

INFORMATION DOCUMENT

relating to the offering for the issuance of
Class B Common Stock

by

DAI GEO US, Inc.

DAI GEO US, Inc. (as the Issuer) has drafted this Information Document.

DAI GEO US, Inc., a Delaware corporation (hereinafter the “Issuer” or the “Company”) has drafted this Information Document according to Article 11 of the Law of July 11, 2018 on offers to the public of investment instruments and admission of investment instruments to trading on regulated markets.

THIS DOCUMENT IS NOT A PROSPECTUS AND HAS NOT BEEN VERIFIED OR APPROVED BY THE FINANCIAL SERVICES AND MARKETS AUTHORITY (“*Autoriteit voor Financiële Diensten en Markten/Autorité des Services et Marchés Financiers*”)

February 6, 2019

WARNING: THE INVESTOR MAY LOSE ALL OR PART OF HIS/ HER INVESTMENT AND/OR MAY NOT OBTAIN THE EXPECTED RETURN.

THE INVESTMENT INSTRUMENTS ARE NOT LISTED: THE INVESTOR MAY FACE SERIOUS DIFFICULTIES TO SELL HIS/ HER INVESTMENT INSTRUMENTS IN CASE HE/ SHE WANTS TO DO SO.

PRELIMINARY PROVISIONS

1. The Investor acknowledges that, regardless of any action taken by the Company issuing the shares of Class B Common Stock (the “Shares”) or by the employer of the Investor (the “Employer”), the ultimate liability for all income tax, social security, payroll tax, fringe benefit tax, payment on account or other tax-related items (together referred to as “tax-related items”) related to your participation in the Class B Common Stock of the Company (the “Plan”) and legally applicable to you is and remains the responsibility of the Investor and may exceed amounts withheld by the Employer. You further acknowledge that the Company and/or the Employer (a) makes no representation or undertakings regarding the treatment of any tax-related items in connection with any aspect of the Plan, including, without limitation, the grant of the rights to purchase, the purchase and issuance of shares, the subsequent sale of shares; and (b) do not commit to and are under no obligation to structure the terms of the grant of purchase rights or any aspect of the Plan or eliminate your liability for tax-related items or to achieve any particular tax result. Further, if the Investor is subject to tax withholding in more than one jurisdiction, the Employer may be required to withhold or account for tax related issues in more than one jurisdiction.

The Company and/or the Employer is not providing any tax, social security, legal or financial advice, nor is it making any recommendations regarding the participation in the Plan, or the purchase or sale of the underlying shares. The Investor is hereby advised to consult with the Investor’s own personal tax, legal and financial advisors regarding your participation in the Plan before taking any action related to this Plan.

2. The Investor hereby voluntarily consents to the collection, use, processing and transfer, in electronic or other form, of the Investor’s personal data as described in the Plan, the offering documents, and any other offering materials by and among, as applicable, the Company, the Employer or any affiliated company, for the exclusive purpose of implementing, administering and managing the Investor’s participation in the Plan before taking any action related to this Plan.

The Investor understands and consents to the fact that the Company, the Employer or any affiliated company, may hold and process personal data (the “Data”) about, including but not limited to name, address, contact details such as e-mail address and phone number, date of birth, social insurance number or national number, nationality,

salary, job title, marital status, number of shares held in the Company or affiliated companies, details of shares purchased, exercised, cancelled, vested and unvested, or outstanding in the Investor's favor for the exclusive purpose of implementing, administering and managing the participation of the Investor in the Plan. The lawfulness of this processing is legitimate due to (1) the consent of the Investor, (2) the necessity to perform a contract, and (c) the compliance with a legal obligation.

Part 1 - MAIN RISKS RELATED TO THE ISSUER AND TO THE OFFERED INVESTMENT INSTRUMENTS, SPECIFIC TO THIS OFFER

Before deciding to invest in the shares of Class B Common Stock issued by the Company as part of this offering for the Shares (the "Offering"), the Investor is invited to carefully examine the risk factors described hereinafter which, individually or as a whole, can have a significant influence on the Company and affect its ability to meet its obligations. The Company's purpose is to invest in equity of DAI Global, LLC, a Delaware limited liability company (hereinafter "DAI Global"), as described below.

Every decision to invest in the Shares must be based on an exhaustive examination of the whole Information Document. Every Investor who is considering subscribing to the Shares must carry out its own analysis of the solvency, the business, the financial situation and the prospects of the Company. They do not offer any guarantee of future performance or principal repayment guarantee. The Investor must therefore understand and be aware of the fact that the proposed investment in the Shares carries with it a risk of partial or total loss of the capital invested.

The attention of the reader is directed to the fact that the list of risks presented below is not, and does not intend to be, exhaustive and that it is based on the information known as of the date of the Information Document. It must therefore be understood that other risks, which are unknown, improbable or whose occurrence is not considered as likely to have a negative effect on the Company, its activities or its financial situation, may also exist.

1. Risks Related to the business of DAI GEO US, Inc. and of its underlying entity DAI Global.
 - a. *The value of our equity interests will be based on a single concentrated investment in the equity interests of DAI Global.*

Because the Company will concentrate its investments in a single investment, the overall adverse effect on the Company of adverse movements in the value of DAI Global may be considerably greater than if the Company did not concentrate its investments to such an extent.

- b. *The client base of DAI Global has been and will continue to be highly concentrated.*

Historically, the U.S. Agency for International Development ("USAID") was DAI Global's sole major customer. In recent years, DAI Global and its predecessor began to diversify its client base by performing a significant amount of work for the U.K. Department for International Development ("DFID"), and launching a new DAI Global Health business and a commercial practice focused on local content compliance for multinational firms. In 2018, USAID and DFID collectively accounted for slightly more than 90% of DAI Global's revenues. Any adverse policy decision on the part of these agencies vis-à-vis its implementing partners could have an immediate and far-reaching effect on DAI Global's ability to earn revenue, generate profits, and succeed as a business. Similarly, any reputational, performance-related, or other breakdowns in the relationship between DAI Global and either USAID or DFID would have significant potential to damage DAI Global given its reliance on these two core clients.

- c. *DAI Global will continue to depend on the U.S. Government and the U.K. Government for a substantial portion of its business, and changes in government spending or priorities could have consequences on its financial position, results of operations, and business.*

Because both USAID and DFID are national government agencies funded by the taxpayers of the U.S. and U.K., respectively, DAI Global will be subject to changes of funding and policy at the discretion of policymakers and legislators. Some of these changes may be abrupt and disruptive to DAI Global's business prospects. DAI Global's business prospects could be affected by the U.S. and U.K. governments' appetite for funding their overseas development assistance budgets and the U.K. decision to leave the European Union (the so-called "Brexit"), which has led to political and economic uncertainty. DAI Global's vulnerability to this kind of risk will be exacerbated at times of fiscal austerity, political transitions, and related uncertainty, and, accordingly, of heightened public, media, legislative, and parliamentary scrutiny of aid spending. DAI Global will also be subject to the inherent volatility of a market driven increasingly by overseas conflict and crisis, and the short- and long-term foreign policy responses of donor governments.

- d. *As a U.S. Government contractor, DAI Global will remain subject to extensive procurement rules and regulations, and changes in such rules, regulations, and business practices could negatively affect current programs and potential awards.*

Beyond macro-level budget issues, DAI Global is affected by funding and policy decisions taken at the agency level. Examples of policy preferences that would adversely affect DAI Global include favoring direct budget support to sovereign governments rather than assistance to such governments via project-based technical experts; favoring non-fee-bearing grants implemented by nonprofit partners over fee-bearing contracts implemented by for-profit contractors; or favoring small, disadvantaged, or overseas implementing partners rather than middle-market domestic firms. DAI Global is also subject to internal operating issues at USAID and DFID, such as resource allocation decisions that influence the agencies' procurement lead time and other practices.

As a contractor in the government services market, DAI Global works in a tightly regulated marketplace. Additions to the overall burden of regulations may inhibit DAI Global's ability to succeed as a business. New requirements may complicate DAI Global's operating and administrative responsibilities in unforeseeable ways. Failure to comply with such regulations carries significant risks of punitive actions from regulatory bodies empowered to sanction DAI Global and bar it from doing further business with core clients. In its efforts to ensure compliance and avoid charges of waste, fraud, and abuse, DAI Global is subject to numerous audit and oversight bodies at the project and corporate level, especially in its U.S. operations.

- e. *There is a high probability of an audit of DAI Global's operations by USAID or other U.S. Government regulators. An adverse determination could adversely affect DAI Global's results and profitability.*

DAI Global considers there to be a high probability of an audit of DAI Global's operations by USAID, one of DAI Global's key customers. It is possible that findings of the regulatory audit of incurred cost submissions from the years 2013-2016 would require payments to USAID and have an adverse impact on DAI Global's relationship with USAID, affecting the results and profitability of DAI Global.

- f. *The nature and location of DAI Global's international work will expose it to risks inherent in these locations, which may adversely affect its revenue and profitability.*

Committed to acting in an ethical manner in all aspects of its business, DAI Global adheres to the U.S. Foreign Corrupt Practices Act of 1977 and the U.K. Bribery Act of 2010. But, DAI Global, like any company, could be liable to lapses of integrity on the part of individual employees. Moreover, the firm takes on projects in some of the world's most pervasively corrupt societies, employing a local workforce that is often under pressure to follow prevailing norms of behavior. Compounding this exposure to ethical risk will be the nature of DAI Global's work in the field, which often involves disbursing grants, awarding local contracts, employing local people, and patronizing local vendors, which presents regular opportunities for kickbacks, bribery, and other abuse of government funds. The penalties attendant upon such ethical violations—especially if there is perceived to be a pattern of, or tolerance for, them—are severe, up to and including suspension and debarment from pursuing government contracts. In its efforts to ensure compliance and avoid charges of waste, fraud, and abuse, DAI Global is subject to numerous audit and oversight bodies at the project and corporate level, especially in its U.S. operations. DAI Global has incurred instances of non-compliance with government regulations in the ordinary course of its business and takes steps to remedy compliance issues and prevent further violations.

g. *The business of DAI Global could be negatively affected by security threats.*

DAI Global works in challenging operating environments—including countries undergoing political and military conflict—and on highly challenging assignments, including conflict mitigation and stabilization, countering violent extremism, and pandemic disease control. DAI Global faces the possibility that an escalation in risk (such as a spike in terrorism, a hostile act by a host country government, or a disease outbreak at the national, regional, or global level) would render it impossible to safely continue operations. In the event that DAI Global's or its affiliates' employees are harmed in the course of their work, DAI Global or its affiliates may incur costs related to employee death or injury, and may face legal action on the part of the employee and/or the employee's family, with the associated risk of financial and reputational injury to DAI Global or its affiliates.

h. *The business of DAI Global involves significant risks and uncertainties that may not be covered by insurance.*

DAI Global endeavors to obtain insurance coverage from established insurance carriers to cover the risks inherent in its work and the environments where it operates. The amount of insurance coverage DAI Global maintains may not be adequate to cover all claims or liabilities, existing coverage may be cancelled while DAI Global remains exposed to the risk, and it is not possible to obtain insurance to protect against all operational risks and liabilities. Even if insurance coverage is available, DAI Global may not be able to obtain it at a price or on terms acceptable to DAI Global. Additionally, disputes with insurance carriers over coverage terms or the insolvency of one or more of DAI Global's carriers may significantly affect the amount or timing of DAI Global's cash flows.

i. *DAI Global's annual revenue, expenses, and operating results may fluctuate significantly as a result of numerous factors, which may adversely affect our stock price.*

DAI Global's annual revenue, expenses, and operating results may fluctuate significantly because of numerous factors, some of which may contribute to more pronounced fluctuations in an uncertain global economic environment. These factors include: loss of key employees; the number and significance of client contracts commenced and completed during a quarter; creditworthiness and solvency of clients; the ability of DAI Global's clients to terminate contracts without penalties; general economic or political conditions; unanticipated changes in contract performance that may affect profitability, particularly with contracts that are fixed-price or have funding limits; contract negotiations on change orders, requests for equitable adjustment, and collections of related billed and unbilled accounts receivable; seasonality of the spending cycle of DAI Global's public sector clients, notably the U.S. federal government and the U.K. government, the spending patterns of DAI Global's commercial sector clients, and weather conditions; budget constraints experienced by DAI Global's U.S. federal, state, and local government clients and U.K. government clients; integration of acquired companies; changes in contingent consideration related to acquisition earn-outs; divestiture or discontinuance of operating units; employee hiring, utilization, and turnover rates; delays incurred in connection with a contract; the size, scope, and payment terms of contracts; the timing of expenses incurred for corporate initiatives; reductions in the prices of services offered by DAI Global's competitors; threatened or pending litigation; legislative and regulatory enforcement policy changes that may affect demand for DAI Global's services; the impairment of goodwill or identifiable intangible assets; the fluctuation of a foreign currency exchange rate; stock-based compensation expense; actual events, circumstances, outcomes, and amounts differing from judgments, assumptions, and estimates used in determining the value of certain assets (including the amounts of related valuation allowances), liabilities, and other items reflected in DAI Global's condensed, consolidated financial statements; success in executing DAI Global's strategy and operating plans; changes in tax laws or regulations or accounting rules; results of income tax examinations; the timing of announcements in the public markets regarding new services or potential problems with the performance of services by DAI Global or its competitors, or any other material announcements; speculation in the media and analyst community, and market trends unrelated to DAI Global's stock; and continued volatility in the financial and commodity markets.

As a consequence, operating results for a particular future period are difficult to predict and, therefore, prior results are not necessarily indicative of results to be expected in future periods. Any of the foregoing factors, or any other factors discussed elsewhere herein, could have a material adverse effect on DAI Global's business, results of operations, and financial condition that could adversely affect the Company's stock price.

- j. *DAI Global uses a revolving credit facility to fund future liquidity and working capital needs. The availability of the revolver could be impaired by adverse DAI Global financial performance.*

DAI Global is dependent on its banking relationships to finance operations. If DAI Global violates any of the covenants that define the parameters of these relationships, for reasons within or beyond DAI Global's control, it is conceivable that a bank will exercise its option to limit DAI Global's credit, thereby constraining its ability to fulfill contractual obligations.

- k. *DAI Global's financial results largely are dependent on its ability to perform on its contracts, which require accurate accounting of project costs.*

Poor performance in any phase of DAI Global's operations could be a reputational risk and an obstacle to optimal profit generation. Poor control of costs, in particular, would weaken DAI Global's profit margins and growth prospects, a risk made all the more salient if core clients move toward fixed-price rather than "cost plus" contracting.

- l. *DAI Global often serves as the prime contractor on most of its contracts and if its subcontractors or suppliers fail to perform their obligations, DAI Global's performance and ability to win future business could be harmed.*

DAI Global relies on a network of subcontractors to implement its programs. Increasingly, DAI Global, as the prime contractor, is held liable for the performance and behaviors of these partners, even in cases where it has limited knowledge of or control over those behaviors. Poor subcontractor performance may result in penalties at the individual contract level and may cause reputational damage at the market level.

- m. *The business of DAI Global could be negatively affected by cyber security threats and the failure to comply with evolving data protection laws.*

DAI Global's business relies heavily on the use of its information technology systems in its internal operations and in providing services to customers. Protection of intellectual property, personally identifiable information, and other sensitive data and compliance with privacy laws is important to the long-term growth of new markets with commercial clients and with respect to DAI Global Health, in particular. DAI Global's information technology systems may be vulnerable to damage or interruption from computer viruses, infiltration by unauthorized persons and security breaches. Although DAI Global has implemented various measures designed to manage risks relating to these types of events, the failure of such system and/or the disaster recovery plan may cause significant interruptions in DAI Global's operations and may result in system security risks, data protection breaches, cyber-attacks and systems integration issues affecting corporate, business unit or project systems, and could disrupt DAI Global's internal operations and/or services provided to customers. A failure to maintain the security, confidentiality or privacy of intellectual property, personally identifiable information and sensitive data could adversely impact DAI Global's reputation and its competitive position in new markets, and could reduce DAI Global's revenue and/or increase its expenses.

2. Risks Related to the Offering.

- a. *There is currently no public market for our common stock. Failure to develop or maintain a trading market could negatively affect the value of our Shares and make it difficult or impossible for you to sell your Shares.*

Prior to this Offering, there has been no public market for the Shares and a public market for the Shares will not develop upon completion of this Offering. Failure to develop or maintain an active trading market could negatively affect the value of the Shares and make it difficult for you to sell your Shares or recover any part of your investment in the Company. In the future, the market price of the Shares may be highly volatile and could be below the price paid by subscribers in this Offering. In addition to the uncertainties relating to future operating performance of DAI Global and the profitability of its operations, factors such as variations in our interim financial results, or various, as yet unpredictable factors, many of which are beyond our control, may have a negative effect on the market price of the Shares. Accordingly, there can be no assurance that any market may develop for the Shares, that there would be any

liquidity in any markets that may develop, any ability of holders of the Shares to sell the Shares, or any price at which holders may be able to sell the Shares.

- b. *There will be restrictions on resale of the Shares, and there is no assurance of the registration of the Shares or any applicable exemption from registration under applicable securities laws.*

The Shares may not be sold unless, at the time of such intended sale, there is a current registration statement covering the resale of the Shares or there exists an exemption from registration under the Securities Act of 1933, as amended (the “Securities Act”), and such Shares have been registered, qualified, or deemed to be exempt under applicable securities or “blue sky” laws in the state or country of residence of the seller or in the state or country where sales are being effected. If no registration statement is filed and declared effective covering the resale of any of the Shares, Investors will be precluded from disposing of such Shares unless such Shares may become eligible to be disposed of under exemptions under the Securities Act. If the Shares sold pursuant to this Offering are not registered for resale under the Securities Act, or exempt therefrom, and registered or qualified under applicable securities or “blue sky” laws, or deemed exempt therefrom, subscribers may be unable to sell such Shares and the value of our Shares will be greatly reduced.

- c. *The Company will be required to invest the proceeds of the Offering in equity interests of DAI Global, and DAI Global will have broad discretion and flexibility in how the proceeds that it receives are used. DAI Global’s management may use the net proceeds in ways with which you disagree or which may not prove effective.*

The proceeds of the Offering will be invested in the equity interests of DAI Global. DAI Global intends to use the proceeds it receives to provide working capital for business operations, repay outstanding debt, and for general corporate purposes. DAI Global has not allocated specific amounts of the net proceeds that it receives for any specific purposes. You will be relying on the judgment of DAI Global’s management and the DAI Global Board with regard to the use of these net proceeds, and you will not have the opportunity, as part of your investment decision, to assess whether the net proceeds are being used appropriately. It is possible that the net proceeds will be invested in a way that does not yield a favorable, or any, return for DAI Global. The failure of DAI Global’s management to use such funds effectively could have a material adverse effect on DAI Global’s and our business, financial condition, operating results, and cash flow.

There can be no assurance that DAI Global’s management’s use of proceeds will prove optimal or translate into revenue or profitability for DAI Global or the Company. Investors are urged to consult with their attorneys, accountants, and personal investment advisors prior to making any decision to invest in the Company.

- d. *An investment in our Shares is speculative and there can be no assurance of any return on any such investment.*

An investment in our Shares is speculative and there is no assurance that Investors will obtain any return on their investment. Investors will be subject to substantial risks involved in an investment in the Company, including the risk of losing their entire investment.

- e. *We have relied on a third-party valuation to determine the price for the Shares in this Offering.*

Consistent with past practice of DAI Global, a valuation of DAI Global’s equity interests was performed in January 2019. That valuation serves as the basis of the pricing of the Shares and underlies the current Share valuation. The Company has relied on that valuation in calculating the price of the Shares, but cannot and does not ensure that the valuation is accurate.

- f. *Additional capital raises in the future may be dilutive to your investment.*

Additional funds may not be available on terms favorable to us or our stockholders. If additional funds are raised through the issuance of equity securities, the percentage ownership of our current stockholders will be reduced. If we are able to obtain additional equity financing on acceptable terms in the future, it may be at a lower valuation than one or more of our prior rounds, which could materially reduce the percentage ownership of existing stockholders. In addition,

through the internal market mechanism, the percentage ownership of the Company in DAI Global may change as DAI Global issues additional equity to the other GEO Companies (which may also be at a lower valuation than the previous equity issuances), which also could materially reduce the percentage ownership of the Company in DAI Global.

g. *We do not currently intend to pay dividends.*

We are not obligated to pay dividends with respect to our common stock and have no present intention to pay any cash dividends on any class of our stock. In addition, DAI Global intends to retain any earnings in the foreseeable future to finance the growth and development of its business.

h. *We are a private company not subject to Sarbanes-Oxley or the reporting requirements of the Securities Exchange Act of 1934, as amended, or similar reporting obligations in the U.K.*

Because we are a private company, we are not subject to the provisions of the Sarbanes-Oxley Act of 2002 (the "SOX Act"). Among other things, Section 302 of the SOX Act mandates a set of internal procedures designed to ensure accurate financial disclosure for public companies. The signing officers must certify that they are responsible for establishing and maintaining internal controls and have designed such internal controls to ensure that material information relating to the company and its consolidated subsidiaries is made known to such officers by others within those entities, particularly during the period in which the periodic reports are being prepared. The officers must evaluate the effectiveness of the company's internal controls as of a date within 90 days prior to the report.

The Securities Exchange Act of 1934, as amended (the "1934 Act"), requires public companies to file quarterly and annual reports disclosing their financial condition and other reports disclosing material events. As a private company which is not listed or traded on any public market, we are not obligated to provide our shareholders or others with any reports regarding our financial condition or other matters regarding the Company. Accordingly, shareholders will have less information upon which to make financial decisions relating to their holdings of common stock than if the Company were a publicly traded company.

i. *If the Company were to become publicly-traded, it would incur substantial additional expenses related to compliance with reporting requirements applicable to such companies.*

The Company may attempt to access the public markets through an initial public offering ("IPO") at some point in the future, however there can be no assurance that we will move forward with any such proposed plan or, if we consummate an IPO, whether we will be successful in doing so. Upon the consummation of an IPO, we would be subject to the reporting requirements of the 1934 Act and the rules applicable to issuance of securities in any other jurisdiction, and the rules and regulations promulgated by the Commission thereunder, which would materially increase the expenses of the Company and create potential liabilities if the Company fails to comply with such requirements.

j. *We have limited control over the governance of DAI Global.*

The Company's investment in DAI Global is a minority position. Currently, the GEO Companies collectively have the right to appoint only two Managers of DAI Global, which includes representation of other GEO Companies and their investors, whose interests may conflict with the interests of the Company.

k. *Non-US Investors' investments in the Shares will be subject to fluctuations in exchange rates.*

The Shares will be denominated in U.S. Dollars and, therefore, the investment will be subject to any fluctuation in the rate of exchange between U.S. Dollars and the currency of an Investor's jurisdiction. These fluctuations may have a material adverse effect on the value, price, or income of the investment in the Shares.

Part 2 - INFORMATION RELATING TO THE ISSUER OF THE INVESTMENT INSTRUMENTS

A. Identity of the Issuer

<p>The Issuer</p>	<p>The Issuer of the Shares is DAI GEO US, Inc. The Issuer was incorporated on December 28, 2015 in the form of a corporation under the laws of the State of Delaware, United States of America. It is registered with the Delaware Department of State, Division of Corporations under number 5916575. The headquarters are located at 7600 Wisconsin Avenue, Suite 200, Bethesda, Maryland 20814, United States of America.</p>															
<p>Main activities of the Issuer</p>	<p>The Issuer's purpose is to purchase, hold as investments, and sell equity interests in DAI Global, LLC and to undertake activities ancillary to any such purchase, holding, and sale. Save for any such purchase, holding, and sale, and such ancillary activities, the issuer has engaged in no operations since its formation.</p>															
<p>Major shareholders (Identity of the owner of more than 5% of the shares)</p>	<p>The following individuals own 5% or more of the Issuer:</p> <table border="1" data-bbox="491 792 1174 1068"> <thead> <tr> <th data-bbox="491 792 799 920">Shareholder</th> <th data-bbox="799 792 978 920">GEO Share Balance</th> <th data-bbox="978 792 1174 920">% of DAI GEO US Owned</th> </tr> </thead> <tbody> <tr> <td data-bbox="491 920 799 956">Northrip, Zan</td> <td data-bbox="799 920 978 956">14,988.6135</td> <td data-bbox="978 920 1174 956">8.86%</td> </tr> <tr> <td data-bbox="491 956 799 992">Gilson, Jean</td> <td data-bbox="799 956 978 992">11,200.1207</td> <td data-bbox="978 956 1174 992">6.62%</td> </tr> <tr> <td data-bbox="491 992 799 1028">Jakobowski, Michael</td> <td data-bbox="799 992 978 1028">11,126.9657</td> <td data-bbox="978 992 1174 1028">6.58%</td> </tr> <tr> <td data-bbox="491 1028 799 1068">Weeke, Helle</td> <td data-bbox="799 1028 978 1068">11,021.4672</td> <td data-bbox="978 1028 1174 1068">6.52%</td> </tr> </tbody> </table>	Shareholder	GEO Share Balance	% of DAI GEO US Owned	Northrip, Zan	14,988.6135	8.86%	Gilson, Jean	11,200.1207	6.62%	Jakobowski, Michael	11,126.9657	6.58%	Weeke, Helle	11,021.4672	6.52%
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<p>Transactions between the Issuer and the major shareholders or other related parties</p>	<p>Apart from the subscription for annual offerings and payment for shares purchased, the Issuer does not have any transactions with the major shareholders (owing more than 5% of the Shares). None of the major shareholders receives any compensation from the Issuer. All DAI GEO US, Inc. shareholders are treated equally and pay the same price for DAI GEO US, Inc. shares as all other DAI GEO US, Inc. shareholders.</p>															
<p>Governing bodies</p>	<p>The directors of the Issuer are James Boomgard and Helle Weeke. The directors were originally appointed by DAI ESOP in February 2016 and their terms expire at the end of 2019.</p>															
<p>Executive compensation</p>	<p>The directors of the Issuer are not remunerated and they do not receive any kind of executive compensation.</p>															
<p>Condemnation of the business executives</p>	<p>As of the date of this Information Document, none of the directors and officers of the Issuer for at least the preceding five years:</p> <ul style="list-style-type: none"> - has been convicted in relation to any fraudulent offence; - has held an executive function as a senior manager or a member of the administrative, management or supervisory bodies of any company at the time of or preceding any bankruptcy, receivership or liquidation; - has been subject to any official public indictment and/or sanction by any statutory or regulatory authority (including any designated professional body); or - has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company. 															

Conflicts of interests	Directors and officers of the Issuer also participate in the annual offerings of shares on the same terms as all other DAI GEO US, Inc. shareholders. The Company is not informed of any conflicts of interest at the level of the administrative and management bodies.
Auditor	The Issuer has not named an auditor.

B. Financial information about the Issuer

Audit of the last two years	<p>The annual accounts of the Issuer as at December 31, 2016 and as at December 31, 2017 were not audited by an auditor and were not independently verified.</p> <p>The annual accounts as at December 31, 2016 and as at December 31, 2017 have been prepared by the Company. The Issuer is not audited separately but information about the Issuer that bears on the audit of DAI Global, LLC is provided to BDO USA, LLP as the financial auditors of DAI Global, LLC, and verified for correctness.</p> <p>Financial statements (annual balance and profit/loss statement) of the Issuer for the last two years are attached hereto as <u>Annex 1</u>.</p>
Working capital statement	The Issuer only acts as an investment vehicle. The Issuer has at least 5.000 USD on hand to cover operational expenses. In the opinion of executive management, the working capital is thus sufficient for the Issuer's present requirements.
Statement on the level of borrowed capital	As of 90 days prior to the date of the issuance of this Information Document, the Issuer does not have any indebtedness.
Information on significant changes of the financial or commercial situation	No significant deterioration has affected the prospects of the Issuer since the end of the previous accounting period, i.e. December 31, 2018.

C. Information relating to the underlying asset

a. Description of the investment

The funds raised in the Offering and related offerings of the other GEO Companies (net of any funds used to pay shareholders in connection with purchases by the Company of Shares as part of the Internal Market) will be used to purchase Units of DAI Global, LLC.

b. Identification of the underlying asset DAI Global, LLC

Headquarters, legal form, registration number, country of origin	DAI Global, LLC was incorporated as a corporation under the laws of the State of Delaware, United States of America on June 6, 1970, prior to its conversion to a limited liability company under the laws of the State of Delaware, United States of America on January 15, 2016. It is registered with the Delaware Department of State, Division of Corporations under number 751203. The headquarters are located at 7600 Wisconsin Avenue, Suite 200, Bethesda, Maryland 20814, United States of America.
Main activities of the underlying asset	DAI Global, LLC assists governments, communities, and businesses to address fundamental social and economic development problems typically caused by inefficient markets, ineffective governance, and instability. DAI Global, LLC is engaged in approximately 200

	<p>projects and 100 countries. DAI Global, LLC’s two largest clients, which together accounted for slightly more than 90% of revenues in 2018, are USAID, an independent U.S. Government agency that works under the guidance of the U.S. State Department, and DFID. Other current clients include the Danish International Development Agency (“DANIDA”), the European Bank for Reconstruction and Development (“EBRD”), the European Commission, the U.K. Foreign and Commonwealth Office (“FCO”), UNICEF, the French Development Agency, the World Bank, the Millennium Challenge Corporation, the Swiss Agency for Development and Cooperation, and private companies and associations in the energy, resources, and retail sectors. In addition, DAI Global, LLC holds more than two dozen umbrella contracts with USAID, the General Services Administration, DFID, FCO, the European Commission, EBRD, the Australian Department of Foreign Affairs and Trade, and the New Zealand Ministry of Foreign Affairs and Trade.</p>																																			
<p>Major shareholders</p>	<p>The capitalization of DAI Global, LLC as of January 1, 2019 is as follows</p> <table border="1" data-bbox="467 698 1481 976"> <thead> <tr> <th colspan="5">DAI GLOBAL LLC - UNITS OUTSTANDING</th> </tr> <tr> <th></th> <th><u>03/01/18</u></th> <th><u>% OF TOTAL</u></th> <th><u>12/31/18</u></th> <th><u>% OF TOTAL</u></th> </tr> </thead> <tbody> <tr> <td>DAI ESOP, INC.</td> <td><u>843,059.7420</u></td> <td>81.98%</td> <td><u>465,064.9728</u></td> <td>70.28%</td> </tr> <tr> <td>DAI GEO US, INC.</td> <td>160,721.5480</td> <td>15.63%</td> <td>169,114.7221</td> <td>25.56%</td> </tr> <tr> <td>DAI GEO UK, INC.</td> <td>24,585.6550</td> <td>2.39%</td> <td>27,536.2314</td> <td>4.16%</td> </tr> <tr> <td>SUBTOTAL - UNITS HELD BY GEO COMPANIES</td> <td><u>185,307.2030</u></td> <td>18.02%</td> <td><u>196,650.9535</u></td> <td>29.72%</td> </tr> <tr> <td>TOTAL UNITS OUTSTANDING</td> <td><u>1,028,366.9450</u></td> <td>100%</td> <td><u>661,715.9263</u></td> <td>100%</td> </tr> </tbody> </table> <p>DAI ESOP, Inc. was incorporated on December 7, 2015 in the form of a corporation under the laws of the State of Delaware, United States of America. It is registered with the Delaware Department of State, Division of Corporations under number 5900742. The headquarters are located at 7600 Wisconsin Avenue, Suite 200, Bethesda, Maryland 20814, United States of America.</p> <p>DAI GEO UK, Inc. was incorporated on December 28, 2015 in the form of a corporation under the laws of Delaware, United States of America. It is registered with the Delaware Department of State, Division of Corporations under number 5914550. The headquarters are located at 7600 Wisconsin Avenue, Suite 200, Bethesda, Maryland 20814, United States of America.</p>	DAI GLOBAL LLC - UNITS OUTSTANDING						<u>03/01/18</u>	<u>% OF TOTAL</u>	<u>12/31/18</u>	<u>% OF TOTAL</u>	DAI ESOP, INC.	<u>843,059.7420</u>	81.98%	<u>465,064.9728</u>	70.28%	DAI GEO US, INC.	160,721.5480	15.63%	169,114.7221	25.56%	DAI GEO UK, INC.	24,585.6550	2.39%	27,536.2314	4.16%	SUBTOTAL - UNITS HELD BY GEO COMPANIES	<u>185,307.2030</u>	18.02%	<u>196,650.9535</u>	29.72%	TOTAL UNITS OUTSTANDING	<u>1,028,366.9450</u>	100%	<u>661,715.9263</u>	100%
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<p>Transactions between DAI Global, LLC and its major shareholders or other related parties</p>	<p>DAI ESOP, Inc., one of DAI Global’s shareholders, provides employee services to DAI Global and its subsidiaries.</p> <p>In addition, each year after the Share Valuation is completed, DAI Global’s members, including the Company have the right to participate in a market with all other eligible purchasers of all of the GEO Companies (hereinafter referred to as the “Internal Market”). Such Internal Market will be open for a period of time (the “GEO Option Period”) each year in February or, if the annual valuation has not been completed by January 1, 30 days after the annual valuation is completed or as approved by the board of managers of DAI Global, LLC. A detailed description of the internal market can be found in the Confidential Private Placement Memorandum provided by DAI GEO US, Inc., see Section IV.K.</p> <p>“Share Valuation” means the per-share price of the Company will be determined by dividing the Company valuation by the number of outstanding shares of the Company.</p>																																			
<p>Governing bodies</p>	<p>DAI Global, LLC has a board of managers (the “DAI Global Board”) comprised of seven authorized managers (the “Managers”). One manager position is currently vacant. The current Managers are as follows (with any vacancies as indicated):</p>																																			

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Executive compensation	<p data-bbox="483 925 1465 1025">Each Manager is paid 75.000 USD each year as compensation for his board service. The board chair, Ms. Nelson, receives an additional 17.500 USD annually, and chairs of board committees, Ms. Steinel and Mr. Heaney, each receive an additional 5.000 USD annually.</p> <p data-bbox="483 1059 1465 1160">All of the executive officers are employed by DAI ESOP, Inc. and receive all of their compensation directly from DAI ESOP, Inc. They are assigned by DAI ESOP, Inc., to perform work for DAI Global, LLC, and DAI Global, LLC pays DAI ESOP, Inc. for those services</p> <p data-bbox="483 1193 1465 1294">The total compensation – salary and cash bonuses – paid to the executive officers was 3.351.000 USD in 2017; and, in 2018 it was 3.080.000 USD. Mr. Bourns became an executive officer as of January 1, 2019 and his compensation is not included in these numbers.</p>																								
Condemnation of the business executives	<p data-bbox="483 1305 1465 1373">As of the date of this Information Document, none of the directors and officers of DAI Global for at least the preceding five years:</p> <ul data-bbox="483 1373 1465 1686" style="list-style-type: none"> - has been convicted in relation to any fraudulent offence; - has held an executive function as a senior manager or a member of the administrative, management or supervisory bodies of any company at the time of or preceding any bankruptcy, receivership or liquidation; - has been subject to any official public indictment and/or sanction by any statutory or regulatory authority (including any designated professional body); or - has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company. 																								
Conflicts of interests	<p data-bbox="483 1720 1465 1753">DAI ESOP, Inc. is a major shareholder and provides employee services to DAI Global, LLC.</p> <p data-bbox="483 1787 1465 1854">The Issuer is not informed of any conflicts of interest at the level of the administrative and management bodies of DAI Global, LLC.</p>																								
Auditor	<p data-bbox="483 1865 1465 2022">DAI Global, LLC has named as its auditor BDO USA, LLP, a limited liability partnership formed under the laws of the State of Delaware, United States of America. It is registered with the Department of State, Division of Corporations under number 4899191. The headquarters are located at 330 North Wabash Avenue, Suite 3200, Chicago, Illinois 60611, United States of America.</p>																								

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c. Financial information about DAI Global, LLC

Audit of the last two years	<p>The financial statements of DAI Global, LLC as at December 31, 2016 have been audited by BDO USA, LLP.</p> <p>The financial statements as at December 31, 2017 have been audited by BDO USA, LLP.</p> <p>These financial statements, together with the auditors' report, are attached hereto as <u>Annex 2</u>.</p>
Working capital statement	DAI Global's working capital is sufficient for its present requirements.
Statement on the level of borrowed capital	Indebtedness is documented in the report of BDO in Annex 2, please see in particular "5. <i>Line of Credit and Other Notes Payables</i> " on p. 14 and "Internal Share Purchase Loans" p. 19.
Information on significant changes of the financial or commercial situation	No significant deterioration has affected the prospects of DAI Global LLC, since the end of the previous accounting period, i.e. December 31, 2018.

Part 3 - INFORMATION RELATING TO THE OFFERING OF THE INVESTMENT INSTRUMENTS

A. Description of the Offering

Maximum amount of the Offering & Total price of the Shares	<p>Purchase Price: 170,75 USD per Share</p> <p>Offering in the European Union : 14.641 Shares</p> <p>The total amount of this Offering in the European Union is 2.499.950,75 USD</p>
Conditions of the Offering	<p>In the European Union, this Offering is only open to:</p> <ul style="list-style-type: none"> - corporate employees of the DAI Global, LLC and its affiliates; or - members of the board of directors or managers of DAI ESOP, Inc. or one of its affiliates (including DAI Global, LLC) , except for global corporate employees of DAI Europe or DAI Global Health resident in the United Kingdom who cannot participate in the Offering; or - Rollover Investors, meaning: certain individuals who received proceeds from a transaction in which DAI Global, LLC or one of its affiliates acquired (in an asset, equity or other type of sale) a business in which such individual had an ownership interest; if the potential purchaser has been certified by DAI Global, LLC as an eligible purchaser with respect to the Issuer (the "Investor"). <p>The Offering will be made on a "best efforts" basis, meaning that the Issuer is not required to sell a specified number of Shares in the Offering before accepting any subscriptions, and the proceeds of any accepted subscriptions will be available to the Issuer. The Issuer cannot assure you that all or any of the Shares to be offered by the Offering will be sold.</p> <p>Qualified investors interested in subscribing for Shares in the Offering must make elections on the Global Shares Portal (the "Global Shares Portal"). The Global Shares Portal is a web-based investor share management platform that will be used to provide investor information and to manage investor shareholdings. Each Investor who has not already done</p>

	<p>so will be asked to set up an account on the Global Shares Portal and use it to manage share transactions, make elections, and monitor their holdings. The Global Shares Portal contains certain certifications required to be made and acknowledged by the Investors and various agreements. Those agreements include an agreement to be bound by the Amended and Restated Shareholders Agreement, dated as of March 1, 2018, among the Company and its shareholders (the "Shareholders Agreement") See Sections IV.I, IV.J, and V.D of the Confidential Private Placement Memorandum provided by DAI GEO US, Inc. for a description of the Shareholders Agreement and see Exhibit C thereto for a copy of the Shareholders Agreement.</p> <p>The Issuer may accept subscriptions in its sole discretion. The Issuer may reject any subscription, in its sole discretion, for any reason whatsoever or for no reason, and terminate this Offering at any time. The Issuer is not required to accept any subscriptions. If this Offering is not completed for any reason, all proceeds deposited with the Issuer will be returned to the subscribers without interest or deduction. If we receive subscriptions for shares in a greater amount than we are permitted to offer and sell, subscriptions may be accepted on a pro-rata basis.</p> <p>Funds and subscription elections will be held until a closing of the sale of Shares contemplated by this Information Document (the "Closing") takes place, at which time held funds and subscription elections will be released and become effective.</p>
Calendar of the Offering	<p>The subscription period runs from February 7, 2019 to February 28, 2019.</p> <p>Investors must deliver an amount equal to the Purchase Price multiplied by the number of Shares for which they subscribe upon the Closing).</p>
Costs payable by the Investor	<p>In addition to the price of the Shares, Investors will bear eventual bank fees in connection with the transfer of funds to the Issuer. There are no other fees.</p>

B. Reason for the offer and use of the proceeds

Description of the project	<p>The Offering is part of the Internal Market and subscription proceeds will be used to purchase Shares from shareholders eligible to sell in the market, with the excess proceeds used for working capital for business operations, to repay outstanding debt, and for general corporate purposes.</p>
Allocation of the proceeds of the Offering	<p>The proceeds from the Offering (net of any funds used to pay shareholders in connection with purchases by the Company of Shares as part of the Internal Market) will be used to purchase Class B Units in DAI Global, LLC.</p>
Other sources of funding	<p>Not applicable</p>

Part 4 - INFORMATION RELATING TO THE SHARES

A. Characteristics of the Shares

Nature, status and category	<p>The Shares will be shares of Class B Common Stock of the Issuer.</p> <p>The holders of the Class B Common Stock have no voting rights under the Issuer's certificate of incorporation or bylaws, but have all economic rights held by stockholders of the Issuer.</p>
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	The holders of the Class B Common Stock have the right to propose candidates for election to the board of directors of the Issuer pursuant to the Shareholders Agreement.
Currency, denomination & nominal value	Class B Common Stock of DAI GEO US, Inc. Currency: USD Par value: 0,01 USD
Duration and conditions for the future purchase of the Shares by the Investors	<p>Individuals who desire to sell their Shares may only participate in the market if the lock-up period of three years for the Shares that they desire to sell has expired.</p> <p>DAI GEO US, Inc. shareholders interested having the Company purchase their Shares must make elections on the Global Shares Portal. The Global Shares Portal contains certain representations and warranties required to be made and acknowledged by the selling shareholders. Selling shareholders will be paid an amount equal to the applicable Purchase Price multiplied by the number of Shares they desire the Company to purchase upon the Closing.</p> <p>The Company may accept offers to buy Shares in its sole discretion. The Company may reject any offers to buy and sell Shares, in its sole discretion, for any reason whatsoever or for no reason, and terminate future offering to buy shares at any time. The Company is not required to accept any offers to buy Shares.</p>
Ranking	In case of insolvency, the shareholders of Class B shares of DAI GEO US, Inc. will be reimbursed after settlement of all debts of the Company. The Shares offered have therefore the last rank in the capital structure.
Restriction imposed on the free negotiability of the Shares	<p>1. <u>Generally</u> - No Investor may transfer all or any portion of the Shares, except (a) in the event of the death of such Investor, (b) in accordance with the Internal Market, or (c) with the unanimous approval of the board of directors of DAI Global, in each case in accordance with the Shareholders Agreement.</p> <p>2. <u>Lock-Up Period</u> - No Investor may sell the Investor's Shares for a period of three years from the date of purchase of such Shares. That three-year period does not apply in the event of the death of the Investor. Except in the case of the death of a shareholder, the first time shares purchased in this offering may be sold is 2022.</p> <p>3. <u>Right of First Refusal</u>. - If an Investor falls within one of the exceptions to transfer under item 1 here above, other than the exception for sales in accordance with the Internal Market, and receives a bona fide offer from a third party to purchase all or any portion of the Investor's Shares, the Company will have a right of first refusal to purchase such Shares. Each time an Investor receives such an offer for any of the Investor's Shares, such Investor must first offer such Shares to the Company in accordance with the Shareholders Agreement.</p> <p>4. <u>Call Rights</u> - At DAI Global's election, in its sole discretion, all Shares are subject to a call right of the Company (1) upon the death of an Investor following notice thereof by the Investor's estate to the GEO Representative within a reasonable period of time, or (2) in the event an Investor is no longer employed by or Providing Services (as defined below) to DAI ESOP, Inc. or one of its affiliates, following notice thereof to the GEO Representative within 10 Business Days after the Investor is no longer employed by DAI ESOP, Inc. or one of its affiliates. The GEO Representative shall then provide notice to the Company of those events in accordance with the Investor Rights Agreement. The call right will be exercised for cash at the most recent Share Valuation.</p>

	<p>“GEO Representative” is an individual appointed by the Company and DAI GEO UK, Inc. (the “GEO Companies”) to act on behalf of the GEO Companies and their Investors.</p> <p>“Providing Services” means an individual serving as a member of the board of directors or board of managers of DAI Global, LLC or one of its affiliates, or an individual providing services to DAI ESOP, Inc. or one of its affiliates as an independent contractor, consultant, or other non-employee service provider, who is designated as an active service provider by DAI Global, LLC.</p>
<p>Dividend policy & Payment date of the dividend</p>	<p>The Shares will have <i>pari passu</i> rights to dividends and distributions. Dividends and distributions may be made or withheld at the discretion of the board of the Company. The Company does not currently plan to issue any dividends or makes any distributions to shareholders.</p>