written.

ENVOY MOBILITY, INC.

By: /s/ Aviv Hillo
 Name: Aviv Hillo, Esq.
 Title: General Counsel & EVP M&A

ENVOY TECHNOLOGIES, INC.

By: /s/ Aric Ohana
 Name: Aric Ohana
 Title: CEO

FORTIS ADVISORS LLC, solely in its capacity as the Equityholders' Agent

By: /s/ Ryan Simkin
Name: Ryan Simkin
Title: Managing Director

Acknowledged, Accepted and Agreed:

BLINK CHARGING CO.

By: /s/ Michael Battaglia
Name: Michael Battaglia
Title: Chief Executive Officer