

## **The GEO Group, Inc. and Subsidiaries**

**Exchange of 5.125% Senior Notes due 2023 and 5.875% Senior Notes due 2024 for 10.50% Senior Notes due 2028**

**Exchange of 6.00% Senior Notes due 2026 for 9.50% Senior Notes due 2028**

**Exchange of Revolving Credit Commitments and Term Loans under Credit Agreement**

### **Tax Information Provided by The GEO Group, Inc. Pursuant to Treasury Regulation § 1.1273-2(f)(9): Issuer's Determination and Communication of "traded on an established market" Status and Issue Price of Newly Issued Debt**

On August 19, 2022 (the "**Exchange Date**"), The GEO Group, Inc. and Subsidiaries ("**GEO**") completed (i) an exchange (the "**Public Exchange**") of a portion of its 5.125% Senior Notes due 2023 and its 5.875% Senior Notes due 2024 held by certain holders for 10.50% Senior Notes due 2028 (the "**Public Exchange Notes**") and, if elected, a cash payment, (ii) an exchange [(the "**Private Exchange**") of a portion of its 6.000% Senior Notes due 2026 held by certain holders for 9.50% Senior Notes due 2028 (the "**Private Exchange Notes**"), and (iii) an exchange of revolving credit commitments and term loans under GEO's Third Amended and Restated Credit Agreement, dated as of March 23, 2017, for one or more of "**Tranche 1 Loans**," "**Tranche 2 Loans**" or "**Tranche 3 Loans**" under the Credit Agreement, dated as of the Exchange Date (the "**Credit Agreement Exchange**", and together with the Public Exchange and the Private Exchange, the "**Exchanges**").<sup>1</sup> The Public Exchange Notes, Private Exchange Notes, Tranche 1 Loans, Tranche 2 Loans, and Tranche 3 Loans are collectively referred to as the "**New Debt**."

GEO has determined that each of the Public Exchange, Private Exchange and Credit Agreement Exchanges constitute a "significant modification" within the meaning of Treasury Regulation § 1.1001-3(e), resulting in a deemed exchange for U.S. federal income tax purposes.

GEO has determined that, as of the Exchange Date, (i) the Public Exchange Notes were "traded on an established market" within the meaning of Treasury Regulation § 1.1273-2(f), based on trades reported on FINRA's Trade Reporting and Compliance Engine, (ii) the Private Exchange Notes were "traded on an established market" based upon indicative quotes obtained from Capital IQ, and (iii) the Tranche 1 Loans and Tranche 2 Loans were each "traded on an established market" based upon indicative quotes obtained from Bloomberg, L.P. In addition, GEO has determined that the Tranche 3 Loans were issued for property that was "traded on an established market" within the meaning of Treasury Regulation § 1.1273-2(f) but that the quoted prices "materially

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<sup>1</sup> In connection with the Exchanges, GEO engaged in certain other debt transactions including the solicitation of consents with respect to outstanding debt and the entry into new revolving credit commitments under the Credit Agreement, dated as of the Exchange Date. This issue price statement does not address these other transactions, debt instruments, or commitments.

misrepresents” the fair market value of the Tranche 3 Loans. Accordingly, GEO determined the issue price of the Tranche 3 Loans based on a third-party valuation of the Tranche 3 Loans.

Accordingly, GEO has determined that the issue price of the New Debt as of the Exchange Date was as follows (expressed as a percentage of face amount):

<b>Debt Tranche</b>	<b>Issue Price (%)</b>
Public Exchange Notes	96.22%
Private Exchange Notes	90.00%
Tranche 1 Loans	100.36%
Tranche 2 Loans	101.63%
Tranche 3 Loans	96.50%

Pursuant to Treasury Regulation § 1.1273-2(f)(9), GEO’s determinations in this statement are binding on a holder of the New Debt unless such holder explicitly discloses that its determinations are different from GEO’s determinations on a timely filed U.S. federal income tax return for the taxable year that includes its acquisition date of the New Debt.

**This notice is only intended to fulfill GEO’s notification obligation under Treasury Regulation § 1.1273-2(f)(9) and does not constitute tax advice. Holders are encouraged to consult their own tax advisors regarding their particular consequences relating to the Exchanges.**