

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

FORM 8-K

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

Date of Report (Date of earliest event reported): July 2, 2018

MICRONET ENERTEC TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction
of incorporation)

001-35850

(Commission File Number)

27-0016420

(IRS Employer
Identification No.)

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

(Address of principal executive offices)

07645

(Zip Code)

(201) 225-0190

(Registrant's telephone number, including area code)

(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))

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

Emerging growth company

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

Item 7.01. Regulation FD Disclosure.

On July 2, 2018, Micronet Enertec Technologies, Inc. (the “Company”) entered into a letter of intent (the “LOI”) with respect to the following transactions (the “Transactions”) contemplated to be entered into by and among the Company, BNN Technology PLC, a leading technology, content and services company (“BNN”), and an unrelated third party that is a leading platform as a service provider of transaction technology (the “Third Party”):

- BNN will seek to acquire, through a third-party cash tender offer at a price of at least \$1.65, an additional approximately 35% stake in the Company (in addition to the 14.89% stake acquired on June 21, 2018), with a view to owning in aggregate at least 50.1% of the company’s issued shares.
- Both BNN and the Third Party shall be acquired by the Company in exchange for cash and the issuance of securities. The Third Party acquisition is pursuant to a Heads of Terms, which BNN has previously entered into with the Third Party.
- All of the shares of Micronet Tel Aviv held by the Company will be spun off to the Company’s shareholders that remain shareholders after the completion of the tender offer. Micronet Tel Aviv is a publicly traded Israeli company (TASE: MCRNI.TA) that is 49.89% owned by the Company.
- The Company will raise a minimum of between \$26-\$36 million from major global institutional investors.

The LOI is intended to express only a mutual indication of interest in the Transactions and does not represent a legally binding commitment or obligation on the part of the parties, and there can be no assurances that the Transactions will be consummated. As a result of the Transactions, it is contemplated that the Company will own BNN and the Third Party.

Copies of the LOI and the press release issued in connection with the Transactions are furnished herewith as Exhibits 99.1 and 99.2, respectively.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

No.	Description
99.1	Letter of Intent
99.2	Press Release

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.

MICRONET ENERTEC TECHNOLOGIES, INC.

Dated: July 2, 2018

By: /s/ David Lucatz

Name: David Lucatz

Title: President and Chief Executive Officer

BNN TECHNOLOGY PLC
First Floor Mallory House
Goostrey Way
Knutsford
Cheshire, WA16 7GY

July 2, 2018

Micronet Enertec Technologies, Inc.
28 West Grand Avenue, Suite 3
Montvale, New Jersey 07645

Gentlemen:

As you know, on June 21, 2018, BNN Technology PLC (the "Company" or "BNN") purchased 1,363,000 shares of Micronet Enertec Technologies (including its subsidiaries and affiliates, "Micronet") common stock from D.L. Capital Ltd, an entity controlled by David Lucatz, Micronet's Chairman, Chief Executive Officer and President. This Letter of Intent ("Letter of Intent") outlines the general terms and conditions pursuant to which BNN, or any of its affiliates, proposes to sell certain to-be-identified assets to Micronet as set forth in the proposed terms and conditions in Exhibit A hereto (the "Proposed Transaction"). This proposal is subject to the terms and conditions of this Letter of Intent, including the negotiation and execution of a mutually acceptable definitive agreement governing the Proposed Transaction (the "Definitive Agreement").

This Letter of Intent is intended to express only a mutual indication of interest in the Proposed Transaction and does not represent any legally binding commitment or obligation on the part of the parties with respect to the Proposed Transaction, except with respect to following items "Items" set forth in Exhibit A: Governing Law & Jurisdiction, Exclusivity and Termination, Confirmatory Due Diligence, Confidentiality, Transaction Costs, and no party hereto will assert otherwise. Any such agreement by the parties shall only be provided for in a Definitive Agreement mutually agreed upon and executed by the parties.

As provided in Exhibit A, BNN is proposing to, amongst certain other terms and conditions to:

1. Have a subsidiary of Micronet purchase certain assets (the "Reverse Merger") from each of BNN and a third party, which is a transaction technology platform ("Third Party"), in exchange for cash and the issuance of shares of common stock of Micronet;
2. Commence a third party cash tender offer of at least \$1.65 per share for up to an additional approximately 35.2% of the Micronet's outstanding shares of common stock as of the date hereof (the "Tender Offer") so that following the Tender Offer BNN would own in the aggregate at least 50.1% of the outstanding shares of common stock of Micronet;
3. Permit current stockholders of Micronet to choose to retain their common stock or participate in the Tender Offer. Following the Reverse Merger, Micronet will spin-off its current assets to all Micronet stockholders who held common stock post-Tender Offer, but pre-Reverse Merger, thereby allowing all such stockholders to retain the entire value of the current assets of Micronet, as well as receiving the additional value in the post-Reverse Merger company.

BNN TECHNOLOGY PLC
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**TERM SHEET & ASSET SALE PROPOSAL FOR
MICRONET ENERTEC, INC.**

This Letter of Intent may be executed in any number of counterparts and any party hereto may execute any such counterpart, each of which when executed and delivered will be deemed to be an original and all of which counterparts taken together will constitute but one and the same instrument.

This Letter of Intent, the rights and obligations of the parties hereto, and any claims or disputes relating thereto, will be governed by and construed under and in accordance with the laws of the State of New York, without regard to conflicts of law principles that would result in the application of any law other than the laws of the State of New York. Each party to this Letter of Intent hereby irrevocably and unconditionally submits, for itself and its property, to the exclusive jurisdiction of the United States District Court, or if such court does not have jurisdiction, any New York State court, in either case sitting in New York, New York, and any appellate court from any thereof, in any action or proceeding arising out of or relating to this Letter of Intent or for recognition or enforcement of any judgment relating thereto, and each of the parties hereby irrevocably and unconditionally (a) agrees not to commence any such action or proceeding except in such courts, (b) agrees that any claim in respect of any such action or proceeding may be heard and determined in such court, (c) waives, to the fullest extent it may legally and effectively do so, any objection which it may now or hereafter have to the laying of venue of any such action or proceeding in any such court, and (d) waives, to the fullest extent permitted by law, the defense of an inconvenient forum to the maintenance of such action or proceeding in any such court. Each of the parties hereto agrees that a final judgment in any such action or proceeding shall be conclusive and may be enforced in other jurisdictions by suit on the judgment or in any other manner provided by law.

(Signature Page and Exhibit A Follows)

2

BNN TECHNOLOGY PLC
First Floor Mallory House
Goostrey Way
Knutsford
Cheshire, WA16 7GY

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Please acknowledge your acceptance of and agreement to the foregoing by signing and returning to the undersigned as soon as possible a counterpart of this Letter of Intent.

Very truly yours,

BNN TECHNOLOGY PLC

By: _____
Name:
Title:

ACCEPTED AND AGREED TO AS OF

July 2, 2018

MICRONET ENERTEC TECHNOLOGIES, INC.

By: _____
Name:
Title:

(Exhibit A Follows)

3

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TERM SHEET & ASSET SALE PROPOSAL FOR
MICRONET ENERTEC, INC.

SUMMARY OF THE TERMS OF THE PROPOSED REVERSE MERGER (all figures in \$USD)

Merger Partner:	Micronet Enertec Technologies, Inc. (" <u>Micronet</u> ")
Place of Incorporation:	Delaware, United States
Trading Symbol:	MICT
Stock Exchange:	Nasdaq Capital Market (" <u>NCM</u> ")
Shares Outstanding: Authorized Common Stock:	9,144,465 shares of common stock outstanding as of May 14, 2018
Authorized Preferred Stock:	25,000,000 shares of \$0.001 par value
Stock Options Outstanding:	5,000,000 shares of \$0.001 par value 972,000 options outstanding (out of with 436,000 are in the process to be terminated)
Warrants Outstanding:	
Convertible Notes Outstanding:	1,187,500
Fully Diluted Shares Outstanding:	\$4,125,000 11,303,965 shares of common stock (excluding convertible)
Acquisition Partners:	BNN Technologies PLC, a United Kingdom company (" <u>BNN</u> ") and a third party, which is a transaction technology platform (" <u>Third Party</u> "). BNN and the Third Party will collectively be referred to herein as the " <u>OPCOs</u> ".
Reverse Merger and Parent Public Company Name:	Subject to legal and accounting structuring advice, a reverse merger in which two new wholly owned subsidiaries of Micronet formed for purposes of the transaction (" <u>Merger Sub</u> ") will each merge with and into one of the OPCOs, with the OPCOs surviving as a wholly owned subsidiary of Micronet, the parent company (the " <u>Parent Public Company</u> ") with a public listing on the Nasdaq Capital Market (the " <u>Reverse Merger</u> "). Alternatively, BNN and the Third Party may sell (by way of asset sale or stock sale) discrete subsidiaries, businesses or divisions of BNN or the Third Party to Micronet or Merger Sub (such alternative transaction structure is equally referred to herein as the " <u>Reverse Merger</u> "). The name of the Parent Public Company shall be changed at the closing of the Reverse Merger (the " <u>Reverse Merger Closing</u> ") to a name more identifiable with the post-Reverse Merger Closing company.
Parent Public Company Ownership; Tender Offer; Consideration:	On June 21, 2018 BNN purchased 1,363,000 shares of common stock of Micronet from D.L. Capital Ltd., a company controlled by David Lucatz, Micronet's Chairman, Chief Executive Officer and President, representing approximately 14.89% of Micronet's issued and outstanding common stock as of May 14, 2018.

4

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**TERM SHEET & ASSET SALE PROPOSAL FOR
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Prior to the Reverse Merger Closing, BNN shall make a third party cash tender offer of at least \$1.65 per share for up to an additional approximately 35.2% of the Micronet's outstanding shares of common stock as of the date hereof (the "Tender Offer") so that following the Tender Offer BNN would, assuming the tender is fully subscribed, own in the aggregate at least 50.1% of the outstanding shares of common stock of Micronet.

Upon the Reverse Merger Closing, the pre-Reverse Merger stockholders of Micronet, but post-Tender Offer stockholders (the "Micronet Stockholders") shall retain such number of shares (the "Micronet Shares") of common stock of the post-transaction Parent Public Company equal to, subject to due diligence and discussion of outstanding exercisable or convertible securities, warrants and options, an equity valuation of approximately \$15.1 million on a post-Reverse Merger basis of the Parent Public Company (the "Public Company Stock") upon the Closing Date (referred herein). This calculation assumes that at the Closing of the Reverse Merger there is no outstanding debt of any kind of Micronet.

BNN Consideration

The consideration to be paid at Closing to BNN will be comprised of shares of Public Company Stock with a value based on the aggregate enterprise value of the BNN business being sold, calculated, subject to diligence, as ~\$118.4 million, minus the assumption of ~\$8.4 million of expected convertible debt plus ~\$20.0 million of expected cash and cash equivalents, resulting in an aggregate equity value of the Public Company Stock to be issued to BNN of approximately \$130.0 million (the "BNN Equity Value"). BNN shall be issued Public Company Stock (the "BNN Shares") in connection with the Reverse Merger in the amount of the BNN Equity Value.

The BNN Shares shall consist of shares of the Parent Public Company that are duly authorized, validly issued, non-assessable, unrestricted and without legends, free from all liens, taxes and charges. The number of BNN Shares to be issued shall be derived by dividing (i) the BNN Equity Value by (ii) the negotiated value per share of common stock of Micronet (the "Micronet Valuation").

Third Party Consideration

The consideration to be paid to the Third Party will be based on a total enterprise value of the Third Party business being sold, subject to diligence, of \$162.0 million.

5

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Upon the execution of the Definitive Agreements, Micronet (in conjunction with BNN and its Representatives (as defined below)) will raise approximately \$26.0M - \$36.0M (to be held in escrow) from both existing BNN investors and new investors in a private placement, with attached registration rights, if necessary (the “PIPE”). The PIPE will take the form of equity, equity-linked and/or convertible promissory notes with customary terms to be negotiated (the “PIPE Securities”). The closing of the PIPE and the release of the PIPE proceeds will be subject to stockholder approval and the meeting of all of the closing conditions of the Definitive Agreements. At the closing of the PIPE, the proceeds from the issuance of the PIPE Securities will be used (a) to pay the Additional Third Party Cash (As defined below), (b) to pay fees and expenses related to the PIPE Securities and (c) for working capital purposes of the post-Reverse Merger company. The holders of the PIPE Securities will not participate in the spin-off. The securities issued in the PIPE will dilute the stockholders of the Company, the Third Party and Micronet pro rata based on their respective valuations.

Upon Closing, the consideration to be paid to the Third Party will include (a) approximately \$28.0 million from the proceeds of the PIPE (the “Initial Third Party Cash”), (b) an additional cash payment of up to \$22.0 million from the balance sheet of BNN (the “Additional Third Party Cash”), (c) the issuance of either a convertible note or convertible preferred stock to the Third Party in an amount equal to approximately \$22.0 million (the “Third Party Convertible Security”) and (d) shares of Public Company Stock with a value based on the net enterprise value of the Third Party business being sold, calculated, subject to diligence, as \$162.0 million (the total enterprise value), minus the value of the Initial Third Party Cash, minus the Additional Third Party Cash, minus the value of the Third Party Convertible Security and plus \$0.0 million of expected cash on hand, resulting in an aggregate equity value of the Public Company Stock to be issued to the Third Party of approximately \$90.0 million (the “Third Party Equity Value”). The Third Party will be delivered with a zero debt balance. The Third Party shall be issued Public Company Stock (the “Third Party Shares”) in connection with the Reverse Merger in the amount of the Third Party Equity Value.

The Third Party Shares shall consist of shares of the Parent Public Company that are duly authorized, validly issued, non-assessable, unrestricted and without legends, free from all liens, taxes and charges. The number of Third Party Shares to be issued shall be derived by dividing (i) the Third Party Equity Value by (ii) the Micronet Valuation.

6

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**TERM SHEET & ASSET SALE PROPOSAL FOR
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Options and Employees

The equitable treatment of options, which are a small part of the overall capitalization, and employees, to be discussed.

Parent Public Company Board Members:

OPCOs shall nominate all members of the Parent Public Company Board at their discretion upon the Closing. The Board shall be comprised of a majority of independent members.

Filing Status Post-Reverse Merger:

Foreign Filer

Major U.S. Annual Reporting Form:

20-F

Jurisdiction of Incorporation Post-Reverse Merger:

As part of the Closing, Micronet will be redomiciled to a new, non-U.S. jurisdiction of incorporation to be determined jointly by the parties and which such redomestication shall be tax-free for the pre-Reverse Merger stockholders of Micronet or the consideration received or retained by them shall be appropriately adjusted.

Listed Exchange Post-Reverse Merger:

Nasdaq Capital Market or other mutually agreed upon national exchange.

Stockholder Voting Agreement and National Exchange Listing Requirement:

In conjunction with the signing of the Definitive Agreements, Micronet and certain Micronet Stockholders (the "Micronet Insiders") will enter into a stockholder voting agreement with BNN committing to deliver a certain number of shares of Micronet to approve the Reverse Merger and the related transactions.

As a condition to the Reverse Merger Closing, the Parent Public Company will need to be approved for trading on the Nasdaq market system or equivalent Nationally Listed US Exchange (i.e. NYSE or NYSE American).

Signing and Closing Conditions:

The signing of the Definitive Documents and the closing of the transactions contemplated thereby will be subject to customary conditions appropriate for an acquisition of this size and complexity, including:

(i) Discussions of both parties' financial structure and performance with each other's respective management;

(ii) OPCOs' review of Micronet's operations prior to the signing of the Definitive Agreements and its financial statements that have not been publicly filed;

7

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**TERM SHEET & ASSET SALE PROPOSAL FOR
MICRONET ENERTEC, INC.**

(iii) Immediately prior to the Reverse Merger Closing, Micronet shall have zero debt which shall be reflected on Micronet's balance sheet and other publicly-filed financial statements at the Reverse Merger Closing;

(iv) A discussion between the parties with respect to the treatment of outstanding exercisable or convertible securities, warrants and options;

(v) Approval and filing by Micronet and the other parties, as appropriate, of all corporate actions and documents that support the transactions, including approval of new Board directors, a revised charter, and completion of any stock splits, bylaw changes or other amendments that may be reasonably requested by OPCOs, including without limitation as applicable, an information or proxy statement concerning actions related to the Reverse Merger and a prospectus for the registration of Parent Public Company Stock issued to affiliates of OPCOs;

(vi) Completion by each party and its advisors of all business, tax, accounting, legal and other due diligence reviews of the other party (in parallel with the negotiation of the Definitive Agreements), with results satisfactory to both parties in all respects;

(vii) The negotiation and execution of the Definitive Agreements;

(viii) No material adverse change in the either party's business, operations, prospects or financial condition;

(ix) The representations and warranties of both parties being true and correct at signing and closing;

(x) Receipt of all equity holder, governmental, regulatory and third party requisite approvals and consents, including the completion of the SEC process and the required approval of each party's stockholders, in a form satisfactory to the other party;

(xi) The terms and conditions of the Reverse Merger and their related transactions must be acceptable to both Micronet and OPCOs and approved by each of their respective Board of Directors;

(xii) Each party will procure audited financial statements related to its companies and business suitable for inclusion in an information or proxy statement, prospectus and/or current report on Form 8-K in connection with the approvals and closings related to the Reverse Merger;

8

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**TERM SHEET & ASSET SALE PROPOSAL FOR
MICRONET ENERTEC, INC.**

(xiii) Receipt of a fairness opinion by the Board of Directors of Micronet;

(xiv) Provisions with respect to the spin-off; and

(xv) Subject to such customary additional terms as are consistent with the above, including, without limitation, fiduciary outs, break-up fees and reverse break-up fees, as will be agreed between the parties.

Confirmatory Due Diligence:

All parties will cooperate fully with each other, and their auditors and advisors to support mutual due diligence efforts. Both parties may conduct due diligence, including conversations with management and review of relevant documents as well as reports prepared by, for and received by the Boards of Directors of the equivalent of each party. Each party and its employees, officers, directors, advisors, legal counsel, accountants, agents and representatives (the "Representatives") will extend their full cooperation to either party's Representatives in connection with such investigation and will provide either party's Representatives with full access during normal business hours to the other party's books and records, facilities, accountants, management, officers, directors and key employees for the purpose of conducting such due diligence investigation.

Lock-Ups; Transfer Restrictions:

Micronet hereby agrees, in connection with the execution of the Definitive Agreements, to use its commercially reasonable efforts to have any of its current officers and directors who will own in excess of 3% of the outstanding common stock following the Reverse Merger execute lock-up agreements restricting the ability of such officers and directors to not sell or transfer their Micronet Shares for 12 months following the Closing Date, other than in connection with the Tender Offer.

Transaction Costs:

Each Party shall be responsible for its own costs and expenses in negotiating the Reverse Merger, preparing and negotiating the Definitive Agreements and preparing all required disclosure relating to such party in connection with documents required to be filed with the SEC and other regulatory authorities in connection with such transactions.

9

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**TERM SHEET & ASSET SALE PROPOSAL FOR
MICRONET ENERTEC, INC.**

- Publicity:** The Parties intend to issue a mutually agreeable joint press release immediately following the execution of this Letter of Intent.
- Exclusivity and Termination:** Until the earlier of (i) sixty (60) days from the execution of this LOI or (ii) execution of a Definitive Agreement (the "Exclusivity Period"), Micronet will not, directly or indirectly, solicit, initiate, entertain or accept any inquiries or proposals from, discuss or negotiate with, provide any non-public information to, or consider the merits of any unsolicited inquiries or proposals from, any person or entity relating to any transaction involving the sale of the Public Company Stock, any other capital stock, business or assets of Micronet, or any merger, consolidation, business combination, or similar transaction other than as contemplated by this Letter of Intent. This Letter of Intent may be terminated earlier through mutual agreement or due to a failure of either party to fulfill the obligations described in this Letter of Intent.
- Governing Law and Jurisdiction:** State of New York
- Closing Date:** All parties expect to close and complete the Proposed Transaction by late Q3'2018/Q4'2018 (the "Closing Date").
- Non-Binding:** Except for the provisions relating to Confidentiality, Exclusivity and Termination, Confirmatory Due Diligence, Transaction Costs and Governing Law and Jurisdiction this term sheet is non-binding and is subject to the satisfactory completion of due diligence and mutually agreeable definitive documentation.
- Confidentiality:** The parties to this LOI acknowledge and agree that the existence and terms of this LOI and the Proposed Transaction are strictly confidential and further agree that they and their respective representatives, including without limitation, shareholders, directors, officers, employees or advisors, shall not disclose to the public or to any third party the existence or terms of this LOI or the Proposed Transaction other than with the express prior written consent of the other party, except as may be required by applicable law, rule or regulation, or at the request of any governmental, judicial, regulatory or supervisory authority having jurisdiction over a party or any of its representatives, control persons or affiliates (including, without limitation, the rules or regulations of the SEC or FINRA), or as may be required to defend any action brought against such party in connection with the Proposed Transaction. If a party is so required to make such a disclosure, it must first provide to the other party the content of the proposed disclosure, the reasons that the disclosure is required, and the time and place that the disclosure will be made. In such event, the parties will work together to draft a disclosure which is acceptable to both parties. The parties acknowledge and agree that the provisions of the Confidentiality Agreement dated April 23, 2018 between the parties remain in full force and effect.

10

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2 July 2018

BNN Technology PLC and MICT Announce a Strategic Transaction

On June 21st, 2018, BNN Technology PLC (BNN) acquired a 14.89 percent stake in Micronet Enertec Technologies, Inc. (NASDAQCM: MICT). Following this acquisition, BNN and MICT are pleased to jointly announce the execution of a Letter of Intent to enter into a series of strategic transactions.

Specifically, the Letter of Intent between BNN and MICT outlines the following proposed transactions:

- BNN will seek to acquire, through a third-party cash tender offer at a price of at least \$1.65 (the price per share BNN paid to a MICT shareholder to purchase the 14.89%), an additional approximately 35% stake in MICT, with a view to owning in aggregate at least 50.1% of the company's issued shares.
- Both BNN and an unrelated Third Party, a leading Platform as a Service (PaaS) provider of transaction technology, shall be acquired by MICT in exchange for cash and the issuance of shares. The Third-Party acquisition is pursuant to a Heads of Terms, which BNN has previously entered into with the Third Party. The overall combined entity will be cash flow positive.
- All of the shares of Micronet Tel Aviv currently held by MICT would be spun off to MICT shareholders that remain shareholders of MICT after the tender offer. Micronet Tel Aviv is a publicly traded Tel Aviv company (TASE:MCRNI.TA) owned 49.89% by MICT
- MICT will raise a minimum of between \$26 -\$36 million from major global institutional investors.

As a result of the contemplated transactions, MICT, a publicly traded NASDAQ company, would own BNN and the Third Party, and would have a sizable valuation that offers shareholders in each entity an attractive opportunity for the future.

These transactions are subject to diligence by the parties, the negotiation of definitive agreements and approval by the respective BNN and MICT Boards of Directors and MICT's shareholders.

BNN is a UK registered technology, content and services company with a focus on the Chinese market, and MICT is a developer, manufacturer and provider of mobile computing platforms for the mobile logistics management market in the US, Europe and Israel.

Commenting on the proposed transaction, Darren Mercer, Executive Director of BNN Technology PLC, said:

“We are excited at the opportunity to announce a potential transformative event for all shareholders involved with the pending transactions. We feel that the proposed tri-party transaction will accelerate the next phase of growth and value creation for all shareholders. The combination with a leading Platform as a Service (PaaS) provider of transaction technology will facilitate the monetization of BNN's China business. The further combination with MICT will help to expedite our collective organic and inorganic growth plans. We believe this is a compelling opportunity and we will work tirelessly with all parties to close the transaction in the next few months.”

David Lucatz, Chairman, Chief Executive Officer and President of MICT, added:

“The strategic transaction that we are intending to undertake with BNN marks a major step in the evolution of our group and we strongly believe that it will contribute significantly to the growth of MICT. We are extremely excited at the opportunity to partner with BNN and the Third-Party technology platform company and the value proposition these strong companies present for our shareholders.

We believe that this strategic transaction is uniquely structured and will potentially unlock value for the benefit of existing MICT shareholders by providing them a combined partial cash offer at a significant premium to the current market price in conjunction with diversification through a merger into a new fast-growing business segment while at the same time enabling them to keep their holdings in MICT’s main asset (shareholding in the subsidiary Micronet) through the proposed spinoff.

We look forward to working with these management teams to complete the transaction.”

Official filings with the US Securities and Exchange Commission relating to this transaction may be found at www.sec.gov

ENDS

For further information, please contact:

BNN Technology PLC

info@bnntechnology.com +44(0) 1565 872 990

Micronet Enertec Technologies Inc.

info@micronet-enertec.com

(201) 225-0190

Additional Information and Where to Find It

In connection with the proposed transactions described herein, Micronet and BNN will prepare a proxy statement/prospectus for MICT’s stockholders and a registration statement on Form F-4 to be filed with the Securities and Exchange Commission. MICT’s proxy statement/prospectus will be mailed to MICT’s stockholders that do not opt to receive the document electronically. **MICT and BNN urge investors, stockholders and other interested persons to read, when available, the proxy statement/prospectus, as well as other documents filed with the SEC, because these documents will contain important information.**

Such persons can also read MICT's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, for a description of the security holdings of its officers and directors and their respective interests as security holders in the consummation of the transactions described herein. MICT's definitive proxy statement/prospectus, which will also be included in the registration statement, will be mailed to stockholders of Micronet as of a record date to be established for voting on the transactions described in this report. MICT's stockholders will also be able to obtain a copy of such documents, without charge, by directing a request to: Micronet Enertec Technologies, Inc., 28 West Grand Avenue, Suite 3, Montvale NJ 07645. These documents, once available, can also be obtained, without charge, at the Securities and Exchange Commission's web site (<http://www.sec.gov>).

Participants in Solicitation

Micronet and its directors and executive officers, may be deemed to be participants in the solicitation of proxies for the special meeting of MICT's stockholders to be held to approve the transactions described in this press release. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of MICT's stockholders in connection with the proposed Transactions will be set forth in the proxy statement/prospectus when it is filed with the SEC. You can find information about MICT's executive officers and directors in its Annual Report on Form 10-K, which was filed with the SEC on April 13, 2018. You can obtain free copies of these documents from MICT using the contact information above.

Non-Solicitation

This press release is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed transaction and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of Micronet or BNN, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Important Information about the Tender Offer

THE TENDER OFFER REFERRED TO IN THIS PRESS RELEASE HAS NOT YET COMMENCED. THIS PRESS RELEASE IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO SELL OR PURCHASE, OR THE SOLICITATION OF TENDERS WITH RESPECT TO THE SHARES OF MICRONET. NO OFFER, SOLICITATION, PURCHASE OR SALE WILL BE MADE IN ANY JURISDICTION IN WHICH SUCH AN OFFER, SOLICITATION, PURCHASE OR SALE WOULD BE UNLAWFUL. THE OFFER WILL BE MADE SOLELY PURSUANT TO THE OFFERING DOCUMENTS. THESE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TENDER OFFER AND SHAREHOLDERS ARE STRONGLY ENCOURAGED TO EVALUATE CAREFULLY ALL INFORMATION IN THE OFFERING DOCUMENTS AND TO CONSULT THEIR INVESTMENT AND TAX ADVISORS BEFORE MAKING ANY DECISION REGARDING THE TENDER OF THEIR SHARES. IF THE TENDER OFFER IS COMMENCED, A TENDER OFFER STATEMENT ON SCHEDULE TO (THE "TENDER OFFER STATEMENT") WILL BE FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC"). IN ADDITION, FOLLOWING DEFINITIVE DOCUMENTATION, MICRONET INTENDS TO FILE WITH THE SEC A SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WITH RESPECT TO THE TENDER OFFER. THE TENDER OFFER STATEMENT, INCLUDING THE OFFER TO PURCHASE, THE LETTER OF TRANSMITTAL, AND OTHER RELATED MATERIALS, AND THE SOLICITATION/RECOMMENDATION STATEMENT OF MICRONET ON SCHEDULE 14D-9, WILL ALSO BE AVAILABLE TO MICRONET'S STOCKHOLDERS AT NO CHARGE ON THE SEC'S WEBSITE AT WWW.SEC.GOV.

Safe Harbor Language

This press release includes “forward-looking statements” within the meaning of U.S. federal securities laws. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results and, consequently, you should not rely on these forward-looking statements as predictions of future events. These forward-looking statements and factors that may cause such differences include, without limitation, Micronet’s and BNN’s expectations with respect to future performance, growth and anticipated acquisitions; the anticipated financial impact of the reverse merger; ability to recognize the anticipated benefits of the reverse merger; costs related to the proposed reverse merger; the satisfaction of the closing conditions to the reverse merger; the timing of the completion of the merger; global economic conditions; the price and terms of the Tender Offer, the timing and terms of the spinoff; geopolitical events and regulatory changes; acts of piracy, political instability, terrorist or other attacks, war or international hostilities; loss of key personnel; difficulty managing planned growth properly; access to additional financing; changes in tax laws; weather and natural disasters; changing interpretations of generally accepted accounting principles; inquiries and investigations and related litigation; continued compliance with government regulations; and other risks and uncertainties indicated from time to time in filings with the SEC. The foregoing list of factors is not exclusive. Additional information concerning these and other risk factors is contained in Micronet’s most recent filings with the SEC and will be contained in the proxy statement/prospectus to be filed as result of the transactions described above. All subsequent written and oral forward-looking statements concerning Micronet, BNN or the Third Party, the transactions described herein or other matters and attributable to Micronet, BNN or the Third Party, or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above. Readers are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made. None of Micronet, BNN or the Third Party undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement to reflect any change in their expectations or any change in events, conditions or circumstances on which any such statement is based.