



Investor Memorandum **Dutch Green Business**

We are a publicly traded purpose company



DGB trades on Euronext Amsterdam
TICKER symbol AEX:DGB | ISIN-code NL0009169515



Let's plant **3 trillion trees**

The scale of global reforestation and nature conservation that needs to be undertaken in the coming years is almost unimaginable but it represents an exciting opportunity for the capital markets and for private individuals.

Our mission is empowering and connecting organizations under the goal of reforesting the world by protecting and restoring the earth's forest. This will enable the restoration of natural ecosystems globally. Through our efforts we will offer carbon offsetting services through reforestation and therefore create a healthier future for ourselves and the generations to come.



S.A.M. Duijvestijn



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Executive Summary

This opportunity is a private offering of a stock market investment that succeeds firstly due to the positive underlying business, then its concept, the public appreciation of its purpose and importantly and vitally the market multiples achievable in general on the stock exchanges at this time, especially in the green sector.

DGB has been designed as a carbon farming company, creating, producing and developing carbon offsets and a listed conservative land bank that will accumulate land assets that retain long term balance sheet value. This will continue after the initial rainforest acquisition, through ongoing project finance.

Part of our value to the public is to protect and act as guardians to the rainforests and to conserve nature. The land values acquired and accumulated will stay on the balance sheet and will assist with market liquidity and perception of value.

At this time Carbon Offsets are undervalued, or not valued at all, in relation to some land prices. The goal here, however, is not to speculate on future carbon offset prices.

DGB is clearly taking a position in relation to future carbon credit values and we do believe that carbon offset prices will rise, but this is not needed for the opportunity to acquire shares to be a success. By using a main market listing we believe that we have a significant edge over other carbon offset projects.

Investors in DGB will have liquidity of their assets which trade daily and are valued by each trade of the stock on Euronext.

We can acquire forest land and preserve nature through this liquid vehicle that otherwise would not be worthwhile to purchase, as a 20+ year project, for a private individual or company. Thus farmers would otherwise acquire it and cut it down for hamburger production for example.

In time this will be a persuasive argument for conservative, but mobile institutional capital, as without this instrument the world will lose many hectares of rainforest that have grown over millions of years - forever.

DGB may also serve as a great future acquisition tool for other profitable businesses in this sector that require liquidity and can provide the means to release capital from other aligned illiquid assets.

DGB solves the very practical and real challenges of man's symbiosis and relationship with trees to harness free market forces and the access to capital needed to rapidly accelerate the reforestation of earth. We will not only resolve one of the last remaining barriers to our survival here, restoring balance to continued life on earth.



The Company

We are an international purpose-driven company that is passionate about nature, the countryside, animals, caring for people and our environment. We re-purposed DGB Group in February 2021 based on the belief that reforestation, afforestation, rainforest protection and regenerative farming projects need to be supported and developed to help protect life on the planet while bringing opportunity and security to rural communities.

Founded in 1957 and with a rich history, DGB is now an innovative environmental services company listed on the main market of NYSE Euronext Amsterdam, that specialises in developing and aggregating nature based solutions throughout the planet. We are committed to the long-term goal of increasing carbon sequestration in vegetation and soil to reduce net carbon emissions.

Our vision is to be a leading high-impact investor in sustainably managed forest by providing competitive real investment returns for our shareholders combined with high social impact. We plan to reforest the world's land at scale and bring back nature where it cannot come back unaided.

For a successful outcome in reforestation of the planet it requires a commercial company driven by purpose with significant on-the-ground organizational capabilities along with local partners and trained and informed project managers.

DGB provides nature based solutions that facilitate profitable and sustainable (agro)forestry. Our shareholders should be able to get as much out of their investment as possible, regardless of whether this is a matter of growth, financial returns, natural values or handing over flourishing forests to the next generation.

Our strength lies in the fact that we are organized, efficient and can economically speed up the reforestation and ecosystem processes.

Forests can stop desertification, encourage rainfall, guarantee clean water, reduce air pollution, and provide livelihoods for local people and reserves for rare wildlife.

People worldwide are waking up to the potential of nature based solutions such as reforestation and other ecological restoration to capture carbon and bring back nature where it cannot return unaided.

Reforestation involves indigenous peoples, wildlife, breathable air — even the cocoa powder and palm oil in our favorite breakfast spread. Fundamentally, though, it's a matter of creating the conditions for Earth to continue supporting human life.

Nature based solutions have proven an attractive alternative asset for long-term shareholders, as it provides the opportunity to benefit from the value of a naturally growing commodity and the security of ownership of the underlying land.

“The best time to plant a tree was 20 years ago. The second best time is now.” — Chinese Proverb

Our business model consists of 5 important steps:



Locate & Secure land

Locate and secure land which is in immediate danger of deforestation or degraded land in need of greening and nature restoration.



Protect & Plant

Restore healthy forests by employing local people to plant trees.



Verify & Certify

Certification of our carbon offsets will guarantee our customers we provide added value to planet Earth.



Sell carbon offsets

Sell carbon credits to companies and individuals to become carbon neutral.



Land management

We work with the best project managers and local communities to to achieve a successful and longstanding reforestation effort.

We have 5 specific focus areas:



Prevent deforestation

To protect native forests, and avoid deforestation we aim to protect native forest through the avoidance of clearing for the purposes of converting the land to agriculture (cropping and/or grazing).



Reforestation

By natural or intentional restocking of existing forests and woodlands, DGB aims to help the planet by restoring its original forests, while multiplying the amount of reforested land.



Afforestation

The establishment of forest growth on areas that lacked forest naturally. Trees strengthen communities and encourage local pride. Tree plantings provide an opportunity for community empowerment and involvement that improves the quality of life.



Improved land management

Diversification of farming systems into natural ecosystems. Agroforestry is a system where we integrate trees, crops, and livestock. DGB has turned its sights towards improving the health of the soil, we are looking at various innovative fertilization processes of the soil, and more..



Urban Greening

DGB plans to restore urban parks that have been damaged due to desertification, drought or wildfires. Urban greening leads to 85% reduction in felony assaults and a nearby park increases property value by 20%. With our expertise we can plant at scale in urban environments.

The Market

Current sustainability markets, such as those for avoided emissions offsets or carbon removal credits, are opaque and poorly understood by many current customers and most future ones. Standard contracting templates, aggregating demand through buyers' alliances, and well communicated pricing and delivery are all advances that will mature these markets and ready them for the onslaught of demand that will occur in the final years of this decade and beyond.

Launched in September 2020 by former Bank of England Governor Mark Carney and the Institute of International Finance (IIF), the The Taskforce on Scaling Voluntary Carbon Markets estimates that carbon markets must grow at least 15-fold by 2030. McKinsey estimates that annual global demand for carbon credits could reach up to 1.5 to 2.0 gigatons of carbon dioxide (GtCO₂ = 1 billion tCO₂) by 2030 and up to 7 to 13 GtCO₂ by 2050. Depending on different price scenarios and their underlying drivers, the market size in 2030 could be between \$5 billion and \$30 billion at the low end and more than \$50 billion at the high end.

Giving to the environment and animal organizations is already a market of \$14.16 billion per year. 21% is directly related to nature conservation: \$2.97 billion. This marks the category's sixth consecutive year of growth.

Also, current government spending on biodiversity conservation is between \$124 and \$143 billion per year (against a total estimated biodiversity protection need of between \$722 and \$967 billion per year).

A large-scale voluntary carbon market is critical to reaching the goals of the Paris Agreement – it will enable more companies to turn net-zero commitments into action through investments in emissions abatement projects, where they will have the most effect.

Tim Adams, President and CEO of the Institute of International Finance (IIF), said: "A large, transparent, verifiable, and robust voluntary carbon market is a critical piece of the toolkit to reach net-zero."

\$14,16

billion per year

Giving to the environment and animal organizations is already a market of \$14.16 billion per year. 2020 was the sixth consecutive year of growth.

15-fold

growth by 2030

The Taskforce on Scaling Voluntary Carbon Markets estimates that carbon markets must grow at least 15-fold by 2030 and at least 50-fold by 2050.

\$1,7

trillion a year market

The sustainability market for avoided emissions offsets and carbon removal will be a \$1,7 trillion a year market, according to analysts.

Mandatory sustainability reporting is coming. The International Financial Reporting Standard (IFRS) Trustees will make an announcement on the establishment of a sustainability standards board at the meeting of the United Nations Climate Change Conference COP26 in November 2021.

We are not alone in our opinion that carbon offset prices will rise considerably in the future. Some of the estimates as to where prices will be in the future are exciting. Such rises would add to the multiples possible and the potential profit for a DGB investor.

Many modern companies and factories nowadays try putting more effort into making a strategy that will help them properly manage carbon emissions. Many of them are facing major difficulties whenever they need to summarize the priorities between financially stable solutions and environmentally stable solutions. This is where DGB can help a lot.

The years 2030 and 2050 seem to be the target years for many major companies and corporations to reduce their emissions of carbon into the atmosphere. A crucial way or tool for improving environmental issues is buying environmental carbon-neutral tools or offsets.

DGB works closely with companies and major factories to define the line between profits and the greater good, more specifically for the environment. DGB works on finding the best solutions on how to profit and still be eco-friendly and carbon dioxide-free.

We have been working on trying to trace ways of using carbon for beneficial aims and reduce it in the places where it creates negative effects. Plans vary, depending on our clients' needs, and include different problems and logical solutions. The volume of the plans and financial support also vary from business to business.

Creating a sustainable legacy with measurable co-benefits aligned with the aims of the Paris Agreement and the UN Sustainable Development Goals (SDGs)
Boosted brand image aligned with Climate Action and Corporate Social Responsibility (CSR)
Enhanced ESG rating; Increased focus on Environmental, Social and Governance (ESG)
Greater employee engagement (motivated and inspired staff)

Additionally we are already in negotiation with a principal player in software and trading exchange development, to create a DGB Carbon Trading Platform.

Within six months we hope to be able to list our own carbon offsets on our own exchange and provide a platform for others to list theirs.

We also plan to be able to verify our own offsets at ethical standards that surpass current market expectations and those of other projects and countries.

46.12%

of the world's forests
are already destroyed

80,000

acres of forest are lost
each day because of
deforestation

1,6 billion

people worldwide rely
on forests for their
livelihoods



The Opportunity

After the Civil War of 1861–1865, the Stock exchange provided the capital for the accelerating industrialization of the United States. The stock exchange helps the economy channel money from investors into different areas of the market place to fuel economic growth. As a result, businesses and governments access the money they need in order to finance their projects and grow.

World's first public company

DGB is the first public company with a sole purpose to focus on nature conservation. Our goal is to create a category of similar companies and become the best in that sector. DGB is a publicly traded company, combining long-term capital appreciation, income yield, and significant social impact.

The listing allows us to finance our operations through private arrangements with individual shareholders, family offices, venture capital firms or alliances with larger corporations and pension funds through loans, bonds or equity deals. We are able to offer securities for our shareholders in the acquisition of existing forests, lands or companies.

Liquidity

By going public, DGB has also provided liquidity for its shareholders. The listing creates a market for the shares that gives our shareholders the ability to easily sell their holdings or buy more.

By presenting worldwide accessibility levels in an easy-to-understand way to invest, we aim to empower shareholders to advocate for a more livable world.

With the virtually constant need for money to fuel economic growth and planetary health, individual shareholders are able to participate in our activities. A listed company with lots of forest as assets is the best way to make an economically viable solution so that people can join together to save the planet.

Valuation

Public assets have historically commanded higher average valuations for a number of reasons, including the fact that investors are willing to pay a premium for more liquidity and transparency. The universe of investors is also much broader, enabling the public markets to attract truly massive flows of capital. Valuation multiples, or the price paid per euro of EBITDA, move up and down. Yet for the past 30 years, the average multiples investors have paid for public assets have almost always topped those paid for private assets, usually by as much as one to two times EBITDA. There have been periods when the gap has widened out even more in favor of public assets—the best example being the late-1990s tech boom, when everybody and their brother was piling into the stock market, driving up public valuations. We see the same trend now, with high valuations for companies in the green sustainability space.



Benefits of a Public company

As the first listed reforestation company worldwide we grow larger and accelerate to achieve planetary goals faster. These are the benefits of our Euronext Amsterdam main market listing:



Accelerate economic growth

With the virtually constant need for money to fuel economic growth and planetary health, individual shareholders are able to participate in our activities.



Investors from around the world

The universe of investors is very broad, enabling the public markets to attract truly massive flows of capital.



Absolute transparency and strict regulations

As a public company, there is an increment transparency, greater level of disclosure, clarity, and accuracy into communications with stakeholders.



By the public, for the public

Investors can participate in DGB's mission starting from as low as one share.



High valuation and leveraged effect

Public assets have historically commanded higher average valuations for a number of reasons, including the fact that investors are willing to pay a premium for more liquidity and transparency.



Creates liquidity to an illiquid market

The listing creates a market for the shares that gives our shareholders the ability to easily sell their holdings or buy more.



Global publicity

As a publicly traded purpose company we reach a worldwide audience.

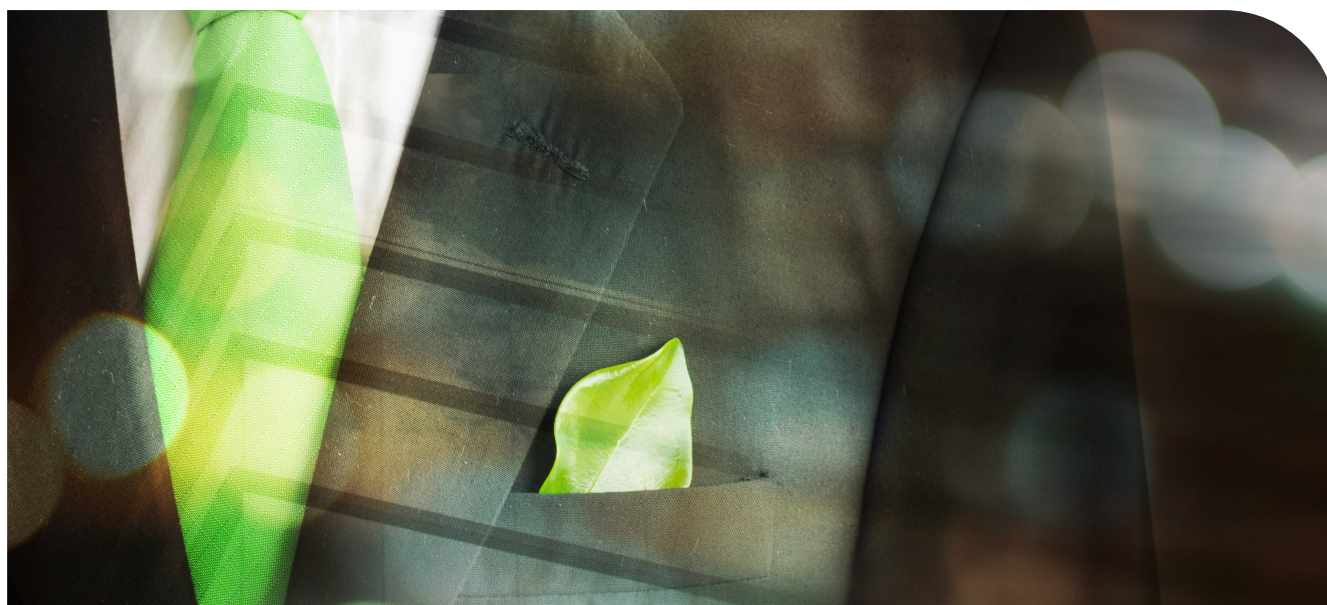
The Financials

Sustainability efforts are material to investors only to the extent they affect cash flows. Current valuations on the stock market are historically high, especially in the green sector. Investors and other stakeholders seeking to understand companies' risks and opportunities increasingly demand to know more about their performance related to sustainability concerns—or more specifically, environmental, social, and governance issues.

DGB can be compared to St. Joe Co., Potlatchdeltic Corp, Farmland Partners Inc, Catchmark Timber Trust Inc, Weyerhaeuser Co., Fastned BV en Trex Company Inc. These public companies are all operating in the field of sustainability and have a large amount of assets (land) on their balance sheet.

An overview of the valuations is seen below.

x 1.000.000	NYSE:JOE St. Joe Co	NASDAQ:PCH Potlatchdeltic	NYSE:FPI Farmland Part.	NYSE:CTT Catchmark	NYSE:WY Weyerhaeuser	AMS:FAST Fastned	NYSE:TREX Trex Company	AVERAGE
Shares outstanding	5,89	67	292	49	745	15	115	
Projected income	\$ 35	\$ 78	\$ (2)	\$ (26)	\$ 491	\$ (12)	\$ 167	
Projected revenue	\$ 139	\$ 907	\$ 55	\$ 102	\$ 702	\$ 7	\$ 817	
Projected book value	\$ 53	\$ 1.310	\$ 4.149	\$ 134	\$ 8.508	\$ (1)	\$ 550	
Price	55,3	51,76	11,7	10,85	35,16	82	103,44	
P/E	9,31	44,45	-	-	53,35	-	71,23	48,9
P/S	2,34	3,83	62,46	5,16	37,31	183,51	14,56	14,6
P/B	6,09	2,65	0,82	3,95	3,08	-	21,64	3,5
Market cap	\$ 3.256	\$ 3.461	\$ 343	\$ 529	\$ 26.244	\$ 1.226	\$ 11.977	



Financial Projections

Our projections are directly related to the demand for nature conservation and carbon compensation.

Conservative	Anticipated	Optimistic
Our conservative projections take into account that average sales price for carbon offsetting will be EUR 5 per tCO ₂ and stay at that level until 2030.	Our anticipated projections use a current price of EUR 6 per tCO ₂ and an average sales price increase towards EUR 15 per tCO ₂ in 2030.	Our optimistic projections use a current price of EUR 6 per tCO ₂ and an average sales price increase towards EUR 30 per tCO ₂ in 2030.
Projected Income: EUR 5,279,266	Projected Income: EUR 27,434,651	Projected Income: EUR 56,387,468
Projected Revenue: EUR 70,987,230	Projected Revenue: EUR 120,221,420	Projected Revenue: EUR 184,566,798
Projected Book Value: EUR 96,942,982	Projected Book Value: EUR 106,767,146	Projected Book Value: EUR 119,311,864
Projected Share price: EUR 50	Projected Share price: EUR 112	Projected Share price: EUR 193
Projected valuation: EUR 564,972,650	Projected valuation: EUR 1,275,806,604	Projected valuation: EUR 2,204,424,949



Next Steps

DGB is seeking to raise EUR 25,000,000 through the issuance of convertible bonds. Each bond converts into ordinary shares of DGB at a conversion price of EUR 7,50. The bonds have a redemption period of 5 years and provide a quarterly paid coupon yield of 3,25% per annum.

The minimum number of bonds which may be applied for is 100,000, which have an aggregate subscription price of EUR 100,000. Applications for larger numbers of bonds must be made in multiples of EUR 25,000 or 25,000 shares.

DGB is not obliged to accept any application. The Board of Directors will have absolute discretion as to which applications, if any, are accepted.

If you would like to apply for convertible bonds in DGB, within the terms of this offer, please complete and sign the two forms sent with this document (the Investor Self Certification and the Application forms) and return them by the date stated below.

Latest time and date for applications and investment monies to be received by DGB is Friday 16 March 2021 at 12 noon.

DGB will confirm by email which applications have been accepted, and any details of scale-back latest on Friday 23 March 2021 at 5pm.

Issuance of Convertible Bonds will follow on Thursday 1 April 2021 at 12 noon.

01

Step 1.

Read all information in this investor memorandum thoroughly. For more information and/or further inquiries, do not hesitate to contact us by mail via ir@dgb.earth or by telephone on +31208080825.

02

Step 2.

Complete the enclosed Investor Self Certification and the Application forms in full and send them to ir@dgb.earth.

03

Step 3.

Transfer the funds to the DGB bankaccount number and receive a confirmation of participation no later than 23 March 2021, after which the convertible bonds will be issued to you on 1 April.



Get in Touch

Send us a message.



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