UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 40-F

o REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

or

x ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

Commission File Number 333-249081

CURALEAF HOLDINGS, INC.
(Exact name of Registrant as specified in its charter)

British Columbia, Canada
(Province or other jurisdiction of incorporation or organization)

2833
(Primary Standard Industrial Classification Code Number)

98-1461045
(I.R.S. Employer Identification Number)

666 Burrard Street, Suite 1700

Vancouver, British Columbia V6C 2XB

(781) 451-0351

(Address and telephone number of Registrant's principal executive offices)

Curaleaf, Inc.

290 Harbor Drive

Stamford, CT 06902

(917) 717-5875

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered

Securities registered or to be registered pursuant to Section 12(g) of the Act: Not applicable

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: Subordinate Voting Shares

For annual reports, indicate by check mark the information filed with this Form:

x Annual information form x Audited annual financial statements

Number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2025: 678,504,043 Subordinate Voting Shares

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). Yes x No o

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act. Emerging growth company o

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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. o

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. x

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. o [1]

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). o [1]

FORWARD LOOKING STATEMENTS

This annual report on Form 40-F (this " **Annual Report**"), including any documents incorporated by reference herein, contains "forward-looking information" and "forward-looking statements" within the meaning of Canadian securities laws and United States ("**U.S.**") securities laws (together, "**forward-looking statements**"). Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on management's current beliefs, expectations or assumptions regarding the future of the business, future plans and strategies, operational results and other future conditions of Curaleaf Holdings, Inc. (the "**Company**" or "**Registrant**"). In addition, the Company may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases or in oral or written presentations by representatives of the Company that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal" or the negative of those words or other similar or comparable words and includes, among others, information regarding: expectations for the effects and potential benefits of any transactions; statements relating to the business and future activities of, and developments related to, the Company after the date of this Annual Report, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Company's business, operations and plans; expectations that planned acquisitions will be completed; expectations that licenses applied for will be obtained; potential future legalization of adult use and/or medical cannabis under U.S. federal law; expectations of market size and growth in the U.S. and the states in which the Company operates; expectations for other economic, business, regulatory and/or competitive factors related to the Company or the cannabis industry generally; the ability for U.S. holders of securities of the Company to sell them on the Toronto Stock Exchange ("**TSX**"); and other events or conditions that may occur in the future. Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as of and at the date they are made and are based on information currently available and on the then current expectations.

Holders of securities of the Company are cautioned that forward-looking statements are not based on historical facts but instead are based on reasonable assumptions and estimates of management of the Company at the time they were provided or made and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company, as applicable, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to: the legality of cannabis in the U.S., including the fact that cannabis is a controlled substance under the U.S. Federal Controlled Substances Act; risks relating to anti-money laundering laws and regulations; risks relating to the lack of access to U.S. bankruptcy protections; risks related to additional financing and restricted access to banking; general regulatory and legal risks, including the potential constraints on the Company's ability to expand its business in the U.S. by virtue of the restrictions of the TSX following the TSX Listing; risk of legal, regulatory or political change; general regulatory and licensing risks; limitation on ownership of licenses; risks relating to regulatory action and approvals from the U.S. Food and Drug Administration (the "**FDA**"); the fact that cannabis may become subject to increased regulation by the FDA; potential heightened scrutiny by regulatory authorities following the TSX Listing; loss of foreign private issuer status; risks related to internal controls over financial reporting; litigation risks; increased costs as a result of being a public company in Canada and the U.S.; recent and proposed legislation in respect of U.S. cannabis licensing; environmental risks, including risk related to environmental regulation and unknown environmental risks; general business risks, including the risks related to the Company's expansion into foreign jurisdictions; future acquisitions or dispositions; service providers; enforceability of contracts; the ability of our shareholders to resell their subordinate voting shares ("**SVS**") on the TSX; the Company's reliance on senior management and key personnel and its ability to recruit and retain such senior management and key personnel; competition risks; risks inherent in an agricultural business; unfavorable publicity or consumer perception; product liability; product recalls; the results of future clinical research; dependence on suppliers; reliance on inputs; risks related to limited market data and difficulty to forecast; intellectual property risks; constraints on marketing products; fraudulent or illegal activity by employees, consultants and contractors; increased labor costs based on union activity; information technology systems and cyber-attacks; security breaches; the Company's reliance on management services agreements with companies in which it holds a controlling interest as well as affiliates; website accessibility; high bonding and insurance coverage; risks of leverage; management of the Company's growth; the fact that past performance may not be indicative of future results and that financial projections may prove materially inaccurate or incorrect; risks related to conflicts of interests; challenging global economic conditions; currency fluctuations; risks related to the Company's business structure and securities, including the status of the Company as a holding company; no dividend record; risks related to the Company's indebtedness; concentrated voting control; risks

relating to sales of a substantial amount of the Company's SVS; the volatility of the market price for the SVS; liquidity risks associated with an investment in the SVS; risks associated with securities or industry analysts not publishing or ceasing to publish research or reports or publishing misleading information about the Company; the potentially limited market for the SVS for holders of the Company's securities who live in the U.S.; shareholders having little to no rights to participate in the Company's business affairs; enforcement against directors and officers outside of Canada may prove difficult; and tax risks as well as those risk factors discussed under the heading "*Risk Factors*" in Annual Information Form for the fiscal year ended December 31, 2025, which is incorporated by reference herein, and as described from time to time in documents filed by the Company with U.S. and Canadian securities regulatory authorities.

The purpose of forward-looking statements is to provide the reader with a description of management's expectations, and such forward-looking statements may not be appropriate for any other purpose. In particular, but without limiting the foregoing, disclosure in this Annual Report as well as statements regarding the Company's objectives, plans and goals, including future operating results and economic performance may make reference to or involve forward-looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. Certain of the forward-looking statements and other information contained herein concerning the cannabis industry, its medical-use, adult use and hemp-based cannabidiol markets, the general expectations of the Company concerning the industry and the Company's business and operations are based on estimates prepared by the Company using data from publicly available governmental sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, although generally indicative of relative market positions, market shares and performance characteristics, such data is inherently imprecise. While the Company is not aware of any misstatement regarding any industry or government data presented herein, the cannabis industry involves risks and uncertainties that are subject to change based on various factors.

A number of factors could cause actual events, performance or results to differ materially from what is projected in the forward-looking statements. You should not place undue reliance on forward-looking statements contained in this Annual Report. Such forward-looking statements are made as of the date of this Annual Report. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement.

NOTE TO UNITED STATES READERS – DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

The Company is permitted, under a multijurisdictional disclosure system adopted by the U.S. Securities and Exchange Commission (the " **SEC**"), to prepare this Annual Report in accordance with Canadian disclosure requirements, which are different from those of the U.S.

ANNUAL INFORMATION FORM

The Annual Information Form for the fiscal year ended December 31, 2025 is filed as Exhibit 99.1 to this Annual Report and is incorporated by reference herein.

AUDITED ANNUAL FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company as of and for the years ended December 31, 2025 and 2024 (the "Consolidated Financial Statements"), including the reports of the independent auditors thereon, are filed as Exhibit 99.2 to this Annual Report and are incorporated by reference herein.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company's Annual Management's Discussion and Analysis of Financial Condition and Results of Operations as of and for the years ended December 31, 2025 and 2024 is filed within Exhibit 99.2 to this Annual Report and is incorporated by reference herein.

TAX MATTERS

Purchasing, holding or disposing of the Company's securities may have tax consequences under the laws of the U.S. and Canada that are not described in this Annual Report.

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company's disclosure and controls and procedures, as such term is defined in Rule 13a-15(e) under the Exchange Act, is a process designed by, or under the supervision of, the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") and is effected by the Company's Board of Directors, management and other personnel, for the purpose of providing reasonable assurance regarding the reliability of the Company's financial reporting process and preparation of Consolidated Financial Statements in accordance with accounting principles generally accepted in the U.S. ("U.S. GAAP"). The Company's disclosure controls and procedures include policies and procedures that (i) relate to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the Company; (ii) provide reasonable assurance of the recording of all transactions necessary to permit the preparation of the Company's Consolidated Financial Statements in accordance with U.S. GAAP and the proper authorization of receipts and expenditures in accordance with the Company's delegation of authority policies and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the Company's Consolidated Financial Statements. Management, including the CEO and CFO, have evaluated the effectiveness of the Company's disclosure controls and procedures as of December 31, 2025 and have concluded that said disclosure controls and procedures were effective as of December 31, 2025.

Limitations on Effectiveness of Controls and Procedures

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projection of any evaluation of effectiveness to future periods is subject to the risk that controls may become inadequate due to changing conditions or the degree of compliance with policies and procedures may deteriorate.

Management Report on Internal Controls over Financial Reporting

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2025. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control Integrated Framework (2013). Based on its assessment, management determined that the Company's internal control over financial reporting was effective as of December 31, 2025. PKF O'Connor Davies, LLP, an independent registered public accounting firm, has audited the effectiveness of the Company's internal control over financial reporting, as indicated in their report which is incorporated by reference herein.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the year ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Attestation Report of the Registered Public Accounting Firm

The disclosure provided in the section entitled "Report of the Independent Registered Public Accounting Firm" contained in the Company's Consolidated Financial Statements, filed as Exhibit 99.2 to this Annual Report, is incorporated by reference herein.

AUDIT COMMITTEE FINANCIAL EXPERT

The Board of Directors has determined Karl Johansson qualifies as a financial expert (as defined in Item 407(d)(5)(ii) of Regulation S-K under the Exchange Act), has financial management expertise (pursuant to Rule 5605(c)(2)(A) of the NASDAQ Stock Market Rules) and is independent (as determined under Exchange Act Rule 10A-3 and Rule 5605(a)(2) of the NASDAQ Stock Market Rules).

PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES PROVIDED BY INDEPENDENT AUDITOR

The Audit Committee Charter sets out responsibilities regarding the provision of audit, audit-related, tax and other permissible non-audit services by the Company's external auditors. The Audit Committee has the authority to approve all audit, audit-related and non-audit services in accordance with applicable law and the Company's Audit Committee Charter. All audit and audit-related fees paid to PKF O'Connor Davies, LLP for the financial years ended December 31, 2025 and 2024 and all audit fees paid to PKF Littlejohn, LLP for the financial year ended December 31, 2025 were pre-approved by the Audit Committee and none were approved on the basis of the de minimis exemption set forth in Rule 2-01(c)(7)(i)(C) of Regulation S-X under the Exchange Act.

PRINCIPAL ACCOUNTANT FEES AND SERVICES – INDEPENDENT AUDITORS

The following table sets forth the aggregate fees billed to the Company by PKF O'Connor Davies, LLP, New York, NY and PKF Antares Professional Corporation, Chartered Professional Accountants, the Company's independent auditors for the associated fiscal years ending 2025 and 2024, respectively:

($ in thousands)	**2025**	**2024**
Audit Fees - PKF O'Connor Davies, LLP [1]	$ 2,205	$ 2,720
Audit Fees - PKF Littlejohn, LLP [1]	336	—
Audit-Related Fees [2]	110	—
Tax Fees [3]	—	—
All Other Fees [4]	—	65
Total	$ 2,651	$ 2,785

(1) "Audit Fees" refers to fees necessary to perform the annual audit or quarterly review of our consolidated financial statements.
(2) "Audit-Related Fees" refers to fees for assurance and related services that are reasonably related to the performance of the audit and review of the Company's financial statements other than those included in "Audit Fees".
(3) "Tax Fees" refers to fees for tax compliance, tax advice and planning, for example in the context of internal reorganizations or acquisitions.
(4) "All Other Fees" refers to all other fees not included above.

CODE OF ETHICS

The Board of Directions has adopted a Code of Business Conduct for directors, officers and employees (the "Code of Conduct"). A copy of the Code of Conduct is available on SEDAR+ under the Company's profile at www.sedarplus.ca and on the Company's website at www.curaleaf.com. The Company will, upon written request to Investor Relations at 290 Harbor Drive, Stamford, Connecticut 06902, provide a copy of the Code of Conduct to any shareholder without charge. The Code of Conduct meets the requirements for a "code of ethics" within the meaning of that term in General Instruction 9(b) of the Form 40-F.

Any waivers from the Code of Conduct that are granted for the benefit of a director or executive officer may be granted only by the Audit Committee of the Board of Directors and will be promptly disclosed as required by applicable securities rules and regulations. No waiver was granted under the Code of Conduct during the fiscal year ended December 31, 2025.

NOTICES PURSUANT TO REGULATION BTR

Regulation BTR, promulgated by the SEC under Item 306(a) of the Sarbanes-Oxley Act of 2002, prohibits directors and executive officers from engaging in transactions involving the Company's equity securities during a blackout period affecting a significant portion of the Company's retirement plan participants.

MINE SAFETY DISCLOSURE

Not applicable.

DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

UNDERTAKING

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

The Company has previously filed with the SEC a written consent to service of process on Form F-X. Any change to the name or address of the Company's agent for service shall be communicated promptly to the SEC by amendment to the Form F-X referencing the file number of the Company.

EXHIBIT INDEX

The following documents are being filed with the SEC as Exhibits to this Annual Report:

Exhibit	Description
99.1	Annual Information Form dated February 26, 2026
99.2	Audited Annual Consolidated Financial Statements and notes thereto as of and for the years ended December 31, 202 5 and 2024, together with the report thereon of the Independent Auditor (PCAOB ID 127) and Management's Discussion and Analysis for the years ended December 31, 2025 and 2024
99.3	Certificate of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act
99.4	Certificate of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act
99.5	Certificate of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.6	Certificate of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.7	Earnings Release dated February 26, 2026
99.8	Consent of PKF O'Connor Davies, LLP
101	Interactive Data File (formatted as Inline XBRL)
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

CURALEAF HOLDINGS, INC.

Date: February 26, 2026

By: /s/ Ed Kremer
Name: Ed Kremer
Title: Chief Financial Officer

Exhibit 99.1



CURALEAF HOLDINGS, INC.

ANNUAL INFORMATION FORM

Year ended December 31, 2025

February 26, 2026

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EXPLANATORY NOTES

Introductory Information

Unless otherwise noted or the context otherwise requires, all information provided in this Annual Information Form (the " **Annual Information Form**") is given as at December 31, 2025, and references to the "Company", "Curaleaf", "Group", "we", "us" or "our" refer to Curaleaf Holdings, Inc., its wholly-owned subsidiaries and majority-owned subsidiaries as well as legal entities in which it, directly or indirectly, holds a controlling financial interest. This Annual Information Form should be read in conjunction with the information contained in the Company's audited financial statements and related notes for the years ended December 31, 2025 and 2024 (the "**Consolidated Financial Statements**") along with the Company's management discussion and analysis of financial condition and results of operations for the years ended December 31, 2025 and 2024 (the "**Annual MD&A**").

Certain capitalized terms and phrases used in this Annual Information Form are defined in the " *Glossary of Term*s" beginning on page 63.

Forward-Looking Statements

This Annual Information Form contains "forward-looking information" and "forward-looking statements" within the meaning of Canadian securities laws and securities laws of the U.S. (together, "forward-looking statements"). Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on the Company's current beliefs, expectations or assumptions regarding the future of its business, future plans and strategies, operational results and other future conditions. In addition, the Company may make or approve certain statements, in future filings with applicable Canadian regulatory authorities and/or the SEC, in press releases or in presentations by its representatives that are not statements of historical fact and which may also constitute forward-looking statements. All statements, other than statements of historical fact, made by the Company that address activities, events or developments that it expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, "followed by" or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal" or the negative of those words or other similar or comparable words and includes, among others, information regarding: expectations of the effects and potential benefits of any transactions; statements relating to the Company's business, future activities and developments after the date of this Annual Information Form, including such things as future business strategy, competitive strengths, goals, expansion and growth; expectations that cannabis licenses applied for will be obtained; potential future legalization of adult use and/or medical cannabis under U.S. federal law and/or foreign jurisdictions; expectations of market size and growth; expectations for other economic, business, regulatory and/or competitive factors related to the Company or the cannabis industry; the ability for U.S. holders of its securities to sell them on the Toronto Stock Exchange (the "TSX"); and other events or conditions that may occur in the future. Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as of and at the date they are made and are based on information currently available and current expectations at that time.

Holders of the Company's securities are cautioned that forward-looking statements are not based on historical facts, but instead are based on reasonable assumptions and the Company's estimates at the time they were provided or made and involve known and unknown risks, uncertainties and other factors, which may cause the Company's actual results, performance or achievements, as applicable, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties relating to: the legality of cannabis in the U.S., including its classification as a controlled substance under the U.S. Federal Controlled Substances Act; compliance with anti-money laundering laws and regulations; the lack of access to U.S. bankruptcy protections; financing constraints, including limited access to banking and risks associated with raising additional capital; general regulatory and legal restrictions, including limitations imposed by the TSX; potential legal, regulatory or political changes; licensing and ownership limitations; regulatory actions and approvals from the U.S. Food and Drug Administration ("FDA"), including the risk of increased FDA oversight; potential heightened scrutiny by regulators; loss of foreign private issuer status; internal control deficiencies; litigation exposure; higher compliance costs as a public company in both Canada and the U.S.; recent and proposed U.S. cannabis and hemp licensing legislation; environmental risks, including compliance with environmental regulations and unforeseen environmental liabilities; expansion into foreign jurisdictions and the legality of cannabis outside the U.S.; future acquisitions or dispositions; dependence on key suppliers and service providers; enforceability of contracts; risks associated with the Company's subordinate voting shares ("SVS"), including resale limitations, limited liquidity for U.S. investors, market price volatility

as well as significant sales of SVS; reliance on senior management and other key personnel, including challenges in recruiting and retaining such personnel; competitive pressures; risks inherent in agricultural operations; adverse publicity or shifts in consumer perception; product liability and recalls; uncertainty regarding results of future clinical research; reliance on agricultural inputs; limited market data and forecasting uncertainty, including the risk that past performance may not be a reliable indicator of future results and that financial projections may prove materially inaccurate or incorrect; intellectual property risks; marketing and advertising restrictions; fraudulent or illegal activity by employees, consultants or contractors; labor risks, including potential union activity; information technology failures, cyber-attacks or security breaches; reliance on management services agreements with subsidiaries and affiliates; website accessibility and digital compliance requirements; high bonding and insurance costs; risks associated with leverage and debt management; challenges related to growth and scalability; conflicts of interest; global economic pressures, including tariffs, retaliatory measures and trade disputes; currency exchange fluctuations; risks related to the Company's business structure and securities, including its status as a holding company, lack of dividend history, indebtedness; concentrated voting control; limited shareholder rights in corporate affairs; enforcement challenges against directors and officers residing outside Canada; tax risks and those risks described in this Annual Information Form under the heading "Risk Factors" and as described from time to time in documents filed by the Company with Canadian and U.S. securities regulatory authorities.

The purpose of forward-looking statements is to provide the reader with a description of the Company's expectations, and such forward-looking statements may not be appropriate for any other purpose. In particular, but without limiting the foregoing, disclosure in this Annual Information Form as well as statements regarding the Company's objectives, plans and goals, including future operating results and economic performance, may make reference to or involve forward-looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. Certain of the forward-looking statements and other information contained herein concerning the cannabis industry, its medical and adult use, the Company's general expectations concerning the industry and its business and operations are based on the Company's estimates. The Company prepares these estimates using reasonable data from publicly available governmental sources, market research and industry analysis as well as assumptions that it believes to be reasonable based on its data and knowledge of the cannabis industry. Although generally indicative of relative market positions, market shares and performance characteristics, such data is inherently imprecise. While the Company is not aware of any misstatements regarding any government or industry data presented herein, the cannabis industry involves risks and uncertainties that are subject to change based on various factors.

A number of factors could cause actual events, performance or results to differ materially from what is projected in the forward-looking statements, and undue reliance should not be placed on forward-looking statements contained in this Annual Information Form. Such forward-looking statements are made as of the date of this Annual Information Form. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement.

Presentation of Financial Information

The Consolidated Financial Statements copies of which are available under the Company's profile on SEDAR **+** at www.sedarplus.ca and on EDGAR at www.sec.gov/edgar, are prepared in accordance with U.S. GAAP as issued by the Financial Accounting Standards Board. The financial year end of all entities within Curaleaf's corporate structure is December 31. Financial information presented in this Annual Information Form is presented in U.S. dollars, unless otherwise indicated.

U.S. GAAP differs in some respects from the International Financial Reporting Standards (" **IFRS**") and thus may not be comparable to financial statements of Canadian companies that are prepared in accordance with IFRS. Although the Company has sought to align its accounting treatment and disclosures to align with those required under IFRS and U.S. GAAP so as to minimize the differences, the Consolidated Financial Statements do not include any explanation of the principal differences or any reconciliation between IFRS and U.S. GAAP.

Exchange Rate Data

The following table sets out the high and low rates of exchange for one U.S. dollar expressed in Canadian dollars during each of the periods specified, the average rate of exchange for those periods and the rate of exchange in effect at the end of

each of those periods; each based on the rate of exchange published by the Bank of Canada to convert U.S. dollars into Canadian dollars.

	Years Ended December 31,		
	2025	2024	2023
Highest rate during the period	C$1.4603	C$1.4416	C$1.3875
Lowest rate during the period	C$1.3558	C$1.3316	C$1.3128
Average rate for the period	C$1.3978	C$1.3698	C$1.3497
Rate at the end of the period	C$1.3706	C$1.4389	C$1.3226

CORPORATE STRUCTURE

Incorporation and Office

The Company is incorporated under the laws of the Province of British Columbia, pursuant to the British Columbia *Business Corporations Act* and is a vertically integrated multi-State cannabis operator in the U.S.

The Company's principal business address is 290 Harbor Drive, Stamford, Connecticut, United States of America, 06902. The Company's registered and records office address is 666 Burrard Street, Suite 1700 Vancouver, British Columbia, Canada, V6C 2X8.

TSX Listing and U.S. Reorganization

Since December 14, 2023, the Company's SVS are listed and posted for trading on the TSX under the ticker symbol "CURA". The Company's SVS are also quoted on the OTCQX under the symbol "CURLF".

In order to satisfy one of the conditions precedent to the listing of the SVS on the TSX (the " **TSX Listing**"), the Company proceeded with the necessary internal reorganization of its U.S. operations (the "**Reorganization**") effective as of December 8, 2023. Among other things, Curaleaf, Inc, then a wholly-owned subsidiary of the Company, entered into a subscription agreement (the "**Subscription Agreement**") with a third party investor unaffiliated with the Company, Curaleaf, Inc. or the control person of the Company (the "**Investor**") pursuant to which Curaleaf, Inc. issued the Investor one share of Class A voting and non-participating common stock (the "**Class A Voting Stock**") in consideration for 254,315 of the SVS then-owned by the Investor which had an aggregate market value of $1.1 million (the "**Investment**").

Prior to the Investment, the Company held common stock of Curaleaf, Inc., representing 100% of the issued and outstanding shares of Curaleaf, Inc (the "**Common Stock**"). As such, the Company held or exercised control over all or substantially all of its U.S. cannabis assets through Curaleaf, Inc. and its subsidiaries. Concurrently with the closing of the Investment, and in accordance with the seventh amended and restated certificate of incorporation of Curaleaf, Inc. filed concurrently with the execution of the Subscription Agreement, the Common Stock was automatically exchanged for 999 shares of Class B non-voting and participating common stock (the "**Class B Non-Voting Stock**"). Following the closing of the Investment, the Investor now holds all of the issued and outstanding Class A Voting Stock and voting rights of Curaleaf, Inc. The Company now holds all of the issued and outstanding Class B Non-Voting Stock, which represent 99.9% of the economic ownership of Curaleaf, Inc., on an as-converted basis. As a result of the Reorganization, considering the Class B Non-Voting Stock does not provide for voting rights, the Company no longer has legal control over Curaleaf, Inc. and only retains an economic interest in the Company's U.S. cannabis operations. The Company continues to have legal and economic control over Curaleaf International Holdings Limited ("**Curaleaf International**") and its subsidiaries, through which the Company operates its international operations.

The Class B Non-Voting Stock is exchangeable by the Company into shares of Class C voting and participating common stock (the " **Class C Voting Stock**") of Curaleaf, Inc. at any time. In connection with the TSX Listing, the Company executed an undertaking to the TSX prohibiting it from exchanging the Class B Non-Voting Stock into Class C Voting Stock, for so long as the SVS are listed on the TSX or such exchange is permitted in accordance with the rules and policies of the TSX. As a result of the limited rights associated with the Class B Non-Voting Stock, concurrently with the closing of the Investment, (A) Curaleaf Holdings, Inc. and the Investor, as shareholders of Curaleaf, Inc., entered into a shareholders' agreement (the "**Shareholders Agreement**") to establish, among other things, the rights and obligations arising out of or in connection with the ownership of the Class A Voting Stock and the Class B Non-Voting Stock and (B) Curaleaf Holdings,

Inc. and Curaleaf, Inc. entered into, a protection agreement (the " **Protection Agreement**") providing for certain negative covenants in order to preserve the value of the Class B Non-Voting Stock held by the Company until such time as the Class B Non-Voting Stock is converted into Class C Voting Stock by the Company, including, among others, prohibitions on Curaleaf, Inc.'s organizational documents amendments; changes to the authorized share capital of Curaleaf, Inc.; changes to the Curaleaf, Inc.'s board of directors; material changes to the business conducted by Curaleaf, Inc. and the making of loans or capital expenditures above certain specified thresholds, the whole except with the prior written consent of Curaleaf or as required by applicable laws. Under the Shareholders' Agreement, Curaleaf, Inc. holds a call right to repurchase all of the Class A Voting Stock issuable to the Investor at any time, and the Investor has the right to appoint a director to the Curaleaf, Inc.'s board of directors and a put right exercisable following the occurrence of certain stated events or after the five (5) year anniversary of the Shareholders' Agreement, subject to certain parameters to ensure the maintenance of the TSX Listing.

Concurrently with the Investment, the Company implemented certain amendments to the Company's articles (the " **Articles Amendments**") in order to: (i) create a new class of non-voting and non-participating shares in the capital of the Company exchangeable at the holder's option into SVS (the "**Exchangeable Shares**") and authorize the issuance of an unlimited number of Exchangeable Shares and (ii) restate the rights of the SVS to provide for a conversion feature whereby each SVS may at any time, at the holder's option, be converted into one (1) Exchangeable Share. The Exchangeable Shares do not carry voting rights, rights to receive dividends or other rights upon dissolution of the Company and are considered "restricted securities" within the meaning of such term under applicable Canadian securities laws. The Articles Amendments aim to provide Company's shareholders with the option to convert their SVS into Exchangeable Shares, if such shareholders prefer to hold non-voting and non-participating shares as a result of the uncertainty and complexity of cannabis regulations in the U.S.

Following completion of the TSX Listing, the Company is now subject to the TSX Requirements (as defined herein) and accordingly is prohibited from owning or investing, either directly or indirectly, in entities engaging in activities related to the cultivation, distribution or possession of cannabis in the U.S. that could be deemed to violate applicable federal laws relating to cannabis. As a result of the TSX Listing, Curaleaf, Inc. and the Company is subject to certain restrictions on the transfer of cash or cash equivalents, whereby, amongst other things, (i) Curaleaf Holdings, Inc. is prohibited from flowing any cash to Curaleaf, Inc. and any of its operations engages in ongoing business activities that violate U.S. federal law regarding cannabis, and (ii) Curaleaf, Inc. (including its subsidiaries and legal entities in which it has a controlling financial interest) are prohibited from flowing any cash to the Company, whether by way of dividend or otherwise. Such restrictions may restrict the ability of the Company to make and finance acquisitions of its U.S. cannabis related assets or businesses, which in turn, could have a material adverse effect on the Company's business, financial condition and results of operations. See "*Risk Factors – General Regulatory and Legal Risks – Certain Restrictions of the TSX May Constrain the Company's Ability to Expand its Business in the U.S.*".
Although the Company believes it is in compliance with the TSX Requirements, there is a risk that the Company's interpretation may differ from the TSX and failure to comply with the TSX Requirements could result in the denial of an application for certain approvals, such as to have additional securities listed on the TSX, and could even lead to a delisting of the SVS from the TSX, which could have a material adverse effect on the trading price and liquidity of the SVS and could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's Reorganization, and the entering into of the Shareholders' Agreement and the Protection Agreement, were aimed at alleviating such concerns and ensuring compliance by the Company with the TSX Requirements following completion of the TSX Listing. Copies of the Subscription Agreement, the Shareholders Agreement and the Protection Agreement have all been filed under the Company's profile on SEDAR+ (www.sedarplus.ca) and on EDGAR (www.sec.gov/edgar).

Shareholders' Agreement

The following summarizes the terms of the Shareholders' Agreement, which summary is qualified in its entirety by reference to the full text of the Shareholders' Agreement, a copy of which has been filed under Curaleaf's profile on SEDAR+ (www.sedarplus.ca) and on EDGAR (www.sec.gov/edgar).

Director Nominee Rights

Under the Shareholders' Agreement, the Investor is entitled to nominate one (1) out of four (4) directors on the board of directors of Curaleaf, Inc. ("**Curaleaf, Inc. Board**"); provided that such director is acceptable to the Company and nominated in accordance with the terms of the Shareholders' Agreement. The Company is entitled to nominate two (2) out of four (4) directors on the Curaleaf, Inc. Board and a fourth director is nominated unanimously by the Company and the Investor, the whole subject to the terms of the Shareholders' Agreement.

Additionally, the Company has the right to nominate any and all of the members of the Company's board of directors who are not otherwise directors of Curaleaf, Inc. as non-voting observers to the Curaleaf, Inc. Board.

Restrictions on Transfers and Encumbrances of Shares

During the term of the Shareholders' Agreement, the Investor shall not, directly or indirectly, voluntarily or involuntarily, sell, transfer, assign, pledge, encumber, hypothecate or similarly dispose of, or enter into any contract, option or other arrangement or understanding with respect to the sale, transfer, assignment, pledge, encumbrance, hypothecation or similar disposition of, any of its Class A Voting Shares or any interest (including beneficial interest) in any Class A Voting Shares without the Company's prior written consent, which consent may be withheld or conditioned in its sole and absolute discretion.

Limitation on Distributions

During the term of the Shareholders' Agreement, Curaleaf, Inc. shall not make any distribution to its shareholders, whether in cash, property or securities of the Company and whether by dividend, liquidating distribution or otherwise, if such distribution would violate the Protection Agreement, the organizational documents of Curaleaf, Inc. or applicable law.

Conversion

At any time and from time to time, subject to the Company's undertaking with the TSX, the Company has the right by written election to Curaleaf, Inc. to convert all or any portion of its Class B Non-Voting Stock (including any fraction of a share) into Class C Voting Stock, on a one-for-one basis (a "**Conversion**"), along with the aggregate accrued or accumulated and unpaid dividends thereon, without the payment of additional consideration. The Conversion shall result in the deemed exercise of the call right and put rights described below.

Call Right

During the term of the Shareholders' Agreement, at any time by delivering a call right exercise notice to the Investor and the Company, Curaleaf, Inc. has the right (but not the obligation) to acquire and redeem from the Investor and to require the Investor to sell, assign and transfer to Curaleaf, Inc. all (but not less than all) of the shares of Curaleaf, Inc. held by the Investor, in consideration for the issuance by the Company of a certain number of SVS (the "**Roll-Up Shares**"), as determined in accordance with and subject to the Shareholders' Agreement and, in all respects, in compliance with applicable laws and the rules of the TSX or any other stock exchange on which the SVS are then listed for trading.

For purposes of the Shareholders' Agreement, subject to compliance with the rules of the TSX, the number of Roll-Up Shares issuable to the Investor pursuant to the call right or the put right, as applicable, shall be determined based on the following: the amount of the Investment, plus an amount equal to 10% per annum on the Investment for the period between the date of the Shareholders' Agreement and the date of issuance of the Roll-Up Shares, the whole divided by weighted average trading price of the SVS on the TSX for the five days prior to the issuance of the Roll-Up Shares. Notwithstanding the foregoing, in no circumstances shall the exercise of the call right or the put right under the Shareholders' Agreement result in the Investor receiving SVS in excess of 19.99% of the SVS outstanding, immediately after giving effect to the issuance of the SVS issuable thereunder.

Put Right

Subject to the terms and conditions of the Shareholders' Agreement, upon delivering a put right exercise notice to Curaleaf, Inc. and the Company, from the earliest of: (i) the effective date of a Conversion by the Company; (ii) the announcement by the Company of (x) any change in control of Curaleaf, (y) any transaction that would result in the Investor no longer owning all of the Voting Stock in Curaleaf, Inc., or (z) the securities of the Company becoming subject to a take-over bid or equivalent; (iii) any insolvency, bankruptcy or similar event involving the Company or Curaleaf, Inc. that has not been vacated, discharged, stayed or bonded pending appeal within sixty (60) days from the entry thereof; (iv) the issuance of any financial statements by the Company containing a going concern qualification for two (2) consecutive quarters; (v) the date that the Company becomes listed on any nationally recognized stock exchange in the U.S., which listing is not contingent on maintaining the corporate structure of Curaleaf, Inc.; or (vi) the five (5)-year anniversary of the Shareholders' Agreement, the Investor shall have the right (but not the obligation) to require Curaleaf, Inc. to purchase and redeem from the Investor all (but not less than all) of its shares in Curaleaf, Inc. in consideration for the issuance of Roll-Up Shares by the Company, as determined in accordance with and subject to the Shareholders' Agreement and, in all respects, in compliance with the applicable laws and the rules of the TSX or any other stock exchange on which the SVS are then listed for trading (a "**Put Transaction**").

Compliance Put Right

Without limiting and in addition to any right of the Investor to effect a Put Transaction, upon delivering a compliance put right exercise notice to Curaleaf, Inc. and the Company, in the event the Investor receives a bona fide written order, writ, injunction, directive, judgment or decree of a governmental authority applicable to the Investor (collectively, an "**Order**"), and such Order prohibits the Investor from holding shares in Curaleaf, Inc. or would otherwise cause the Investor to be in violation of applicable Laws as a result of the Investor holding shares in Curaleaf, Inc., (i) the Investor shall promptly provide the Company with a copy of such Order, and (ii) the Investor shall have the right to require the Company to purchase and redeem from the Investor all (but not less than all) of its shares in Curaleaf, Inc. in consideration for the issuance by Curaleaf Holdings to the Investor of the Roll-Up Shares (a "**Compliance Put Transaction**"). Solely in the event that the Investor receives an Order that prohibits the Investor from receiving or holding the Roll-Up Shares or would otherwise cause the Investor to be in violation of applicable Law as a result of the Investor holding the Roll-Up Shares, Curaleaf, Inc. shall have the right to pay such value in cash or by issuing the Investor a promissory note, with all principal due at the maturity date of three (3) years from the issuance thereof, with simple interest equal to the prime interest rate then in effect, as reported by the Wall Street Journal, plus five percent (5%).

Upon receipt of a compliance put right exercise notice, the Company and Curaleaf, Inc. shall have the right to delay the closing of the Compliance Put Transaction in order to identify and obtain regulatory approval of a replacement investor, subject to and in compliance with applicable Law. In such event, Curaleaf, Inc. shall use commercially reasonable efforts to identify a replacement investor (the "**Replacement Investor**") candidate and to file an application or applications with the applicable governmental authorities (as determined by Curaleaf, Inc.) for regulatory approval of such Replacement Investor candidate within sixty (60) days of the Curaleaf, Inc.'s receipt of the compliance put right exercise notice.

Notwithstanding anything to the contrary in the Shareholders' Agreement, in the event that the completion of a Put Transaction or a Compliance Put Transaction would jeopardize the listing of the SVS on the TSX or another nationally recognize exchange in the U.S., Curaleaf, Inc. shall be entitled, in its sole and absolute discretion, to further delay the closing date of such Put Transaction or Compliance Put Transaction until such time as it receives (a) a confirmation by the TSX or such other nationally recognized exchange in the U.S. to the effect that the listing of the SVS on the TSX or such other nationally recognized exchange in the U.S. would not be affected by such Put Transaction or Compliance Put Transaction, and (b) a confirmation by the auditors of Curaleaf, Inc. that it would not affect the consolidation of Curaleaf, Inc. by the Company as a variable interest entity for the purposes of the Company's consolidated financial statements.

Protection Agreement

The following summarizes the terms of the Protection Agreement, which summary is qualified in its entirety by reference to the full text of the Protection Agreement, a copy of which has been filed under Curaleaf's profile on SEDAR+ (www.sedarplus.ca) and on EDGAR (www.sec.gov/edgar).

The Protection Agreement requires Curaleaf, Inc. to maintain and preserve its business organizations, properties, assets, rights, employees, goodwill and business relationships with customers, suppliers, partners and other persons with which Curaleaf, Inc. has material business relations (provided that the foregoing shall not limit Curaleaf, Inc.'s and its subsidiaries' rights to modify or terminate business relationships, terminate employees, transfer properties, assets and rights and to take similar actions, in each case in the ordinary course of business).

The Protection Agreement further provides the Company with the ability to restrict the operations of Curaleaf, Inc. and its subsidiaries. Among other things, except: (i) with the prior consent of the Company, (ii) as expressly required or permitted by the Protection Agreement, the Shareholders' Agreement or the organizational documents of Curaleaf, Inc. or applicable subsidiaries, (iii) as required by applicable laws or (iv) as required for Curaleaf, Inc. or any of its subsidiaries to obtain or maintain any U.S. state and/or local cannabis license, Curaleaf, Inc. shall not, and, as applicable, shall not permit any of its subsidiaries to, directly or indirectly (subject to the limitations and exceptions provided in the Protection Agreement), among other things:

a. amend Curaleaf, Inc.'s or its subsidiaries' constating or similar organizational documents;
b. change the size of the Curaleaf, Inc. Board from four (4) members;
c. make any material change in the nature of the business of Curaleaf, Inc. or any of its subsidiaries;
d. declare, set aside or pay any dividend or other distribution of any kind or nature;
e. redeem, or otherwise acquire or offer to redeem, repurchase or otherwise acquire any securities of Curaleaf, Inc. or its subsidiaries;
f. issue additional securities to any person other than the Company;
g. appoint, change or remove the auditors of the Company, Curaleaf, Inc. and its subsidiaries;

h. reorganize, amalgamate or merge Curaleaf, Inc. or any subsidiary with a third-party;

i. undertake any voluntary dissolution, liquidation or winding-up or any other distribution of assets for the purpose of winding-up its affairs;

j. incur or commit to incur, or enter into a contract which provides for, capital expenditures in excess of a specified threshold during any fiscal year, individually or in the aggregate;

k. make any loan or advance to any person other than to any of its wholly-owned subsidiaries;

l. assume or guarantee in any way the payment or performance (or payment of damages in the event of non-performance) of any indebtedness or other liability or obligation of any other person other than obligations of wholly-owned subsidiaries;

m. sell, transfer, lease, exchange or otherwise dispose of any material equipment, business or asset of Curaleaf, Inc. or any subsidiary, other than in the ordinary course of business;

n. grant or permit the existence of any lien on the assets of Curaleaf, Inc. or any of its subsidiaries, subject to certain exceptions;

o. enter into any agreement for the acquisition of, or investment in, a business (whether by purchase of shares or assets, or otherwise) if the purchase price or subscription price, as applicable, in connection with such agreement would exceed a specified threshold;

p. enter into any related party transaction, unless such transaction is on arm's length basis with fair market value terms;

q. take any action, refrain from taking any action or permit any action to be taken or not taken, which could reasonably be expected to prevent, materially delay or otherwise impede the ability to convert the Class B Non-Voting Stock into Class C Voting Stock;

r. abandon or fail to diligently pursue any renewal application for any authorizations necessary to conduct the business of Curaleaf, Inc. or any of its subsidiaries as now conducted;

s. commence any action, suit or proceeding, including a defense to a claim or counterclaim, or compromise or settle any action, suit or proceeding, where the amount in dispute is over a specified threshold and

t. authorize, agree, resolve or otherwise commit, whether or not in writing, to do any of the foregoing.

In addition, the Protection Agreement requires Curaleaf, Inc. to, among other things: (a) preserve and maintain the existence of the Company and its subsidiaries; (b) take all actions reasonably necessary or desirable to maintain Curaleaf, Inc.'s and its subsidiaries' good standing and qualification to conduct business in its jurisdiction of formation and in any other jurisdiction in which it is required to be so qualified; (c) prepare and file when due all tax returns required to be filed by Curaleaf, Inc. and its subsidiaries, and pay or cause to be paid all taxes due on such tax returns; (d) take all reasonable steps and actions that are within its power and control to obtain and maintain all third party or other consents, waivers, permits, exemptions, orders, approvals, agreements, amendments or confirmations that are reasonably required in order to (i) conduct its and its subsidiaries' business as now conducted or as proposed to be conducted in all material respects, (ii) maintain its and its subsidiaries' material contracts in full force and effect, without limiting the right or ability of Curaleaf, Inc. or any subsidiary to amend or terminate any contract when such amendment or termination is in Curaleaf, Inc. or such subsidiary's, as the case may be, best interest and (iii) permit the conversion of the Class B Non-Voting Shares into Class C Voting Shares in accordance with the terms of the Protection Agreement; and (e) maintain, or cause to be maintained, public liability and casualty insurance, all in such form, coverages and amounts as are reasonably consistent with industry practices.

The Protection Agreement also includes various information rights that require Curaleaf, Inc. to notify the Company of certain specified developments and provide ongoing monthly and annual financial information. Curaleaf, Inc. is also required to prepare and operate in accordance with an approved annual budget prepared in accordance with U.S. GAAP and other requirements as set forth in the Protection Agreement.

Following the closing of the Investment, the Company does not have the ability to unilaterally make decisions with respect to the business, operations or activities of Curaleaf, Inc. as the Company only has the right to appoint two (2) directors of the Curaleaf, Inc. board of directors, and the Protection Agreement provides mostly for negative covenants and limited positive obligations.

Copies of the Subscription Agreement, the Shareholders Agreement and the Protection Agreement have all been filed under the Company's profile on SEDAR+ (www.sedarplus.ca) and on EDGAR (www.sec.gov/edgar).

For a description of the risk factors relating to the TSX Listing, see " *Risk Factors – General Regulatory and Legal Risks – Certain Restrictions of the TSX May Constrain the Company's Ability to Expand its Business in the U.S.*"

Intercorporate Relationships

The table below lists the wholly-owned and majority-owned subsidiaries of the Company as well as entities over which the Company held a controlling financial interest as of December 31, 2025 and 2024:

		As of	
		December 31, 2025	December 31, 2024
Entity name	Jurisdiction of Incorporation/Formation	Ownership %[1]	
Curaleaf International Holdings Limited	Guernsey	100%	68.5%
Curaleaf, Inc.*	DE	—%	—
Northern Green Canada Inc.	Canada	100%	100%
Bloom Fungibles, LLC	AZ	100%	100%
Focused Employer, Inc.	DE	100%	100%

[1] Based on % of voting interests held by the Company.

* Consolidated by the Company as a variable interest entity. See Note 3 - Significant accounting policies and Note 29 - Variable interest entities for further details.

The following table presents the wholly-owned subsidiaries of Curaleaf International as well as the entities in which Curaleaf International, directly or indirectly, held a controlling financial interest as of December 31, 2025 and 2024:

		As of	
		December 31, 2025	December 31, 2024
Entity name	Jurisdiction of Incorporation/Formation	Ownership %[1]	
Curaleaf International Limited	UK	100%	100%
Four20 Pharma GmbH[2]	Germany	55%	55%

1) Based on % of voting interests held by the Company.

[2] The remaining 45% noncontrolling interest is held by the sellers of Four20 Pharma GmbH, which the Company acquired in September 2022.

The following table presents the wholly-owned subsidiaries of Curaleaf, Inc. as well as the entities over which Curaleaf, Inc. had a controlling financial interest as of December 31, 2025 and 2024:

Entity name	Jurisdiction of Incorporation/Formation	As of December 31, 2025 Ownership %[1]	As of December 31, 2024 Ownership %[1]
CLF AZ, Inc.	DE	100%	100%
CLF NY, Inc.	DE	100%	100%
Curaleaf CA, Inc.	DE	100%	100%
Curaleaf KY, Inc.	DE	100%	100%
Curaleaf Massachusetts, Inc.	MA	100%	100%
Curaleaf MD, LLC	MD	100%	100%
Curaleaf OGT, Inc.	DE	100%	100%
Curaleaf PA, LLC	DE	100%	100%
Focused Investment Partners, LLC	DE	100%	100%
CLF Maine, Inc.	DE	100%	100%
PalliaTech CT, Inc.	DE	100%	100%
PalliaTech Florida, Inc.	DE	100%	100%
PT Nevada, Inc.	DE	100%	100%
CLF Sapphire Holdings, Inc.	DE	100%	100%
Curaleaf NJ II, Inc.	DE	100%	100%
GR Companies, Inc.	DE	100%	100%
CLF MD Employer, LLC	MD	100%	100%
Curaleaf Columbia, LLC (formerly HMS Sales, LLC)	MD	100%	100%
MI Health, LLC	MD	100%	100%
Curaleaf Compassionate Care VA, LLC	VA	100%	100%
Curaleaf UT, LLC	DE	100%	100%
Curaleaf Processing, Inc	DE	100%	100%
Virginia's Kitchen, LLC	CO	100%	100%
Cura CO LLC	CO	100%	100%
Curaleaf DH, Inc.	DE	100%	100%
Curaleaf Stamford, Inc.	CT	100%	100%
CLF Holdings Alabama, Inc.	DE	100%	100%
IL Business Holding Corporation*	IL	—%	—%
Alternative Therapies Group II, Inc*	MA	—%	—%
CLF Oregon, LLC (formerly PalliaTech OR, LLC)[2]	DE	—%	100%
Curaleaf Hemp, Inc.[2]	DE	—%	100%

[1] Based on % of voting interests held by Curaleaf, Inc. with the exception of the entities which Curaleaf, Inc. consolidates as variable interest entities.

[2] Entity dissolved in 2025.

* Consolidated by Curaleaf, Inc. as a variable interest entity. See Note 3 — Significant accounting policies and Note 28 — Variable interest entities for further details.

BUSINESS OF THE COMPANY

About Curaleaf

The Company is a leading global cannabis company, delivering a vertically integrated platform with a broad omnichannel distribution footprint and a diversified portfolio of brands and products serving consumers and patients across the U.S., Canada, Europe and Australasia. As of the fourth quarter of 2025, the Company’s U.S. operations spanned 15 states, 159

retail locations and over 1,300 wholesale partner accounts. The Company's international presence is headlined by its position as a key wholesaler in emerging medical cannabis markets, including Australasia, Germany, Poland and the United Kingdom (the "U.K.").

The Company's vertically integrated business model allows it to manage the end-to-end supply chain in its core markets to focus on product quality and consistency. The Company's infrastructure includes 17 cultivation sites with approximately 1,489,814 square feet of cultivation capacity. This model is complemented by an "asset-light" wholesale and brand-licensing strategy, allowing the Company to optimize market exposure and growth opportunities, while strategically managing capital allocation. The Company's revenue is generated primarily through direct-to-consumer and patient retail sales and wholesale channels. For the year ended December 31, 2025, Retail revenues were 73% of Total revenues, net, and Wholesale revenues were 26% of Total revenues, net.

The Company's product portfolio includes flower, pre-rolls, vaporizer cartridges, concentrates, topicals, tinctures, edibles and beverages. Domestically, these products are marketed under the Company's national brands, including Anthem, Curaleaf, Find, Grassroots, JAMS, Reef and Select. The Company's prominent international brands are Curaleaf, Four20 and Huala. Curaleaf is led by a seasoned executive team with significant experience, contributing deep knowledge of market dynamics, operational efficiencies and regulatory compliance to drive the Company's growth.

Operating Segments

The Company determines its operating segments according to how the business activities are managed and evaluated by the Chief Executive Officer ("CEO"), who serves as the Company's chief operating decision maker ("CODM").

As of December 31, 2025, the Company has two operating segments: (i) Domestic operations and (ii) International operations. These two segments reflect the manner in which the Company's operations are managed, how the CODM allocates resources and evaluates performance and how the Company's operations are managed, how the CODM allocates resources and evaluates performance and how the Company's internal management of financial reporting is structured.

The following table presents an overview of the Company's domestic operating footprint as of December 31, 2025:

			Domestic Operations								
State(1)	Medicinal legalization*	Adult use legalization*	Dispensaries	Manufacturing sites	Cultivation sites	Cultivation square feet	Permitted formats				
							Oil	Edibles	Flower	Delivery	Wholesale
AZ	2010	2020	16	1	2	139,750	X(2)	X	X	X(5)	X
CT	2012	2021	4	1	1	24,510	X(2)	X	X	X	X
FL	2014	—	70	2	1	362,366	X(2)	X	X	X(3)	X
IL(8)	2013	2019	10	1	1	104,418	X(4)	X	X	X(3)(5)	X
MA(8)	2012	2016	4	1	1	59,474	X(4)	X	X	X(5)	X
MD	2013	2022	4	1	1	30,982	X(2)	X	X	X(5)	X
ME(8)	1999	2016	5	1	1	79,926	X	X	X	X(5)	X
ND	2016	—	4	1	1	16,500	X(4)	X	X	X(3)(5)	X
NJ	2010	2020	3	1	1	55,292	X(2)	X	X	X	X
NV	2000	2016	6	2	—	—	—	—	X	X(5)	—
NY	2014	2021	6	1	1	110,496	X(2)	X	X	X	X
OH(6)(8)	2016	2023	5	1	1	20,100	X	—	X	X(5)	X
PA	2016	—	18	2	2	131,500	X(2)	X(7)	X	—	X
UT	2018	—	4	2	1	67,500	X(4)	—	X	X(3)	—
			159	**18**	**15**	**1,202,814**					

*Legalization dates outlined above indicate when legislation was passed to legalize the use of cannabis products.

(1) The Company has a brand licensing agreement in the state of Oregon, which is not reflected in this table.

(2) Extracted oils only.

(3) Medical only.

(4) Oil-based formulations only.

(5) Permitted, but the Company's dispensaries are not yet participating in home delivery.

(6) We have a Level 1 cultivation facility license, which permits us to grow cannabis on a maximum cultivation area of 25,000 square feet.

(7) Edibles are explicitly prohibited in the Pennsylvania market. Troches (sublingual) are allowed and commercialized.

(8) Certain dispensaries are awaiting regulatory approval for the transfer of the underlying cannabis licenses.

The following table presents an overview of the Company's international operating footprint as of December 31, 2025:

International Operations

Country	Medicinal legalization*	Adult use legalization*	Manufacturing sites	Cultivation sites	Cultivation square feet	Permitted formats (commercial)		
						Oil	Edibles	Flower
Australia(1)(4)	2016	—	—	—	—	X	X	X
Canada	2001	2018	1	1	17,000	X(5)	X	X
Czech Republic(1)(4)	2013	—	—	—	—	X	—	X
Germany	2017	2024(6)	1	—	—	X	—	X
Italy(1)(4)	2015	—	—	—	—	X	—	X
Malta(1)(4)	2018	—	—	—	—	X	—	X
New Zealand(1)(4)	2018	—	—	—	—	X	X	X
Norway & Sweden(1)(4)	2018	—	—	—	—	X	—	X
Poland(1)	2018	—	—	—	—	X	—	X
Portugal(2)	2018	— (7)	2	1	270,000	X	X	X
Spain(8)	2025	—	1	—	—	—	—	—
Switzerland(1)	2022	—	—	—	—	X	—	X
U.K.(3)(9)	2018	—	1	—	—	X	X	X
Ukraine(1)(4)	2024	—	—	—	—	X	—	—
			6	**2**	**287,000**			

*Legalization dates outlined above indicate when legislation was passed to legalize the use of cannabis products.
(1) Distribution only.
(2) Cultivation and manufacturing only.
(3) Manufacturing and distribution.
(4) Through local customers/partnerships.
(5) Varies by province.
(6) Adult use permitted in social clubs and limited home grow only.
(7) Personal use decriminalized since 2001.
(8) Personal use and private cultivation decriminalized since 1983. Manufacture and export of medical cannabis is regulated.
(9) A virtual pharmacy operates within the U.K.

Curaleaf's competitive landscape

The cannabis industry is highly competitive, and the Company competes with a diverse range of legal and illicit operators on factors such as quality, price, brand recognition and distribution strength.

In the U.S., the Company's competitors range from small, family-owned businesses and single-state operators to multi-state operators ("MSOs") with multi-billion-dollar market capitalization. In addition, the Company faces competition from manufacturers of naturally occurring and synthetic cannabinoids, such as Delta-8 THC, as well as participants in adjacent markets, including the alcoholic beverage, tobacco and health and wellness sectors. Since the 2018 Farm Bill, the Company also has faced significant and increasing competition from intoxicating products derived from hemp. Internationally, the Company primarily faces competition from other licensed cultivators and wholesale distributors of medical cannabis. As the industry matures, the Company anticipates escalating competition from companies with longer operating histories and/or greater financial resources.

Risks related to competition and market dynamics are multifaceted:

- The cannabis industry is characterized by intense and increasing competition from a growing number of licensed operators, including large, well-capitalized multi-state operators and smaller, single-state entities. The Company faces persistent competition from the illicit market, which operates without the significant regulatory, compliance and tax burdens the Company faces, allowing the illicit market to offer lower prices and attract a meaningful portion of the cannabis consumer base.

- The Company may face resource shortages and experience disadvantages when compared to established MSOs that have greater access to capital and longer operating histories. Increasing competition exerts significant price and margin pressure, leading to price compression and a challenging environment for maintaining profitability.

- The Company faces potential competition from pharmaceutical and synthetic alternatives, as established pharmaceutical companies may produce and market cannabinoid-based drugs or synthetic cannabinoids that could compete directly with Curaleaf products.

- Successfully competing in the cannabis industry requires the Company to invest highly in R&D, branding, marketing and quality control to differentiate its product offerings.

- Finally, the industry's dynamic consolidation landscape means the Company faces the continual prospect of competitors merging, creating larger entities with enhanced scale, market share and operational efficiencies that could surpass that of Curaleaf.

As there have been no material changes to its competitive landscape since the beginning of the current fiscal year, the Company directs its shareholders to the '*Risk Factors*' section of this Annual Information Form for a careful evaluation of these conditions.

The Company's core strategy and objectives

The Company's vision is to be the world's leading cannabis company, driven by a mission to democratize cannabis by providing clarity and confidence to consumers and patients through science-backed products and personalized experience. The Company's strategy is grounded in expanding responsible access to high-quality cannabis, elevating every customer interaction and operating with the rigor required to sustain long-term, profitable growth across its global footprint. The Company's growth ambitions are centered on disciplined capital allocation to expand its market presence, diversify product offerings and strengthen the Company's global supply chain. The Company continuously evaluates domestic and international opportunities for strategic value, whether through new technologies, innovative products or expanded market access.

The Company's core strategic pillars are:

Domestic market leadership: The Company is focused on expanding its U.S. footprint, prioritizing highly populated, limited-license states with significant barriers to entry, such as Florida, Illinois, New Jersey and Pennsylvania. The Company's strategy involves both organic growth, such as the recent opening of new dispensaries in Ohio and Florida, and the pursuit of strategic acquisitions. The Company is also focused on continuing to build out its brand portfolio, ensuring it has a range of market-leading brands and products to sell through its physical retail and e-commerce channels and through its wholesale network. The Company believes this focus on wide distribution in high-barrier markets and development of a trusted national brand portfolio provides a more defensible and profitable long-term revenue stream as compared to more saturated markets.

International expansion: The Company believes it is the largest cannabis operator in Europe. The Company continues to invest in opportunities to broaden its market presence across the European continent and to apply elements of its U.S. operating model to maintain its position as a global leader in cannabis. The success of this strategy is evident in the growth of the Company's international revenues, which totaled $172.5 million for the year ended December 31, 2025, representing year-over-year growth of 63%, compared to the same period in 2024. The Company's objective is to capitalize on the global expansion of medical cannabis programs and the potential legalization of adult-use cannabis markets internationally. To support this strategy, in April 2024, the Company acquired Northern Green Canada, an EU-GMP [3] certified producer. This acquisition secured a consistent supply of high-quality, non-irradiated indoor flower, which is critical to (i) sustaining the Company's leadership position in Germany, Poland and the U.K., while (ii) enabling entry into emerging jurisdictions, such as Turkey and Australia, where the Company was awarded operating licenses in 2025.

Consumer education and research & development ("R&D"): The Company is committed to developing science-backed products and advancing the scientific understanding of cannabis, which it believes to be a key competitive differentiator. The Company's continued investment in R&D has been instrumental in driving consumer and patient access, brand innovation and new product development across its cannabis markets. The Company's R&D efforts and collaborations, led by an industry leading team of dedicated scientists at its R&D facilities in California, Massachusetts and the U.K. have resulted in a significant number of peer-reviewed research papers and partnerships with institutions like Imperial College London, the Institute of Cancer Research London, the University of Insubria and Fondazione Mondino in Italy and an

accredited U.S. medical school based in Pennsylvania. The Company's management believes these initiatives not only fuel product innovation for its consumers and patients but also advance the regulated cannabis market and build trust and credibility with regulators.

Intellectual Property

The Company has established premium and recognizable brands among consumers and retailers in the cannabis industry. The Company believes that intellectual property rights and brand protection are important parts of its business strategy. The Company regularly seeks to protect its intellectual property rights in connection with its operating names, its consumer-packaged goods, and certain proprietary goods and services. Such rights include patented and non-patented technology, trade secrets, copyrightable works, as well as federal, state and foreign trademarks. The U.S. federal trademark law allows for the protection of trademarks and service marks on products and services used, or intended for use, lawfully. Because cannabis-related products and services remain illegal at the U.S. federal level under the CSA, the Company is not able to register all its trademarks at the U.S. federal level for all of its products and services; therefore, the Company utilizes trademark protection at the state level where commercially feasible.

Portfolio assets: As of December 31, 2025, the Company's domestic IP portfolio includes two federally registered patents, nine federally registered trademarks with the U.S. Patent and Trademark Office (USPTO) and 70 U.S. state-level trademark registrations. The Company's international IP portfolio includes 65 registered trademarks and one registered patent. The Company's digital assets include numerous website domains, such as www.curaleaf.com together with active accounts across major social media platforms.

Product marks include the Company's national brands, such as Curaleaf, Select, Grassroots, Anthem, JAMS and Dark Heart, as well as the Company's international brands Curaleaf, Four20 and Huala. The Company expects updates on outstanding submitted applications on a rolling basis and will continue to rely on common law protection for its brands during the trademark registration process. The Company plans to renew its trademarks on an ongoing basis, and it plans to proactively seek intellectual property protection for products, services, and brand expansions in current markets as well as any new market expansion, in the U.S. and internationally.

Additionally, the Company has developed multiple proprietary product formats, technologies and processes to ensure the high quality of its premium cannabis products. These proprietary technologies and processes include its cultivation and extraction techniques, product formulations and cannabis delivery and monitoring systems.

The Company's digital assets include numerous website domains, such as www.curaleaf.com, together with numerous active accounts across major social media platforms. The Company uses non-disclosure and/or confidentiality agreements to guard against infringement of its proprietary formats, technologies and processes. In addition, the Company maintains an in-house legal team as well as engages outside legal counsel to actively monitor and identify potential infringements on its intellectual property. For a more detailed discussion see "*Risk Factors — General Business Risks – The Company faces risks relating to its intellectual property*"

The Company's production and distribution channels

Production channels:

Across the Company's global operations, it manages the entire cannabis product lifecycle from seed to sale. This vertically integrated approach provides the Company with significant control over its supply chain, ensuring high standards for product safety, quality and consistency.

Cultivation and genetics: The Company has developed a diverse global portfolio of unique cannabis cultivars. These cultivars are systematically tested and characterized for properties such as yield and cannabinoid content. To optimize production, the Company cultivates cannabis using a variety of methods—including indoor, two-tier indoor and greenhouse environments—across its global footprint. The Company regularly evaluates extensive cultivar portfolio to identify the most attractive varieties, replace underperforming varieties and promote operational standardization.

Extraction, formulation and quality control: The Company facilities utilize traditional extraction processes as well as proprietary processes for cannabis extraction and terpene purification, highlighted by its ACE (Aqueous Cannabis Extraction) process. ACE is engineered to produce exceptionally clean cannabis oil, setting a new standard for purity and customer experience. The Company's commitment to achieving the desired composition of cannabinoids and terpenes in finished products enables the Company to respond timely and effectively to evolving trends in product formulation. The

Company's processing facilities produce a wide spectrum of solid, liquid and inhaled products for both medical and adult-use markets. The Company has developed a comprehensive in-house quality assurance and quality control program that enables rapid product development cycles and the production of high-quality consumer products. Critically, for its international operations, the Company's manufacturing and processing facilities in Canada, Germany, Portugal, Spain and the U.K. adhere to stringent EU-GMP standards.

Sales and distribution channels:

Domestic channels: The Company's primary method of cannabis sales in the U.S. is direct-to-consumer retail sales through its U.S. state-licensed dispensaries. To meet modern consumer demand, most of the Company's dispensaries offer online ordering for in-store pickup, and provides drive-thru service in Nevada, Utah and Florida. The Company also offers home delivery where permitted by state regulations. The Company's U.S. wholesale cannabis business also continues to strengthen, generating revenue through sales to third-party dispensaries, distributors and processors.

International channels: In Europe, the Company's sales occur primarily through licensed wholesale distribution channels in Germany, Poland, Switzerland and the U.K. The Company's model in the U.K. is unique, as it also operates a medical cannabis clinic and a licensed pharmacy, enabling direct-to-patient sales and fostering deeper patient relationships. Additionally, the Company supplies cannabis on a wholesale basis to various other European countries as well as to the Company's Australasian partners. The Company continues to invest in opportunities to broaden its market presence across the European continent and to maintain its position as a global leader in cannabis.

Employees

As at December 31, 2025, the Company had 5,554 employees (4,862 of which were located in the U.S., 92 of whom were located in Canada, 598 of whom were based in Europe, and 2 of whom were based in Australia).

Compliance and Monitoring

The Company uses reasonable commercial efforts to remain in material compliance with the cannabis regulatory environment in the U.S. In addition, it actively participates in the regulatory and legislative processes at the U.S. federal, state and local levels through its compliance and government relations departments, legal counsel, third-party consultants and engagement with cannabis industry groups. The Company holds all required licenses to cultivate, manufacture, possess and distribute cannabis in the U.S. states in which it operates and remains in good standing and in material compliance with the applicable cannabis regulatory programs in each such U.S. state.

While the Company may occasionally be cited or fined by U.S. state regulators for non-compliance with cannabis regulations, including those related to product labeling, testing, potency or the use of banned additives, the Company is not aware of any circumstances that would likely result in regulatory actions with a material adverse impact on its operations or financial condition.

The Company's Compliance Department, reporting to the Chief Legal Officer (" **CLO**"), oversees state-level compliance functions, monitors local regulatory processes, reports developments to the CLO and designs and implements strategies in response to regulatory changes, while also working with third-party legal counsel to ensure compliance with U.S. cannabis laws and regulations. The Company's Government Relations Department works with management to (i) develop and maintain relationships with U.S. state and local regulators, elected officials and cannabis industry groups and (ii) implement strategies that protect its rights and those of its U.S. affiliates to participate in the U.S. cannabis industry.

In addition to the above disclosure, please see the heading " *Risk Factors*" in this Annual Information Form for further risk factors associated with the operations of the Company.

GENERAL DEVELOPMENT OF THE BUSINESS

The highlights relating to the development of the Company's business over the past three years are described below.

Recent Developments

Capital Structure

Senior Secured Notes – 2029

In December 2021, the Company closed on a private placement of senior secured notes due 2026 for aggregate gross proceeds of $475.0 million (“Senior Secured Notes – 2026”). On February 18, 2026, the Company closed on a private placement of senior secured notes due 2029 for aggregate gross proceeds of $500.0 million (the “Senior Secured Notes – 2029”). Net proceeds, after deducting $7.9 million in fees and issuance costs, were used to fully repay the Senior Secured Notes – 2026, including accrued interest (the “2026 Refinancing”). The Senior Secured Notes – 2029 bear an interest rate of 11.5%, payable semi-annually, and are secured by second-priority liens on certain assets of our U.S. subsidiaries. The 2026 Refinancing extends our nearest debt maturity to 2029, enhances liquidity and improves overall financial flexibility. In conjunction with the issuance of the Senior Secured Notes – 2029, the maturity of the Amended Needham LOC was extended to February 18, 2029, and the interest rate increased from 7.99% to 8.99%, in accordance with the existing terms of the Amended and Restated Needham Loan Agreement.

The note indenture, dated December 15, 2021 and as amended on December 12, 2023 and February 18, 2026, governing the Senior Secured Notes – 2029 (the “Note Indenture”) enables the Company to issue additional senior secured notes on an ongoing basis as needed, subject to maintaining leverage ratios and complying with other terms and conditions of the Note Indenture. The principal restrictions on incurring additional indebtedness include the requirement that post-incurrence of the additional debt, a fixed charge coverage ratio of 2.5:1 and consolidated debt to consolidated EBITDA ratio of 4:1 be maintained. The issuance of additional senior secured notes or other debt pari passu to the existing notes is permitted, provided that post-incurrence of the additional debt, the consolidated secured debt to consolidated EBITDA ratio of 3:1 is maintained and provided certain other conditions are met. Under the Note Indenture, the Company and certain of its guarantor entities are required to grant a first lien security interest in their respective assets to the appointed trustee, including assets acquired after the issue of the Senior Secured Notes – 2029, subject to limited exceptions. Despite the first lien granted to the holders of the Senior Secured Notes – 2029, the Note Indenture permits the Company to grant a more senior lien to secure up to $100.0 million of additional financing from commercial banks for revolving credit loans, such as the Needham LOC (as defined herein), provided that the interest rate applicable to such revolving credit loans is lower than the interest rate applicable to the Senior Secured Notes – 2029.

Exercise of Four20 Pharma GmbH Put and Call Option

In connection with the acquisition of Four20 Pharma GmbH (“Four20”), in September 2022, the selling shareholders and Curaleaf International entered into separate put/call options (the "Four20 Put and Call Option"), which permit either party to trigger the roll-up of the remaining equity of Four20 two years after the launch of adult use cannabis sales in Germany, but no later than the end of 2025, if adult use launch has not occurred by such date.

On February 23, 2026, the outside shareholders of Four20 exercised the Four20 Put and Call Option by delivering an irrevocable notice to the Company requiring the Company to redeem their remaining 45% equity interest in Four20. Upon completion of the transaction, the Company will increase its ownership interest in Four20 to 100%. The transaction is expected to settle in the second quarter of 2026 subject to receipt of regulatory approval, including German competition authority consent. The final purchase price is expected to settle between $80.0 million and $100.0 million, subject to a price reconciliation procedure as well as the EUR to USD conversion rate prevailing at close. The purchase price is payable in cash and stock. Following the settlement of this transaction, the Company will have no further outstanding redeemable non-controlling interests.

Three Year History

Capital Structure

Base Shelf Prospectus

On February 3, 2025, the Company filed a final short form base shelf prospectus in Canada (the **“Base Shelf Prospectus”**) and on February 5, 2025, filed the Base Shelf Prospectus on a Form-10 registration statement (File No 333-284710) (the **“Registration Statement”**), with the SEC under the U.S./Canada Multijurisdictional Disclosure System (**“MJDS”**). The Base Shelf Prospectus and Registration Statement allow the Company to offer up to $1.0 billion (or the equivalent thereof, at the date of issue, in any other currency or currencies) worth of SVS, debt securities, subscription receipts, warrants and units, or any combination thereof, from time to time during the 25-month period that the Base Shelf Prospectus is effective (subject to MJDS eligibility). The specific terms of any future offering of securities, including the use of proceeds from any offering, will be established in a supplement to the Base Shelf Prospectus and/or Registration Statement, which will be filed with the applicable Canadian securities’ regulatory authorities and/or the SEC.

Senior Secured Notes – 2027

On January 17, 2025, the Company entered into an agreement (the "Note Exchange Agreement") with the former owners of Bloom (the "Bloom Lenders"), pursuant to which the Company agreed to accept from the Bloom Lenders, and the Bloom Lenders agreed to transfer to the Company, the Bloom Notes – 2025 in exchange for senior secured notes of the Company with an aggregate principal balance of $67.0 million (the "Senior Secured Notes — 2027"), consisting of the $60.0 million then-outstanding principal of the Bloom Notes – 2025 plus $7.0 million of accrued interest on such notes (the "Note Exchange"). In connection with the Note Exchange, the Company paid in cash (i) $0.6 million, representing the remaining balance of interest accrued on the Bloom Notes – 2025 as of the date of the Note Exchange and (ii) $1.0 million of debt origination fees. The Senior Secured Notes – 2027 mature on January 17, 2027. There are no prepayment penalties on the Senior Secured Notes – 2027.

Bloom Notes

In connection with the Bloom acquisition, the Company issued three sets of secured promissory notes (collectively, the "Bloom Notes") to the former Bloom owners (the "Bloom Lenders").

On December 29, 2023, the Company entered into an agreement with the Bloom Lenders, pursuant to which the Bloom Note – 2024 was restructured into a partially convertible secured promissory note (the "Restructured Bloom Note") payable in cash and SVS, subject to the approval of the TSX. The Restructured Bloom Note had a principal amount of $47.5 million comprised of an installment amount of $31.0 million (the "Installment Amount"), which matured on October 18, 2024, and a conversion amount of $16.5 million (the "Conversion Amount") that matured on January 18, 2025. The Conversion Amount was settled, in its entirety, through the issuance of 4,282,596 SVS to the Bloom Lenders, with each of the Bloom Lenders receiving a proportionate share of SVS. Fractional shares were settled in cash.

Needham Bank

On November 6, 2024, the Company entered into a loan agreement (the "Needham Loan Agreement") with Needham Bank ("Needham"), establishing a revolving line of credit for up to $40.0 million (the "Needham LOC"), with an option to request up to an additional $20.0 million, beginning May 6, 2026, subject to Needham's discretion and credit approval process.

On October 10, 2025, the Company entered into an amended and restated loan agreement with Needham (the "Amended and Restated Needham Loan Agreement") to refinance the Needham LOC. As part of the refinancing, the total borrowing capacity under the Needham LOC was increased from $40.0 million to $100.0 million (the "Amended Needham LOC"), and the maturity date was extended to October 10, 2026. The Amended Needham LOC remains secured by a first-priority lien on senior mortgages, guarantees of the Company's U.S. subsidiaries and a parent guaranty limited to the Company's U.S. assets. Proceeds may be utilized for general corporate purposes, including working capital and operational expenses, as well as to reduce outstanding principal balances of certain Indebtedness (as defined in the Amended Needham LOC)Senior Secured Notes – 2026. The Amended Needham LOC is subject to certain debt covenants including maintaining a post-incurrence debt service coverage ratio of 1.5:1 as well as covenants related to appraised fair value of mortgaged properties (subject to an 80% LTV constraint), receivables and cash, net of reserves.

In conjunction with the origination of the Senior Secured Notes – 2029, the maturity date of the Amended Needham LOC was extended to February 18, 2029, and the interest rate was amended to 8.99% in accordance with the terms of the Amended and Restated Needham Loan Agreement.

Tangela Holdings, LTD

On June 11, 2024, the Company entered into a loan agreement (the " **NGC Note**") with Tangela for $1.6 million to fund bulk purchases of cannabis for resale by NGC. The NGC Note, as most recently amended on March 11, 2025, matured as scheduled, and on July 1, 2025, the Company settled the loan in full.

Asset-based revolving credit facility

On August 25, 2023, the Company entered into an asset-based revolving credit facility (the "ABL Facility") with EWB that provided for borrowings up to$6.5 million and immediately drew down $6.5 million (the "EWB Note"). The EWB Note had a maturity date of August 25, 2024. On March 26, 2024, the Company signed an agreement (the "1st Change in Terms

Agreement"), increasing the ABL Facility to $10.0 million and extending the maturity date of the EWB Note to August 25, 2025. On June 14, 2024, the Company executed an amendment to the 1st Change in Terms Agreement, increasing the ABL Facility by an additional $2.0 million to $12.0 million. On September 2, 2025, the Company executed Amendment No. 3 to its Loan Agreement with East West Bank, extending the maturity date to August 25, 2026. No other changes were made to the ABL Facility.

The ABL Facility is secured by the Company's deposit accounts at EWB, and as such, the Company's balance in the EWB deposit accounts is classified as restricted cash within Cash and cash equivalents on the Company's Consolidated Balance Sheets as of December 31, 2025 and 2024.

Key changes within the Company's senior executive team during 2025 are as follows:

Name	Role	Change	Effective Date
Mr. Dan Mickelson	Chief Accounting Officer	Promoted	January 1, 2025
Mr. Jim Shorris	Chief Compliance Officer	Left the Company	January 1, 2025
Mr. Scott Crawford	Senior Vice President of Retail Merchandising and Marketing	Appointed	March 24, 2025
Mr. Rob Francin	Executive Vice President – People & Culture	Left the Company	May 1, 2025
Ms. Helen Chen	Senior Vice President of Digital	Appointed	May 12, 2025
Mr. Justin Miller	Senior Vice President of Brand Marketing	Appointed	May 19, 2025
Mr. Peter Dearby	Board Member	Retired from the Board	June 13, 2025
Mr. Jaswinder Grover	Board Member	Retired from the Board	June 13, 2025
Mr. Rahul Pinto	President of the Company	Appointed	June 16, 2025
Ms. Christine Taylor	Chief Accounting Officer	Left the Company	October 1, 2025
Mr. Ilya Gruzdev	Chief Financial Officer – Curaleaf International	Appointed	November 3, 2025
Mr. Brian St. Peter	Senior Vice President of Operations	Promoted	November 16, 2025
Mr. Angel Rodriguez	Senior Vice President of Human Resources	Appointed	December 1, 2025
Mr. Peter Doona	Senior Vice President of Finance – Curaleaf International	Left the Company	December 5, 2025

2024

Acquisitions

Northern Green Canada Inc. ("NGC")

On April 19, 2024, the Company completed the acquisition of all issued and outstanding shares of Northern Green Canada, Inc. ("NGC"), for total consideration of approximately $23.8 million, paid in cash and equity consideration. NGC is a Canadian licensed cannabis producer and distributor focused primarily on expanding in the international market through its European Union Good Manufacturing Practice ("EU-GMP") certified product offering. The acquisition of NGC equipped the Company with a secure and consistent supply of high quality, non-irradiated indoor EU-GMP flower in order to maintain a leading position in Germany, Poland and the U.K. and support the Company's expansion into new international markets.

Curaleaf Poland S.A. ("Curaleaf Poland")

On February 2, 2024, the Company completed the acquisition of all issued and outstanding shares of Can4Med S.A., now known as Curaleaf Poland S.A. ("Curaleaf Poland") for total consideration of €1.5 million, consisting of cash and equity consideration. Additionally, the Company incurred a deferred consideration obligation tied to the future performance of Curaleaf Poland. Curaleaf Poland is the first medical cannabis-specialized wholesaler in Poland, specializing in the acquisition, registration and distribution of medical cannabis and products containing THC and other cannabinoids in Poland. The acquisition of Curaleaf Poland increased the Company's international footprint.

Dark Heart

On January 17, 2024, the Company acquired Half Moon Nursery, Inc. and all assets of Dark Heart Nursery from Grace & Co. for cash consideration of $1.7 million and the forgiveness of a $7.0 million promissory note receivable (plus interest) from Grace & Co. that was received by the Company on October 27, 2023. The acquired assets, consisting of proprietary cannabis genetics and know-how, are intended to support the continued expansion of its domestic and international footprint.

Capital Structure

On November 6, 2024, the Company entered into a loan agreement with Needham Bank, establishing a revolving line of credit for up to $40.0 million (the "Needham LOC"). The Needham Loan Agreement provides the Company with the option, beginning on May 6, 2026, to request an additional borrowing of up to $20.0 million, subject to Needham Bank's discretion and credit approval process. Pursuant to the Needham Loan Agreement, Needham Bank holds a first priority lien on the mortgages, business assets and collateral of all loan parties under the Note Indenture, including a pledge of equity of all underlying borrowers and guarantors. Additionally, the Company has provided a limited guaranty for the value of its equity interest in Curaleaf, Inc. The Needham Loan Agreement contains financial covenants, including a requirement that the total outstanding debt remains within an 80% loan-to-value ratio, based on the "as-is" fair market value of the real estate collateral. The Needham LOC may be utilized for various corporate purposes, including working capital and operational expenses, as defined in the Needham Loan Agreement. As of December 31, 2024 the Company had drawn down $11.1 million of the Needham LOC.

Management Changes

Key changes within the Company's senior executive team during 2024 are as follows:

Name	Role	Change	Effective Date
Mr. Scott Baughman	Chief Technology Officer	Promoted	May 20, 2024
Ms. Tyneeha Rivers	Chief People Officer	Left the Company	August 7, 2024
Mr. Rob Francin	Executive Vice President of People and Culture	Appointed	August 12, 2024
Mr. Matt Darin	Chief Executive Officer	Left the Company	August 16, 2024
Mr. Boris Jordan	Chief Executive Officer	Appointed	August 16, 2024
Mr. John Manzanares	Chief Information Officer	Left the Company	September 27, 2024
Mr. Karim Bouaziz	Senior Vice President of the Southeast Region	Left the Company	September 27, 2024
Mr. Paul Chialdikas	Senior Vice President of the Central Region	Left the Company	September 27, 2024

2023

Acquisitions

Deseret Wellness ("Deseret")

On April 6, 2023, the Company completed the acquisition of Deseret, the largest cannabis retail operator in Utah, in a cash and stock transaction valued at approximately $20.0 million. The Deseret acquisition included three medical retail dispensaries located in the cities of Provo, Park City and Payson, providing Curaleaf with an opportunity to enter a medical cannabis platform with distinct branding in the state of Utah.

Clever Leaves

On July 5, 2023, Curaleaf Portugal LDA, a subsidiary of Curaleaf International, acquired the assets, including all equipment and lease rights, of Clever Leaves' EU-GMP certified cannabis processing and warehousing facility in Setubal, Portugal, for cash consideration, inclusive of direct transaction costs, of €2.7 million. The Clever Leaves acquisition strategically positioned the Company to expand its cultivation capacity at Curaleaf Portugal to meet the expected growth across Europe, especially within the Company's core markets: Germany and the U.K.

Capital Structure

On December 8, 2023, the Company completed the Reorganization, and on December 14, 2023, the Company completed the TSX Listing. Refer to "*Corporate Structure - TSX Listing and Reorganization*" for more information.

In connection with the TSX Listing, on October 3, 2023, the Company closed a marketed offering of SVS, for total gross proceeds to the Company of C$16.2 million.

Management Changes

Key changes within the Company's senior executive team during 2023 are as follows:

Name	Role	Change	Effective Date
Mr. Mitch Hara	Chief Strategy Officer	Left the Company	May 26, 2023

REGULATORY ENVIRONMENT: ISSUERS WITH U.S. CANNABIS-RELATED ASSETS

In response to the on-going conflict between U.S. federal and U.S. state regulatory frameworks governing cannabis-related activities, the Canadian Securities Administrators issued Staff Notice 51-352, *Issuers with U.S. Marijuana-Related Activities,* which outlines industry-specific disclosure requirements for Canadian reporting issuers with operations or investments in the U.S. cannabis industry.

Pursuant to Staff Notice 51-352, the following disclosure is aimed at providing further details regarding:

- the Company's involvement in the U.S. cannabis industry and quantifying its balance sheet and operating statement exposure to U.S. cannabis-related activities;
- statements and other available guidance made by U.S. federal authorities or U.S. federal prosecutors regarding the risk of enforcement action as a result of the Company's involvement with cannabis-related activities;
- risks related to the Company's involvement in cannabis-related activities, including, among others, (i) the risk that third party service providers could suspend or withdraw services and (ii) the risk that regulatory bodies could impose certain restrictions on the Company's ability to operate in the U.S.;
- the Company's ability and its affiliates' ability to access both public and private capital as well as the financing options that are and are not available to the Company and its affiliates to support continuing operations;
- cannabis-related regulations and applicable licensing requirements of each U.S. state in which the Company and/or its affiliates operate as well as the Company's program for monitoring compliance with these regulations and licensing requirements; and
- the status of the Company's compliance with the cannabis-related regulatory framework and applicable licensing requirements of each U.S. state in which the Company and its affiliates operate.

The Company's Involvement in the U.S. Cannabis Industry

In the U.S., the cannabis industry remains illegal under U.S. federal law, with cannabis listed as a Schedule I drug under the Controlled Substances Act (the "CSA").

In the U.S., the Company and its affiliates are directly involved in the cannabis industry in certain U.S. states that have legalized the medical and/or adult use of cannabis. Currently, the Company and its affiliates hold the requisite licenses to engage in the cultivation, manufacture, processing, distribution and sale of cannabis, as permitted, in the states of Arizona, Connecticut, Florida, Illinois, Maine, Maryland, Massachusetts, Missouri, Nevada, New Jersey, New York, North Dakota, Ohio, Pennsylvania and Utah. In addition, the Company has partnered with an accredited medical school and obtained a "clinical registrant" license in Pennsylvania, and on November 14, 2024, the Company was granted the license to operate the first Marijuana Research Facility in Massachusetts.

U.S. States Operations

For an overview of the states in which the Company operates, their legal framework and how it affects Curaleaf's business, please refer to the section titled "*Overview of U.S. State Regulatory Frameworks"* in the Annual MD&A, which is hereby incorporated by reference.

RISK FACTORS

The following are certain risk factors relating to the business of the Company. Additional risks and uncertainties not presently known to the Company or currently deemed immaterial by the Company, may also impair the operations of the Company. If any such risks actually occur, shareholders of the Company could lose all or part of their investment and the business, financial condition, liquidity, results of operations and prospects of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

The acquisition of any of the securities of the Company is speculative, involving a high degree of risk and should be undertaken only by persons whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of the Company should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Shareholders should evaluate carefully the risk factors associated with the Company's securities described herein, along with the additional risk factors described in the Annual MD&A and in the other continuous disclosure documents of the Company filed from time to time with the Canadian securities commissions and the SEC.

Risk Factor Summary

The following is a summary of the principal risks that could materially adversely affect the Company's business, financial condition and results of operations. This summary does not contain all of the information that may be important to investors and should be read in conjunction with the full text of the risk factors set forth below:

- **U.S. Federal Regulatory Conflict:** Notwithstanding U.S. state-level legalization, cannabis remains a Schedule I controlled substance under the CSA, rendering the Company's primary business activities illegal under U.S. federal law and subjecting the Company to risks of criminal prosecution, seizure of assets and civil asset forfeiture.

- **Uncertain Rescheduling and FDA Oversight: T**he proposed reclassification of cannabis to Schedule III under the CSA, expedited by the December 2025 Executive Order, remains subject to administrative uncertainty; any such reclassification may grant the FDA jurisdiction over products, necessitating costly compliance with pharmaceutical-grade standards.

- **Uncertain Tax Position Regarding Section 280E:** The Company has adopted an aggressive tax position asserting that Section 280E of the Internal Revenue Code no longer applies to its operations. There is no assurance the Company will prevail against challenges from the IRS, which could result in material liabilities for back taxes, interest and penalties.

- **Indebtedness and Restrictive Covenants:** Following the 2026 Refinancing, the Company's increased principal indebtedness and associated restrictive covenants may limit operational flexibility and require the diversion of substantial cash flow to debt service through 2029.

- **Limited Access to Financial Services and Insolvency Protections:** The Company faces restricted access to traditional banking systems and is generally ineligible for U.S. federal bankruptcy protections, which may complicate capital management and any future debt restructuring.

- **Concentrated Voting Control:** The Company's CEO and Chairman exercises control over 67.5% of the total voting power of the Company, providing the ability to control all matters requiring shareholder approval and potentially creating conflicts of interest with minority shareholders.

- **Agricultural and Operational Volatility:** The Company's business is subject to inherent agricultural risks, including crop failure, pests and climate-related disruptions, as well as energy-intensive cultivation costs and inflationary pressures on raw materials. These factors, combined with intense competition from legal and illicit market participants, may lead to batch failures, product recalls or diminished consumer demand.

- **International Trade and Tariff Pressures:** Broad U.S. tariffs on imported hardware and packaging—reaching effective rates over 10% in 2026—threaten profit margins and may necessitate price increases that drive consumers toward illicit markets.

- **International Regulatory Fragmentation:** The Company's operations in Canada, Europe and Australasia are subject to complex local laws and anti-money laundering legislation, such as POCA 2002, which may restrict the repatriation of funds to the parent company.

- **Limited Intellectual Property and Brand Protection:** Because cannabis remains federally illegal in the U.S., the Company is limited in its ability to obtain federal trademark and patent protections, which may impair its ability to protect its brand and proprietary technology.

- **Federal Hemp Amendments and Competitive Uncertainty:** New federal legislation enacted in November 2025 significantly narrows the definition of hemp and is expected to classify most intoxicating hemp-derived products as Schedule I substances when it takes effect in November 2026. Although these changes should reduce competition from largely unregulated hemp products, ongoing lobbying efforts to delay or modify the law create uncertainty, and the Company may continue to face competition in this category despite having already begun winding down its own hemp-derived THC product line.

- **Illicit Market Competition:** The Company faces persistent competition from the illicit market, which operates without the significant regulatory, compliance and tax burdens the Company faces, allowing the illicit market to offer lower prices and attract a meaningful portion of the cannabis consumer base.

Risks Related to Legality of Cannabis

Cannabis is a Controlled Substance under the U.S. Federal Controlled Substances Act

The Company is engaged directly and indirectly in the medical and adult use cannabis industry in the U.S. where only state law permits such activities. Investors are cautioned that in the U.S., cannabis is largely regulated at the state level. To the Company's knowledge, some form of cannabis has been legalized in 48 states, the District of Columbia and the territories of Puerto Rico, the U.S. Virgin Islands, Guam and the Northern Mariana Islands as of December 31, 2025. Additional states have pending legislation regarding the same. Notwithstanding the permissive regulatory environment of cannabis at the state level, cannabis continues to be categorized as a controlled substance under the Controlled Substance Act and as such, cultivation, distribution, sale and possession of cannabis violates federal law in the U.S. As a result of the conflicting views between state legislatures and the federal government regarding cannabis, investments in cannabis businesses in the U.S. are subject to inconsistent legislation and regulation. Refer to the discussion above under the heading "Regulatory Environment: Issuers with U.S. Cannabis-Related Assets".

Because the cannabis industry remains illegal under U.S. federal law, any property owned by participants in the cannabis industry, which are either used in the course of conducting such business or were purchased using the proceeds of such business, could be subject to seizure by law enforcement and subsequent civil asset forfeiture. Even if the owner of the property were never charged with a crime, the property in question could still be seized and subject to an administrative proceeding by which, with minimal due process, it could be subject to forfeiture.

There can be no assurances that the federal government of the U.S. will not seek to enforce the applicable laws against us. Without further guidance, federal prosecutors may use their prosecutorial discretion to decide whether to prosecute cannabis activities despite the existence of state-level laws permitting such activity, subject to the Rohrabacher-Farr Amendment, which prohibits federal prosecutors from expending federal funds against medical cannabis activities that are in compliance with state law. This amendment has historically been passed as an amendment to omnibus appropriations bills, which by their nature expire at the end of a fiscal year or other defined term. The Rohrabacher-Farr Amendment has been temporarily extended as of December 2025, and is up for further consideration as part of the annual appropriations bill process. While numerous U.S. Attorneys across the country have affirmed that their view of federal enforcement priorities has not changed, there can be no assurance that the federal government will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with state law, including in the event the Rohrabacher-Farr Amendment is not renewed upon expiration in subsequent spending bills.

Violations of any federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. In the extreme case, such proceedings could also ultimately involve the prosecution of key executives of the Company. This could have a material adverse effect on the Company, including its reputation and ability to conduct business, its holding (directly or indirectly) of medical and adult use cannabis licenses in the U.S., the listing of its securities on the TSX, its

financial position, results of operation, profitability or liquidity or the market price of its publicly traded shares, in each case even it such proceedings were concluded successfully in favor of the Company. In addition, it is difficult for the Company to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial.

Market for Cannabis Could Decline due to Regulatory Changes

There can be no assurance that the number of states that allow the use of medicinal and/or adult use cannabis will increase. Furthermore, there can be no assurance that the existing states, districts and territories that permit the sale and use of adult use and/or medicinal cannabis will not reverse their position. If either of these things happens at any future time, then growth of the Company's business may be materially impacted. The Company may not be able to achieve targeted revenue levels and may experience declining revenue as the potential market for its products and services diminishes.

If the U.S. federal government begins to enforce U.S. federal laws relating to cannabis in states where the sale and use of cannabis is currently legal, the Company's financial results, business or operations would be materially and adversely affected. Federal actions against any individual or entity engaged in the cannabis industry or a substantial repeal of cannabis related legislation could adversely affect the Company, its business and its assets or investments.

Investors should understand that any new administration or attorney general could change this policy and decide to enforce the federal laws more strongly. A change in the federal approach towards enforcement could negatively affect the industry, potentially ending it entirely. Any such change in the federal government's enforcement of current federal laws could cause significant financial damage to the Company.

Anti-Money Laundering Laws and Regulations

The Company is subject to a variety of laws and regulations internationally and domestically in the U.S. that involve money laundering, financial recordkeeping and proceeds of crime, including the Bank Secrecy Act, as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (**USA PATRIOT Act**), Sections 1956 and 1957 of U.S.C. Title 18 (the **Money Laundering Control Act**), the **Proceeds of Crime (Money Laundering) and Terrorist Financing Act** (Canada), as amended and the rules and regulations thereunder, the Criminal Code (Canada) and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the U.S., Canada and the countries in which Curaleaf International operates.

In the event that any of the Company's operations, or any proceeds thereof, any dividends or distributions therefrom, or any profits or revenues accruing from such operations in the U.S. were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation, which would subject the Company to criminal liability and significant penalties and fines. Proceeds from the Company's business activities could also be subject to seizure or forfeiture. Any violations of these laws, or allegations of such violations could disrupt the Company's operations and involve significant management distraction and expenses. As a result, money laundering charges could materially affect the Company's business, financial condition or results of operations, including restricting or otherwise jeopardizing the ability of the Company to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada. Furthermore, while there are no current intentions to declare or pay dividends on the SVS in the foreseeable future, in the event that a determination was made that the Company's proceeds from operations (or any future operations or investments in the U.S.) could reasonably be shown to constitute proceeds of crime, the Company may decide or be required to suspend declaring or paying dividends without advance notice and for an indefinite period of time.

Lack of Access to U.S. Bankruptcy Protections

Because the use of cannabis is illegal under federal law, many courts have denied cannabis businesses bankruptcy protections, thus making it very difficult for lenders to recoup their investments in the cannabis industry in the event of a bankruptcy. If the Company were to experience a bankruptcy, there is no guarantee that U.S. federal bankruptcy protections would be available to the Company's U.S. operations, which would have a material adverse effect on the Company, its lenders and other stakeholders.

Financing Risks

Additional Financing Needs

The Company may require equity and/or debt financing to support on-going operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed or on terms which are acceptable. If the Company is required to access capital markets to carry out its development objectives, the state of capital markets and other financial systems could affect the Company's access to, and cost of, capital. The Company's inability to raise financing to fund on-going operations, capital expenditures or acquisitions could limit its growth and may have a material adverse effect upon the Company's business, results of operations, financial condition or prospects.

If additional funds are raised through further issuances of equity or convertible debt securities, existing Company shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to existing holders of SVS. Moreover, additional SVS may be issued by the Company on the conversion of the MVS in accordance with their terms. To the extent holders of other convertible securities convert or exercise their securities and sell SVS they receive, the trading price of the SVS may decrease due to increase dilution and subsequent trading.

Debt financing may involve restrictions on the Company's financing and operating activities, including its ability to acquire or dispose of assets or businesses, incur additional indebtedness, make capital expenditures, and make cash distributions. Debt financing may be convertible into other securities of the Company or involve the issuance of equity fees, either of which may result in immediate or resulting dilution. Any default under such debt instruments could have a material adverse effect on the Company, its business or the results of its operations.

Moreover, the TSX Requirements may restrict the ability of the Company to make and finance acquisitions of its U.S. cannabis related assets or businesses, which in turn, could have a material adverse effect on the Company's business, financial condition and results of operations. See "*Risk Factors – General Regulatory and Legal Risks – Certain Restrictions of the TSX May Constrain the Company's Ability to Expand its Business in the U.S.*".

Restricted Access to Banking

In February 2014, the FinCEN bureau of the U.S. Department of Treasury issued guidance (which is not law) with respect to financial institutions providing banking services to cannabis businesses, including burdensome due diligence expectations and reporting requirements. This guidance does not provide any safe harbors or legal defenses from examination or regulatory or criminal enforcement actions by the Department of Justice, FinCEN or other federal regulators. Thus, most banks and other financial institutions in the U.S. do not appear to be comfortable providing banking services to cannabis-related businesses, or relying on this guidance, which can be amended or revoked at any time by the federal administration. In addition to the foregoing, banks may refuse to process debit card or ACH payments or transfers and credit card companies generally refuse to process credit card payments for cannabis-related businesses. As a result, the Company may have limited or no access to banking or other financial services in the U.S. The inability or limitation in the Company's ability to open or maintain bank accounts, obtain other banking services and/or accept credit card and debit card payments may make it difficult for the Company to operate and conduct its business as planned or to operate efficiently. Additionally, cannabis businesses in the U.S. are largely cash-based. This complicates the implementation of financial controls and increases security issues.

General Regulatory and Legal Risks

Certain Restrictions of the TSX May Constrain the Company's Ability to Expand its Business in the U.S.

Following completion of the TSX Listing, the Company is required to comply with the TSX Requirements or guidelines when conducting business, especially when pursuing opportunities in the U.S., and accordingly is prohibited from owning or investing, either directly or indirectly, in entities engaging in activities related to the cultivation, distribution or possession of cannabis in the U.S. that could be deemed to violate applicable federal laws relating to cannabis. As a result of the TSX Listing, Curaleaf, Inc. and the Company are now subject to certain restrictions on cash or cash-equivalent transfers, whereby, amongst other things, (i) Curaleaf Holdings, Inc. is prohibited from flowing any cash to Curaleaf, Inc. and any of its operations engaged in ongoing business activities that violate U.S. federal law regarding cannabis, and (ii) Curaleaf, Inc. (including its subsidiaries and legal entities in which it has a controlling financial interest) is prohibited from flowing any cash to Curaleaf Holdings, Inc., whether by way of dividend or otherwise. Such restrictions may restrict the

ability of the Company to make and finance acquisitions of its U.S. cannabis related assets or businesses, which in turn, could have a material adverse effect on the Company's business, financial condition and results of operations.

Although the Company believes to be compliant with the TSX Requirements, there is a risk that the Company's interpretation may differ from the TSX and failure to comply with the TSX Requirements could result in the denial of an application for certain approvals, such as to have additional securities listed on the TSX, and could even lead to a delisting of the SVS from the TSX, which could have a material adverse effect on the trading price and liquidity of the SVS and could have a material adverse effect on the Company's business, financial condition and results of operations.

Legal, Regulatory or Political Change

The political environment surrounding the marijuana industry in general can be volatile and the regulatory framework remains in flux.

Delays in enactment or implementation of new state or federal regulations could restrict the ability of the Company to reach strategic growth targets. The growth strategy of the Company is contingent upon certain federal and state regulations being enacted to facilitate the legalization of medical and adult use marijuana. If such regulations are not enacted, or enacted but subsequently repealed or amended, or enacted with prolonged phase-in periods, the growth targets of the Company, and thus, the effect on the return of investor capital, could be detrimental. The Company is unable to predict with certainty when and how the outcome of these complex regulatory and legislative proceedings will affect its business and growth.

Further, there is no guarantee that state laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions. If existing applicable state laws are repealed or curtailed, the Company's business, results of operations, financial condition and prospects would be materially adversely affected. It is also important to note that local and city ordinances may strictly limit and/or restrict disbursement of cannabis in a manner that will make it extremely difficult or impossible to transact business in that jurisdiction, which may adversely affect the Company's continued operations. Repeal of applicable marijuana legislation could adversely affect the Company and its business, results of operations, financial condition and prospects.

The Company is also aware that multiple states are considering special taxes or fees on businesses in the cannabis industry. Some of the states where the Company operates are in the process of reviewing additional fees and taxation. Should such special taxes or fees be adopted, this could have a material adverse effect upon the Company's business, results of operations, financial condition or prospects.

The commercial medical and adult use marijuana industry is in its infancy. The Company's business activities rely on newly established and/or developing laws and regulations in the states in which it operates and the Company anticipates that such regulations will be subject to change as the jurisdictions in which the Company does business matures, often times with minimal notice. Regulatory changes may adversely affect the Company's profitability or cause it to cease operations entirely. The cannabis industry may also come under scrutiny or further scrutiny by the FDA, USDA, DEA, IRS, SEC, the DOJ, the Financial Industry Regulatory Advisory or other federal or applicable state or non-governmental regulatory authorities or self-regulatory organizations that supervise or regulate the production, distribution, sale or use of cannabis for medical or adult use purposes in the U.S. It is impossible to determine the extent of the impact of any new laws, regulations or initiatives that may be proposed, or whether any proposals will become law. The regulatory uncertainty surrounding the industry may adversely affect the business and operations of the Company, including without limitation, the costs to remain compliant with applicable laws and the impairment of its business or the ability to raise additional capital.

The Company has in place a robust compliance program reporting up to the CLO, which oversees, maintains and implements the compliance program and personnel. Compliance officers in each operating subsidiary as well as regional compliance directors are charged with knowing the local regulatory process and monitoring developments with their governing bodies. Each compliance officer regularly reports to the CLO regulatory developments and enforcement actions taken by regulators. In addition to the Company's robust legal and compliance departments, the Company also has local legal/regulatory counsel engaged or available in every jurisdiction in which it operates. The Company's compliance program is designed to provide meaningful advice, oversight and challenge for the Company's operations that includes regular site visits to ensure compliance with Company policies and procedures as well as applicable regulatory requirements, including but not limited to marketing materials review to ensure compliance with State and local regulations, and security and inventory control to ensure strict monitoring of cannabis and inventory from delivery by a

licensed distributor to sale or disposal. The Company has implemented a corporate compliance training program for all employees. Additionally, the Company has created comprehensive standard operating procedures that include detailed descriptions and instructions for monitoring inventory at all stages of development and distribution. The Company will continue to monitor compliance on an ongoing basis in accordance with its compliance program, standard operating procedures, and any changes to regulation in the marijuana industry.

Overall, the medical and adult use marijuana industry is subject to significant regulatory change at both the state and federal level. The inability of the Company to respond to the changing regulatory landscape may cause it to not be successful in capturing significant market share and could otherwise harm its business, results of operations, financial condition or prospects.

General Regulatory and Licensing Risks

The Company's business is subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage and disposal of marijuana, including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Achievement of the Company's business objectives is contingent, in part, upon compliance with applicable regulatory requirements and obtaining all requisite regulatory approvals. Changes to such laws, regulations and guidelines due to matters beyond the control of the Company may result in a material adverse effect on the Company's business, financial condition, results of operations or prospects.

The Company is required to obtain or renew further government permits and licenses for its current and contemplated operations. Obtaining, amending or renewing the necessary governmental permits and licenses can be a time-consuming process potentially involving numerous regulatory agencies, public hearings and costly undertakings on the Company's part. The duration and success of the Company's efforts to obtain, amend and renew permits and licenses are contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by the relevant permitting or licensing authority. The Company may not be able to obtain, amend or renew permits or licenses that are necessary to its operations or to achieve the growth of its business. Any unexpected delays or costs associated with the permitting and licensing process could impede the ongoing or proposed operations of the Company. To the extent necessary permits or licenses are not obtained, amended or renewed, or are subsequently suspended or revoked, the Company may be curtailed or prohibited from proceeding with its ongoing operations or planned development and commercialization activities. Such curtailment or prohibition may result in a material adverse effect on the Company's business, financial condition, results of operations or prospects.

Several of the Company's licenses are subject to renewal on an annual or periodic basis. Such licenses are generally renewed, as a matter of course, if the license holder continues to operate in compliance with applicable legislation and regulations and without any material change to its operations, however there is no guarantee such licenses will be renewed on the same terms, or at all, going forward. For instance, please refer to the section "*General Development of the Business – Subsequent Events*".

While the Company's compliance controls have been developed to mitigate the risk of any material violations of any license it holds arising, there is no assurance that the Company's licenses will be renewed by each applicable regulatory authority in the future in a timely manner. Any unexpected delays or costs associated with the licensing renewal process for any of the licenses held by the Company could impede the ongoing or planned operations of the Company and have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

The Company may become involved in a number of government or agency proceedings, investigations and audits. The outcome of any regulatory or agency proceedings, investigations, audits, and other contingencies could harm the Company's reputation, require the Company to take, or refrain from taking, actions that could harm its operations or require Company to pay substantial amounts of money, harming its financial condition. There can be no assurance that any pending or future regulatory or agency proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources or have a material adverse impact on the Company's business, financial condition, results of operations or prospects.

Limitations on Ownership of Licenses

In certain states, the cannabis laws and regulations limit not only the number of cannabis licenses issued, but also the number of cannabis licenses that one person may own. For example, in Massachusetts, no person may have an ownership interest, or control over, more than three license holders in any category - cultivation, processing or dispensing. In

Maryland, the Department of Health has taken the position that the law prevents having a material ownership interest in more than one cultivation or processing license holder and more than four dispensing license holders. In New Jersey, there are restrictions on overlapping ownership of license holders. In Florida, there are also limitations on owning more than one of the vertically integrated medical cannabis licenses offered in that state. The Company believes that, where such restrictions apply, it may still capture significant share of revenue in the market through wholesale sales, exclusive marketing relations, provision of management or support services, franchising and similar arrangement with other operators. Nevertheless, such limitations on the acquisition of ownership of additional licenses within certain states or enforcement by regulators in certain states against such services arrangements may limit the Company's ability to grow organically or to increase its market share in such states, which could have a material adverse effect upon the Company's business, results of operations, financial condition or prospects.

Regulatory Action and Approvals from the FDA

The Company's medical cannabis-based products are supplied to patients diagnosed with certain medical conditions. However, the Company's cannabis-based products are not approved by the FDA as "drugs" or for the diagnosis, cure, mitigation, treatment, or prevention of any disease. Accordingly, the FDA may regard any promotion of the cannabis-based products as the promotion of an unapproved drug in violation of the Food, Drug and Cosmetic Act ("**FDCA**").

Cannabidiol, a compound referred to as CBD, is one of the non-psychotropic cannabinoids in industrial hemp from the plant species Cannabis sativa L. There has been growing interest in CBD in recent years. CBD is increasingly used as an ingredient in food and beverages, as an ingredient in dietary supplements and as an ingredient in cosmetics, thereby generating new investments and creating employment in the cultivation and processing of hemp and hemp-derived products. Pharmaceutical products with CBD as an active ingredient have also been developed, including one product approved by the FDA (Epidiolex®). Foods and beverages, dietary supplements, pharmaceuticals, and cosmetics containing CBD are all subject to regulation under the FDCA. The FDA has asserted that CBD is not a lawful ingredient in foods and beverages, supplements and pharmaceuticals (unless FDA-approved), although FDA has generally refrained from taking enforcement action against those products. CBD-containing products may also be subject to the jurisdiction of state and local health authorities.

In recent years, the FDA has issued letters to a number of companies selling products that contain CBD oil derived from hemp warning them that the marketing of their products violates the FDCA. FDA enforcement action against the Company could result in a number of negative consequences, including fines, disgorgement of profits, recalls or seizures of products, or a partial or total suspension of the Company's production or distribution of its products. Any such event could have a material adverse effect on the Company's business, prospects, financial condition, and results of operations.

Increased Cannabis Regulations by the FDA

Cannabis remains a Schedule I controlled substance under U.S. federal law. If the federal government deschedules cannabis or reclassifies cannabis to a Schedule II controlled substance, it is possible that the FDA would regulate it under the FDCA. The FDA is responsible for ensuring public health and safety through regulation of food, drugs, supplements and cosmetics, among other products, through its enforcement authority pursuant to the FDCA. The FDA's responsibilities include regulating the ingredients as well as the marketing and labeling of food, drugs and cosmetics sold in interstate commerce.

Additionally, the FDA may issue rules and regulations, including good manufacturing practices, related to the growth, cultivation, harvesting and processing of cannabis. Clinical trials may be needed to verify the efficacy and safety of cannabis products. It is also possible that the FDA would require facilities that grow medical-use cannabis to register with the FDA and comply with federally prescribed regulations. In the event that some or all of these regulations are imposed, the impact on the cannabis industry is unknown, including what costs, requirements and possible prohibitions may be enforced. If the Company become subject to these enhanced regulations prescribed by the FDA and are unable to comply, it may have a material adverse effect on the Company's business, financial condition and results of operations.

Loss of Foreign Private Issuer Status

The Company is a Foreign Private Issuer as defined in Rule 405 under the U.S. Securities Act and Rule 3b-4 under the U.S. Exchange Act. If, as of the last business day of the Company's second fiscal quarter for any year, more than 50% of the Company's outstanding voting securities (as determined under Rule 405 of the U.S. Securities Act) are directly or indirectly held of record by residents of the U.S., the Company will no longer meet the definition of a Foreign Private

Issuer, which may have adverse consequences on the Company's ability to raise capital in private placements or Canadian prospectus offerings. In addition, the loss of the Company's Foreign Private Issuer status may likely result in increased reporting requirements and increased audit, legal and administration costs. These increased costs may significantly affect the Company's business, financial condition and results of operations.

The term "Foreign Private Issuer" is defined as any non-U.S. corporation, other than a foreign government, except any issuer meeting the following conditions:

(a) more than 50 percent of the outstanding voting securities of such issuer are, directly or indirectly, held of record by residents of the U.S.; and

(b) any one of the following:

  (i) the majority of the executive officers or directors are U.S. citizens or residents, or

  (ii) more than 50 percent of the assets of the issuer are located in the U.S., or

  (iii) the business of the issuer is administered principally in the U.S.

A "holder of record" is defined by Rule 12g5-1 under the U.S. Exchange Act. Generally speaking, the holder identified on the record of security holders is considered as the record holder. In December 2016, the SEC issued a Compliance and Disclosure Interpretation to clarify that issuers with multiple classes of voting stock carrying different voting rights may, for the purposes of calculating compliance with this threshold, examine either (i) the combined voting power of its share classes, or (ii) the number of voting securities, in each case held of record by U.S. residents. Based on this interpretation, each issued and outstanding MVS is counted as one voting security and each issued and outstanding SVS is counted as one voting security for the purposes of determining the 50 percent U.S. resident threshold and the Company is a "Foreign Private Issuer." Should the SEC's guidance and interpretation change, it is likely the Company will lose its Foreign Private Issuer status.

Internal Controls over Financial Reporting

As a Company that files reports under the U.S. Exchange Act, the Company is required to maintain internal controls over financial reporting ("**ICFR**") (as defined in Rule 13a-15(f) under the U.S. Exchange Act) and to report any material weaknesses in such internal controls. The Company's management is responsible for establishing and maintaining adequate ICFR and for evaluating and reporting on the effectiveness of the Company's system of internal control. Effective internal control is necessary for the Company to provide timely, reliable and accurate financial reports, identify and proactively correct any deficiencies, material weaknesses or fraud and meet the Company's reporting obligations. A material weakness is a deficiency, or a combination of deficiencies, in financial reporting such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be presented or detected on a timely basis. Section 404 of the Sarbanes-Oxley Act of 2002 ("**SOX**") requires that the Company evaluate and determine the effectiveness of its ICFR and provide a management report on the ICFR. Such report must also be attested to by the Company's independent registered public accounting firm.

In the past, certain material weaknesses in ICFR were identified, including material weaknesses existing as of December 31, 2022. Such material weaknesses have since been remediated. If new material weaknesses or significant deficiencies in the Company's internal control over financial reporting occur in the future, the Company could be required to implement additional remediation measures and could potentially have to restate its financial statements again, which could materially and adversely affect its business, results of operations and financial condition, restrict its ability to access the capital markets, require the Company to expend significant resources to correct the material weaknesses or deficiencies, subject the Company to regulatory investigations and penalties, harm its reputation, cause a decline in investor confidence or otherwise cause a decline in the market price of the Company's SVS.

If the Company's ICFR contain material weaknesses that it is unable to identify, the Company may not detect errors on a timely basis and its financial statements may be materially misstated. In addition, if the Company is unable to comply with the requirements of Section 404 of SOX in a timely manner, to remediate identified material weaknesses or to assert that the Company's ICFR are effective, or if the Company's independent registered public accounting firm is unable to express an unqualified opinion as to the effectiveness of the Company's ICFR, investors may lose confidence in the accuracy and completeness of the Company's financial reports and the market price of the Company's SVS could be negatively affected.

Litigation

The Company may become threatened by a party or otherwise become party to litigation from time to time in the ordinary course of business, which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the market price for the SVS. Even if the Company is involved in litigation and is successful, such litigation could redirect significant company resources from business operations to prosecuting or defending such litigation, which can adversely affect the financial results, business and operations of the Company or its subsidiaries, as applicable. There also may be adverse publicity associated with litigation that could negatively affect customer perception of the business, regardless of whether the allegations are valid or whether the Company is ultimately found liable. See "*Legal Proceedings and Regulatory Actions*" for an overview of the material proceedings affecting the Company.

The Company's Status as a Public Company

As a public company in Canada and the U.S., the Company is subject to the reporting requirements, rules and regulations under the applicable Canadian and American securities laws and rules of stock exchanges on which the Company's securities may be listed from time to time. Securities legislation and the rules and policies of the TSX require listed companies to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information, all of which add to a company's legal and financial compliance costs. Additional or new regulatory requirements may be adopted in the future by the TSX or other securities law regulators. The requirements of existing and potential future rules and regulations increase the Company's legal, accounting and financial compliance costs, make some activities more difficult, time-consuming or costly, and may also place undue strain on its personnel, systems, and resources, which could adversely affect its business and financial condition.

Recent and Proposed State Legislation Relating to Cannabis Licensing

Recent and proposed state legislation throughout the U.S. has prioritized minority and diversity participation in the cannabis industry, including providing licensing preferences to minority owners, individuals with specified criminal convictions, local residents and individuals and businesses from economically depressed or disadvantaged areas. As new medical and adult use legislation is passed, multi-state operators such as the Company may be prevented, limited or discouraged from obtaining new licenses, renewing licenses or from participating in new markets or existing markets, or may be required to partner with specific individuals, who may be difficult to find and agree to terms with. Social equity initiatives could adversely impact the Company's ability to increase or maintain market share and revenues in certain states, expand its geographic footprint or obtain a positive return on its acquisitions or investments, all of which could have a material adverse impact on the Company's business, financial condition and results of operations.

Environmental Risks

Environmental Regulation

The Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors (or the equivalent thereof) and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Government approvals and permits are currently, and may in the future, be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from its proposed production of medical marijuana or from proceeding with the development of its operations as currently proposed.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing the production of medical marijuana, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in expenses, capital expenditures or production costs or reduction in levels of production or require abandonment or delays in development.

Unknown Environmental Risks

There can be no assurance that the Company will not encounter hazardous conditions at the facilities where it operates its businesses, including, without limitation, its medical cannabis cultivation and dispensary facilities, such as asbestos or lead, in excess of expectations that may delay the development of its businesses. Climate change or significant weather events may accelerate or exacerbate environmental conditions in ways that adversely affect the business due to potential negative effects on agricultural conditions, increased difficulty in construction projects to support its operations. Upon encountering a hazardous condition, work at the facilities of the Company may be suspended. The presence of other hazardous conditions may require significant expenditure of the Company's resources to correct the condition. Such conditions could have a material impact on the investment returns of the Company.

General Business Risks

Expansion into Foreign Jurisdictions

The Company's expansion into jurisdictions outside of Canada and the U.S. is subject to risks. In addition, in jurisdictions outside of Canada and the U.S., there can be no assurance that any market for the Company's products will develop or be maintained. The Company may face new or unexpected risks or significantly increase its exposure to one or more existing risks, including economic instability, changes in laws and regulations, and the effects of competition. These factors may limit the Company's ability to successfully expand its operations into such jurisdictions and may have a material adverse effect on the Company's business, financial condition and results of operations.

Certain jurisdictions may prohibit or restrict its citizens or residents from investing in or transacting with companies involved in the cannabis industry, even if such companies only conduct business in jurisdictions where cannabis is legal. For example, if an investor in the U.K. profits from an investment in a cannabis producer or supplier, such investment may technically violate the U.K. Proceeds of Crime Act 2002. Similar prohibitions or restrictions may apply in other jurisdictions where cannabis has not been legalized. In addition, such prohibitions and restriction may limit the ability to receive dividends if such dividends were to be declared in the future.

The general risk factors relating to Curaleaf's business and operations generally also apply in respect of Curaleaf International's business and operations, including Curaleaf International. Investors should carefully consider the additional risk factors applicable to Curaleaf International's business and operations as set forth below.

European Regulatory and Licensing Risks

Curaleaf International's business is subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage and disposal of cannabis, including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Achievement of Curaleaf International's business objectives are contingent, in part, upon compliance with applicable regulatory requirements and obtaining all requisite regulatory approvals and licenses. Changes to such laws, regulations and guidelines due to matters beyond the control of Curaleaf International may result in a material adverse effect on Curaleaf International's business, financial condition, results of operations or prospects.

Curaleaf International is required to obtain or renew further government permits and licenses for its current and contemplated operations (including, without limitation, in Spain, the U.K. and Portugal). Curaleaf International has further applied for licenses in Italy to import, store and distribute medical cannabis products. Obtaining, amending or renewing the necessary governmental permits and licenses can be a time-consuming process potentially involving numerous regulatory agencies, involving public hearings and costly undertakings on Curaleaf International's part. Curaleaf International may not be able to obtain, amend or renew permits or licenses that are necessary to its operations or to achieve the growth of its business in a timely manner in the future. Any unexpected delays or costs associated with the permitting and licensing process could impede the ongoing or proposed operations of Curaleaf International. To the extent necessary permits or licenses are not obtained, amended or renewed, or are subsequently suspended or revoked, Curaleaf International may be curtailed or prohibited from proceeding with its ongoing operations or planned development and commercialization activities or may incur unexpected costs associated with the licensing renewal process. Such curtailment, prohibition or

unexpected costs may result in a material adverse effect on Curaleaf International's business, financial condition, results of operations or prospects.

Moreover, Curaleaf International may become involved in a number of government or agency proceedings, investigations and audits. The outcome of any regulatory or agency proceedings, investigations, audits, and other contingencies could harm Curaleaf International's reputation, require Curaleaf International to take, or refrain from taking, actions that could harm its operations or require it to pay substantial amounts of money, harming its financial condition. There can be no assurance that any pending or future regulatory or agency proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources or have a material adverse impact on Curaleaf International's business, financial condition, results of operations or prospects.

Changes in applicable legislation (including POCA 2002)

Cannabis-related financial transactions are subject to a variety of laws that vary by jurisdiction, many of which are unsettled and still developing. While the interpretations of these laws are unclear, in some jurisdictions, financial benefit, directly or indirectly, arising from conduct that would be considered unlawful in such jurisdiction may be viewed to be within the purview of such laws, and persons receiving any such benefit may be subject to liability.

For instance, The U.K. Proceeds of Crime Act 2002 (" **POCA 2002**") and other anti-money laundering legislation applicable in the U.K. prohibits persons and corporations (or other undertakings) domiciled in the U.K. from receiving the proceeds of crime from activities outside the U.K. The board of directors of Curaleaf International will take all precautions possible to ensure that it does not at any time or in any way contravene POCA 2002 or any other applicable regulations and legislation in relation to cannabis (both in the U.K. and in the relevant foreign jurisdiction applicable to the operations of Curaleaf International). However, there are no guarantees that the activities of EMMAC will always be deemed lawful if there are any changes in applicable law. Contravention of POCA 2002 carries potential criminal liability. POCA 2002 is extraterritorial in its application and receipt of funds by Curaleaf International from activities that are not legal in the U.K., even if legal in the jurisdiction where relevant revenue is generated, may result in Curaleaf International being considered to be in receipt of "proceeds of crime". Whilst there remains significant uncertainty regarding the application of POCA and different financial institutions have adopted a different approach to such funding and/or holding of assets that may result in future revenue being received by a U.K. corporation, there can be no certainty that Curaleaf will be able to directly fund and/or capitalize Curaleaf International to support its growth in Europe. Delays or restrictions on Curaleaf funding Curaleaf International in the future may impact Curaleaf International's ability to grow its revenues as the European market develops.

As at the date hereof, the recreational use of cannabis is illegal in the countries in which Curaleaf International operates, including the U.K. Changing sentiments and evolving regulations in relation to recreational cannabis may mean that in the future recreational cannabis use may be legalized.

Curaleaf International's strategy is focused primarily on the medical cannabis market in Europe. Should recreational cannabis use be legalized in countries in which Curaleaf International operates other than the U.K., Curaleaf International may face difficulties participating in such markets and will face additional competition from recreational cannabis companies and/or may lose potential medical customers to the recreational cannabis market. Curaleaf International will not explore opportunities within the recreational cannabis sector where the board of directors of Curaleaf International determines that there is a risk of contravening POCA 2002 or any other applicable regulations and legislation in relation to cannabis.

International Operations

Curaleaf International is exposed to risks relating to the laws of various countries as a result of its international operations. Curaleaf International currently conducts operations in multiple countries and plans to expand these international operations. As a result of such operations, Curaleaf International is exposed to various levels of political, economic, legal and other risks and uncertainties associated with operating in or exporting to these jurisdictions, as well as various laws governing the cannabis industry in such countries. These risks and uncertainties include, but are not limited to, changes in the laws, regulations and policies governing the production, sale and use of cannabis and cannabis-based products, political instability, instability at the European Union level, currency controls, fluctuations in currency exchange rates and rates of inflation, labor unrest, changes in taxation laws, regulations and policies, restrictions on foreign exchange and repatriation and changing political conditions and governmental regulations relating to foreign investment and the cannabis business more generally. Changes, if any, in the laws, regulations and policies relating to the advertising, production, sale and use of

cannabis and cannabis-based products or in the general economic policies in these jurisdictions, or shifts in political attitude related thereto, may adversely affect Curaleaf International's operations, or the profitability of Curaleaf International's operations, in these countries.

Possible investments by Curaleaf International in European countries that have less developed legal systems than the more established economies in Europe may occasion risks such as (a) effective legal redress in the courts of such jurisdiction, whether in respect of a breach of law or regulation or in an ownership dispute, being more difficult to obtain; (b) a higher degree of discretion on the part of governmental authorities; (c) the lack of judicial or administrative guidance on interpreting applicable rules and regulations; (d) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or (e) relative inexperience of the judiciary and courts in such matters. In consequence the commitment of local business people, government officials, agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licenses and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed.

As Curaleaf International explores novel business models, such as global co-branded products, cannabinoid clinics and cannabis retail, international regulations will become increasingly challenging to manage. Specifically, Curaleaf International's operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on advertising, production, price controls, export controls, controls on currency remittance, increased income taxes, restrictions on foreign investment, land and water use restrictions and government policies rewarding contracts to local competitors or requiring domestic producers or vendors to purchase supplies from a particular jurisdiction. Failure to comply strictly with applicable laws, regulations and local practices could result in additional taxes, costs, civil or criminal fines or penalties or other expenses being levied on Curaleaf International's international operations, as well as other potential adverse consequences such as the loss of necessary permits or governmental approvals.

Furthermore, although Curaleaf International has begun production in Portugal with a view toward facilitating exports of its cannabis products to countries in the EU (or, as permissible, elsewhere) from Portugal, there is no assurance that these EU (or non-EU) countries will authorize the import of cannabis products from Portugal, or that Portugal will authorize or continue to authorize such exports, or that such exports will provide Curaleaf International with advantages over its current EU export strategy. Each country in the EU (or elsewhere) may impose restrictions or limitations on imports that require the use of, or confer significant advantages upon, producers within that particular country. As a result, Curaleaf International may be required to establish production facilities in one or more countries in the EU (or elsewhere) where it wishes to distribute its cannabis products in order to take advantage of the favorable legislation offered to producers in these countries.

Reliance on International Advisors and Consultants

The legal and regulatory requirements in the foreign countries in which the Company operates or will operate with respect to the cultivation and sale of cannabis, banking systems and controls, as well as local business culture and practices are different from those in the U.S. The Company must rely, to a great extent, on local legal counsel, consultants and advisors retained by it in order to keep apprised of legal, regulatory and governmental developments as they pertain to and affect the Company's business, and to assist the Company with its governmental relations. The Company must rely, to some extent, on those members of management and the board of directors who have previous experience working and conducting business in these countries, if any, in order to enhance its understanding of and appreciation for the local business culture and practices. The Company also relies on the advice of local experts and professionals in connection with current and new regulations that develop in respect of the cultivation and sale of cannabis as well as in respect of banking, financing, labor, litigation and tax matters in these jurisdictions. Any developments or changes in such legal, regulatory or governmental requirements or in local business practices are beyond the Company's control. The impact of any such changes may adversely affect the Company's business, financial condition and results of operations.

Competition from other Participants in the European Medical Cannabis Sector

Curaleaf International faces competition from a number of companies operating in the European medical cannabis sector and in each specific country where Curaleaf International operates (and intends to operate). Some competitors have longer operating histories and greater human resources, bigger or superior cultivation sites or more experience cultivating cannabis, greater manufacturing and marketing experience than Curaleaf International, or existing pharmaceutical operations or drug development experience. Competitor companies may have a larger local presence in a particular country, or a track-record in analogous industries in such country that establishes their credibility with regulators, partners, suppliers, distributors, customers or patients.

In addition, large pharmaceutical companies may enter the medical cannabis sector. Large pharmaceutical companies will have access to large research and development budgets, have recognized brands developed over many years, experience in bringing medical products to the market and are familiar to and trusted by regulators, doctors and patients.

Competition will intensify in all European markets as the medical cannabis industry opens up and develops, and the potential of medical cannabis is recognized. New operators will enter the market as legislators adopt a more permissive attitude towards medical cannabis. Existing operators in Canada and North America (which may compete with Curaleaf), many with experience and a track record cultivating and processing cannabis and manufacturing medical cannabis products, and with financial and human resources greater than European competitors, may enter the European market and/or make acquisitions to quickly establish a market presence.

Curaleaf International's competitors may develop more effective products for a particular illness or condition, or complete more comprehensive research on their products, or otherwise register intellectual property that establishes them as the market leader in a particular country or field. Competitors may deliver more effective education, awareness, sales and/or marketing programs and be able to establish superior market share in any country or in relation to a specific illness or condition.

Competition from other competitors may also affect Curaleaf International's ability to: (i) pursue and complete acquisition and/or investment opportunities (or increase the cost of the same); (ii) pursue commercial opportunities with cultivation partners, contract manufacturers, suppliers or distributors in a particular country due to competition; and (iii) the ability of Curaleaf International to hire and/or retain key individuals.

There can be no assurance that increased competition from other companies in the medical cannabis sector will not have a material adverse effect on Curaleaf International's business, financial condition and results of operations.

Reimbursement of Medical Cannabis by Insurers

In Germany, a key market for medical cannabis in Europe and a key market for Curaleaf International, a significant percentage of medical cannabis prescriptions are reimbursed in whole or in part pursuant to private health insurance policies held by patients. Curaleaf International believes insurance cover across Europe will increase (both in terms of the number of prescriptions reimbursed, the number of conditions for which reimbursement is available, and the number of countries where insurance companies reimburse some or all of costs incurred by patients) as the benefits of cannabis as a treatment option are more widely accepted, and importantly the cost of medical cannabis reduces and its cost effectiveness is compared to existing treatments and medicines more widely recognized. If this is not the case, and the number of prescriptions reimbursed falls or does not increase as expected, or medical cannabis for particular conditions is not available to patients under their insurance policies, or insurance is not available in new markets in Europe as either the efficacy of cannabis remains in doubt, or the cost of cannabis as a treatment option remains too high (compared to existing treatments), the number of prescriptions for medical cannabis will be less than forecast by analysts and the sales and revenues of Curaleaf International will be reduced.

Costs and Timing of Establishing an European Distribution Network

Medical cannabis in Europe is a nascent industry; even industry leaders are building networks, supply-chains and distribution channels from a low base, often by mergers and acquisitions. Building large multi-country distribution networks may take longer than expected, and cost more than budgeted. Medical cannabis in Europe is not a single market and distribution of products in each country will be subject to separate and specific laws and regulations or specific application of EU regulations by those countries. If the cost of building a European wide distribution network is greater than expected, or it takes longer than forecast to establish reliable and effective sales channels across Europe or in any particular country (through the education of doctors and delivery of research differentiating Curaleaf International's products), the additional costs or delays incurred may have a material adverse effect on the financial performance and results of operations of Curaleaf International.

Adoption or Prescription of Medical Cannabis by Health Professionals

Curaleaf International is satisfied (based on third party research into the attitudes of doctors and patients) that a large number of doctors and patients in Europe are content that medical cannabis has potential benefits for patients suffering a wide range of conditions; however, it remains a significant risk to Curaleaf International that a large number of the same doctors and patients may not prescribe medical cannabis, or seek medical cannabis as a treatment option, unless and until

the results of comprehensive clinical trials are available, confirming categorically the measured benefits of medical cannabis over a period of time, and providing evidence of the safety of medical cannabis (in isolation and in conjunction with a range of other drugs, licensed medicines and over-the-counter supplements that may be taken concurrently by patients, or in light of other lifestyle factors that may affect a particular part of a patient population (e.g. alcohol or other recreational drugs)).

Offer of Medical Cannabis by National Healthcare Systems

If the national healthcare providers in the countries in which Curaleaf International operates adopt cannabis as a treatment option for any condition, then they will endeavor to centrally procure approved medical cannabis products at the lowest price available in the market (and will potentially agree fixed term supply contracts with approved suppliers).

By way of illustration, the U.K. **NHS** provides free at the point of use healthcare for legal residents of the U.K. If the NHS adopts cannabis as a treatment option for any condition, then it will endeavor to centrally procure approved medical cannabis products at the lowest price available in the market (and will potentially agree fixed term supply contracts with approved suppliers).

Curaleaf International is not the largest medical cannabis company (in terms of hectares under cultivation, product portfolio or manufacturing capability) and may not be able to compete with competitors in terms of large-scale production, product range or costs to supply these national healthcare providers. In this scenario, Curaleaf International may not establish significant market share in those countries and may be restricted to private patients which will be a much reduced share of the total medical cannabis market.

Reliance on Third Party Distributors

In certain jurisdictions, Curaleaf International has appointed third party distributors. Distributors appointed by Curaleaf International are responsible for generating revenues from the sale of medical cannabis products and Curaleaf International is therefore dependent upon distributors performing their obligations in order to generate revenues. If these distributors fail to carry out their contractual duties, or if there is a delay or interruptions in the distribution of Curaleaf International's products or if these third parties lose their license(s) to import products or impose onerous contractual terms (including fees and commissions for distribution), it could negatively affect the revenue Curaleaf International is able to generate from sales.

Curaleaf International intends to appoint further distributors in Europe. If suitable distribution partners are not engaged (either because they are not identified or they have agreed exclusive terms with competitors, or their proposed contractual terms are not acceptable to Curaleaf International), then Curaleaf International may not be able to distribute its products in a particular country and expansion to new European markets may be slower than expected.

Protectionist Policies Adopted by Countries in the European Union

At present, there is no single market in the European Union for medical cannabis. There can be no guarantee that as regulations develop politicians and/or regulators will not seek to protect local suppliers. This may take the form of restrictions on where cannabis can be grown, or where manufacturing occurs. Curaleaf International currently cultivates medical cannabis in Portugal. If markets elsewhere in Europe restrict the ability of Curaleaf International to export medical cannabis products from Portugal (or Spain to the extent manufacturing occurs at Medalchemy) then the ability of Curaleaf International to distribute medical cannabis products widely in Europe will be restricted and Curaleaf International's market share may be lower than expected (or reduced to nil), which may have a material adverse effect on Curaleaf International's financial position and results of operations.

Future Acquisitions or Dispositions

The Company historically grew through acquisitions and currently expects to complete additional transactions and acquisitions in the future. These acquisitions are subject to a number of customary closing conditions, which may include in certain instances, regulatory approval and may not close for a variety of reasons including if the closing conditions are not satisfied or waived, some of which may not be within the control of the Company. In addition, even if these transactions were to be completed, they may not close on terms or within the timing currently expected. If one or more of these transactions do not close or are completed pursuant to terms or timelines different than expected, it could have an adverse effect on the Company's future capital plans and require the Company to reallocate funds.

Without realizing any of the benefits of having completed such transactions, material acquisitions, dispositions and other strategic transactions involve a number of risks, including: (i) potential disruption of the Company's ongoing business, including negative reactions from the financial markets, including negative impacts on the price of the SVS; (ii) distraction of management which would otherwise have been devoted to day-to-day operations and other opportunities that may have been beneficial to the Company; (iii) the Company may become more financially leveraged; (iv) the anticipated benefits and cost savings of those transactions may not be realized fully or at all or may take longer to realize than expected; (v) increase in the scope and complexity of the Company's operations; (vi) loss or reduction of control over certain of the Company's assets; (vii) in the case of a proposed acquisition, the Company may need to find an alternative use of any capital earmarked for such proposed acquisitions, to the extent the consideration for such acquisition is paid partly or entirely in cash; and (viii) in the case of a proposed disposition, the Company may not receive the anticipated proceeds of such disposition and accordingly may not be able to execute on other business opportunities for which such proceeds have been earmarked. Additionally, the Company may issue a significant number of additional SVS which would dilute the current shareholders' holding in the Company or indirect holdings in the Company.

The presence of one or more material liabilities of an acquired company that are unknown to the Company at the time of acquisition could have a material adverse effect on the business, results of operations, prospects and financial condition of the Company. A strategic transaction may result in a significant change in the nature of the Company's business, operations and strategy. In addition, the Company may encounter unforeseen obstacles or costs in implementing a strategic transaction or integrating any acquired business into the Company's operations.

Service Providers

As a result of any adverse change to the approach in enforcement of cannabis laws, adverse regulatory or political change, additional scrutiny by regulatory authorities, adverse change in public perception in respect of the consumption of marijuana or otherwise, third party service providers to the Company could suspend or withdraw their services to, or business relationship with, the Company and its subsidiaries which may have a material adverse effect on the Company and its subsidiaries' business, revenues, results of operations, financial condition or prospects.

Enforceability of Contracts

It is a fundamental principle of law that a contract will not be enforced if it involves a violation of law or public policy. Because cannabis remains illegal at a federal level, judges may refuse to enforce contracts in connection with activities that violate federal law, even if there is no violation of state law. There remains doubt and uncertainty that the Company will be able to legally enforce contracts it enters into if necessary. The Company cannot be assured that it will have a remedy for breach of contract, the lack of which may have a material adverse effect on the Company's business, revenues, results of operations, financial condition or prospects.

Resale of the SVS on the TSX

The Company understands that many major securities clearing firms in the U.S. refuse to facilitate transactions related to securities of Canadian public companies involved in the marijuana industry. This is due to the fact that marijuana continues to be listed as a controlled substance under U.S. federal law, with the result that marijuana-related practices or activities, including the cultivation, possession or distribution of marijuana, are illegal under U.S. federal law. Accordingly, the liquidity of the Company's SVS may be reduced as certain investors may choose not to invest in its securities if they cannot be held and traded through their existing brokerage relationships. Moreover, U.S. residents who acquired SVS from the Company in most instances have acquired "restricted securities" and may find it difficult to find U.S. brokerages willing to hold such restricted securities on behalf of clients and the process of reselling restricted securities can be cumbersome.

Reliance on Management and Key Personnel

The success of the Company is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management and other key employees. While employment agreements or management agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. If one or more of these individuals were unable or unwilling to continue in their present positions, the Company might not be able to replace them easily or at all. Any loss of the services of such individuals could have a material adverse effect on the Company's business, results of operations, financial condition or prospects.

Social, demographic and economic trends observed on a global basis, are making it more challenging to hire and retain personnel in most industries. Inflationary pressures, shortages, competitiveness in the labor markets where the Company operates, increased employee turnover and changes in the availability of its employees have resulted in, and could continue to result in, increased labor-related costs, which could have a material adverse effect on the Company's results and financial condition. In addition, these factors have impacted, and could continue to impact, its ability to meet consumer demand, which could negatively affect its financial condition, results, or cash flows. The failure to recruit, retain, motivate, effectively communicate with, and train and develop highly skilled and competent people at all levels of Supremex' organization could also result in shortages in the availability of appropriately skilled people at any particular levels within the organization and significantly affect its financial results.

News media have reported that U.S. immigration authorities have increased scrutiny of Canadian citizens who are crossing the U.S.-Canada border with respect to persons involved in cannabis businesses in the U.S. There have been a number of Canadians barred from entering the U.S. as a result of an investment in or act related to U.S. cannabis businesses. In some cases, entry has been barred for extended periods of time. Company employees who are not U.S. citizens traveling from Canada to the U.S. for the benefit of the Company may encounter enhanced scrutiny by U.S. immigration authorities that may result in the employee not being permitted to enter the U.S. for a specified period of time. If this happens to Company employees who are not U.S. citizens, then this may reduce the Company's ability to manage effectively its business in the U.S.

The Company faces intense competition

The Company faces and expect to continue to face intense competition from many other companies. A number of businesses in competition with us, which in the future may include pharmaceutical companies, are also larger and better capitalized than the Company, may enter markets through acquisitive growth, may have longer operating histories and have significantly greater financial, technological, engineering, manufacturing, marketing and distribution resources. The market for the products that the Company offers or intends to offer is highly competitive. The competition has been increasing as more U.S. states permit the use of medicinal cannabis and new industry participants and diversified products continue to emerge. Increased competition may hinder the Company's ability to successfully market its products and services. To remain competitive, the Company requires a continued high level of investment in research and development, marketing, sales, talent retention and client support. The Company may not have the resources, expertise or other competitive requirements to compete successfully in the future and pressure from the Company's competitors may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Moreover, the cannabis industry is undergoing rapid growth and substantial change, which has resulted in an increase in competitors, consolidation and the formation of strategic relationships. This competition may increase the price the Company must pay for acquisitions and make it more difficult for the Company to purchase additional businesses and assets. Acquisitions conducted by the Company's competitors or other consolidating transactions could, in turn, harm it in a number of ways, including losing customers, revenue and market share, or forcing it to expend greater resources to meet new or additional competitive threats, all of which could harm the Company's results of operations. As competitors enter the market and become increasingly sophisticated, competition in the Company's industry may intensify and place downward pressure on retail prices for its products and services, which could negatively impact the Company's profitability.

The pharmaceutical industry may attempt to compete with or dominate the cannabis industry, and in particular, legal cannabis, through the development and distribution of synthetic products that emulate the effects and treatment of organic cannabis. If they are successful, the widespread popularity of such synthetic products could change the demand, volume and profitability of the cannabis industry. This could have a material adverse effect on the business, financial condition or results of operations or prospects of the Company.

The Company also faces competition from the illicit market and illegal dispensaries and products that are unlicensed and unregulated and that are selling cannabis and cannabis products, including products with higher concentrations of active ingredients, and using delivery methods, including edibles and extract vaporizers that the Company may be prohibited from offering to individuals due to laws and regulations. Any inability or unwillingness of law enforcement authorities to enforce existing laws prohibiting the unlicensed production and sale of cannabis and cannabis products could result in increased competition for the Company, which could have a material adverse effect on the Company's business, financial condition or results of operations.

Agricultural Business Risks

The Company's business involves the cultivation of the cannabis plant. The cultivation of this plant is subject to agricultural risks related to insects, plant diseases, water and electricity availability and costs, unstable growing conditions and similar agricultural risks, as well as force majeure events. Although the Company cultivates its cannabis plants in indoor, climate controlled rooms staffed by trained personnel and in the future plans to cultivate cannabis plants in greenhouses, there can be no assurance that agricultural risks will not have a material adverse effect on the cultivation of its cannabis and, accordingly, the Company's business, financial condition and results of operations. The Company may in the future cultivate cannabis plants outdoors, which would also subject it to related agricultural risks.

Unfavorable Publicity or Consumer Perception

The Company believes the adult use and medical marijuana industries are highly dependent upon consumer perception regarding the safety, efficacy and quality of the marijuana produced. In particular, the Company's financial performance in each state will depend on whether patients and physicians view its products as effective and safe for use. Under the laws of the states in which the Company and its affiliates operate, the participation of physicians and health care providers in the certification process is voluntary and therefore depends on a number of variables, including: medical professionals' views as to the use of medical cannabis to treat qualifying conditions; the risks and benefits to individual patients or patient groups; the policies of particular medical practices; and patient demand. If physicians and other medical professionals do not certify patients where certification is required under state law, the Company's business, financial position and results of operations may be negatively affected.

Public perception can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of marijuana products. There can be no assurance that future scientific research or findings, regulatory investigations, litigation, media attention or other publicity will be favorable to the marijuana market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory investigations, litigation, media attention or other publicity that are perceived as less favorable than, or that question, earlier research reports, findings or other publicity could have a material adverse effect on the demand for adult use or medical marijuana and on the business, results of operations, financial condition, cash flows or prospects of the Company.

Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of marijuana in general, or associating the consumption of adult use and medical marijuana with illness or other negative effects or events, could have such a material adverse effect. There is no assurance that such adverse publicity reports or other media attention will not arise. A negative shift in the public's perception of cannabis in the U.S. or any other applicable jurisdiction could cause state jurisdictions to abandon initiatives or proposals to legalize medical and/or adult use cannabis, thereby limiting the number of new state jurisdictions into which the Company could expand. Any inability to fully implement the Company's expansion strategy may have a material adverse effect on the Company's business, results of operations or prospects.

Acceptance of the Company's products depends on several factors, including availability, cost, ease of use, familiarity of use, convenience, effectiveness, safety and reliability. The ability to gain and increase market acceptance of the Company's products may require the Company to establish and maintain its brand name and reputation. In order to do so, substantial expenditures on product development, strategic relationships and marketing initiatives may be required. There can be no assurance that these initiatives will be successful and their failure may have an adverse effect on the Company's business, results of operations or prospects.

Product Liability

As a manufacturer and distributor of products designed to be ingested by humans, the Company faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of marijuana involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of marijuana alone or in combination with other medications or substances could occur. As a manufacturer, distributor and retailer of adult use and medical marijuana, or in its role as an investor in or service provider to an entity that is a manufacturer, distributor and/or retailer of adult use or medical marijuana, the Company may be subject to various product liability claims, including, among others, that the marijuana product caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances.

A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation with its clients and consumers generally, and could have a material adverse effect on the business, results of operations, financial condition or prospects of the Company. There can be no assurances that the Company will be able to maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to maintain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of the Company's potential products or otherwise have a material adverse effect on the business, results of operations, financial condition or prospects of the Company.

Product Recalls

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. Such recalls cause unexpected expenses of the recall and any legal proceedings that might arise in connection with the recall. This can cause loss of a significant amount of sales and the Company may not be able to replace those sales at an acceptable margin, if at all. In addition, a product recall may require significant management attention. Although the Company has detailed procedures in place for testing its products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Company's products were subject to recall, the image of that product and the Company could be harmed. Additionally, product recalls can lead to increased scrutiny of operations by applicable regulatory agencies, requiring further management attention and potential legal fees and other expenses. A recall may lead to decreased demand for products produced by the Company and could have a material adverse effect on its results of operations and financial condition.

Results of Future Clinical Research

Research in Canada, the U.S. and internationally regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis or isolated cannabinoids (such as CBD and THC) remains in early stages. There have been relatively few clinical trials on the benefits of cannabis or isolated cannabinoids (such as CBD and THC) and future research and clinical trials may discredit the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis or could raise concerns regarding, and perceptions relating to, cannabis. Given these risks, uncertainties and assumptions, prospective purchasers of the Company's securities should not place undue reliance on such articles and reports. Future research studies and clinical trials may draw opposing conclusions to those stated in this Annual Information Form or reach negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing, social acceptance or other facts and perceptions related to cannabis, which could have a material adverse effect on the demand for the Company's products with the potential to lead to a material adverse effect on the Company's business, financial condition, results of operations or prospects.

Dependence on Suppliers

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of equipment, parts and components. It is also possible that the final costs of the major equipment contemplated by the Company's capital expenditure plans may be significantly greater than anticipated by the Company's management and may be greater than funds available to the Company, in which circumstance the Company may curtail, or extend the timeframes for completing, its capital expenditure plans. This could have an adverse effect on the business, financial condition, results of operations or prospects of the Company.

Reliance on Inputs

The marijuana business is dependent on a number of key inputs and their related costs including raw materials and supplies related to growing operations, as well as electricity, water and other local utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition, results of operations or prospects of the Company. In addition, any restrictions on the ability to secure required supplies or utility services or to do so on commercially acceptable terms could have a materially adverse impact on the business, financial condition and results of operations. Some of these inputs may only be available from a single supplier or a limited group of suppliers. If a sole source supplier was to go out of business, the Company might be unable to find a replacement for such source in a timely manner or at all. If a sole source supplier were to be acquired by a competitor, that

competitor may elect not to sell to the Company in the future. In 2022, the cost of raw materials, as well as energy, transportation, and logistics necessary for the production and distribution of the Company's products has rapidly increased. The Company expects the inflationary pressures on input costs to continue to impact its business in 2023.

The Company's cannabis growing operations consume considerable energy, which makes it vulnerable to rising energy costs. Accordingly, rising or volatile energy costs may adversely affect the business of the Company and its ability to operate profitably.

Limited Market Data and Difficulty to Forecast

As a result of recent and ongoing regulatory and policy changes in the medical and adult use marijuana industry, the market data available is limited and unreliable. Federal and state laws prevent widespread participation and hinder market research. Therefore, the Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industry. Due to the early stage of the regulated cannabis industry, forecasts regarding the size of the industry and the sales of products by the Company are inherently difficult to prepare with a high degree of accuracy and reliability. Market research and projections by the Company of estimated total retail sales, demographics, demand, and similar consumer research are based on assumptions from limited and unreliable market data, and generally represent the personal opinions of the Company's management team as of the date of this Annual Information Form. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations, financial condition or prospects of the Company.

The Company faces risks relating to its intellectual property

The Company's ability to compete in the future partly depends on the superiority, uniqueness and value of its intellectual property and technology, including both internally developed technology and technology licensed from third parties. To the extent the Company is able to do so, in order to protect its proprietary rights, the Company will rely on a combination of trademark, copyright and trade secret laws, confidentiality agreements with its employees and third parties, and protective contractual provisions which may prove insufficient to protect the Company's proprietary rights. Third parties may independently develop substantially equivalent proprietary information without infringing upon any proprietary technology. Third parties may otherwise gain access to the Company's proprietary information and adopt it in a competitive manner. In addition, effective future patent, copyright and trade secret protection may be unavailable or limited in certain foreign countries and may be unenforceable under the laws of certain jurisdictions. Failure of the Company to adequately maintain and enhance protection over its proprietary techniques and process may have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

As long as cannabis remains illegal under U.S. federal law as a Schedule I controlled substance pursuant to the CSA, the benefit of certain federal laws and protections which may be available to most businesses, such as federal trademark and patent protection regarding the intellectual property of a business, may not be available to the Company. The Company intends to reevaluate how it approaches intellectual property protection in the event cannabis becomes descheduled federally. As it stands, the United States Patent and Trademark Office will not permit the registration of any trademark that identifies cannabis products. As a result, the Company's intellectual property may never be adequately or sufficiently protected against the use or misappropriation by third-parties beyond the common law and geographic areas in which it conducts business. The use of the Company's trademarks outside the states in which it operates by one or more other persons could have a material adverse effect on the value of such trademarks. . In addition, since the regulatory framework of the cannabis industry is in a constant state of flux, the Company can provide no assurance that it will ever obtain any protection of its intellectual property, whether on a federal, state or local level. While many states do offer the ability to protect trademarks independent of the federal government, patent protection is wholly unavailable on a state level, and state-registered trademarks provide a lower degree of protection than would federally-registered marks.

Any infringement or misappropriation of the Company's intellectual property could damage its value and limit its ability to compete. The Company may have to engage in litigation to protect the rights to its intellectual property, which could result in significant litigation costs and require a significant amount of its time. Competitors may also harm the Company's business by designing products that mirror the capabilities of its products or technology without infringing on its intellectual property rights. If the Company does not obtain sufficient protection for its intellectual property, or if it is unable to effectively enforce its intellectual property rights, its competitiveness could be impaired, which would limit its growth and future revenue.

The Company may also find it necessary to bring infringement or other actions against third parties to seek to protect its intellectual property rights. Such litigation, even if successful, is often expensive and time-consuming to prosecute, and there can be no assurance that the Company will have the financial or other resources to enforce its rights or be able to enforce its rights or prevent other parties from developing similar technology or designing around its intellectual property.

Strong brand identities are important to the Company's success, and the Company may have to incur significant expenses to maintain its brands

The Company believes that establishing and maintaining the brand identities of the Company's national retail chain and products are critical aspects of attracting, expanding and keeping its customer base. Promotion and enhancement of brands will depend largely on the Company's success in operating its dispensaries and providing high-quality products. If customers and patients do not perceive the Company's retail operations and products to be consistently of high quality and value, or if the Company introduces new products, changes products or enters into new business ventures that are not favorably received by customers and patients, the Company risks diluting its brand identities and decreasing their attractiveness to existing and potential customers. Moreover, in order to attract and retain customers and to promote and maintain brand equity in response to competitive pressures, the Company may have to substantially increase its financial commitment to creating and maintaining distinct brand loyalty among customers. The Company may incur significant expenses in an attempt to promote and maintain its brands, and if such efforts are not successful it could have a material adverse effect on the Company's business, financial condition and results of operations.

Constraints on Marketing Products

The development of the Company's business and results of operations may be hindered by applicable restrictions on sales and marketing activities imposed by government regulatory bodies for products containing cannabis or ingredients derived from cannabis. Restrictions may include regulations that specify what, where and to whom product information and descriptions may appear and/or be advertised. Marketing, advertising, packaging and labeling regulations also vary from state to state, potentially limiting the consistency and scale of consumer branding communication and product education efforts. The regulatory environment in the U.S. limits companies' abilities to compete for market share in a manner similar to other industries. If the Company is unable to effectively market its products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for its products, the Company's sales and results of operations could be adversely affected.

Fraudulent or Illegal Activity by Employees, Contractors and Consultants

The Company is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to the Company that violates: (i) government regulations; (ii) manufacturing standards; (iii) federal and state healthcare fraud and abuse laws and regulations; (iv) laws that require the true, complete and accurate reporting of financial information or data; or (v) revenue recognition rules under accounting general standards. It may not always be possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations, or steaming from weaknesses in internal controls. If any such actions are instituted against the Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on the Company's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of the Company's operations, any of which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

The Company may have increased labor costs based on union activity

Labor unions are working to organize workforces in the cannabis industry in general. Currently, 13.1% of the Company's workforce has elected to be represented by a labor organization for purposes of collective bargaining. However, it is possible that greater portions of its workforce at retail and/or manufacturing locations will be organized in the future, which could lead to work stoppages or increased labor costs and adversely affect its business, profitability and its ability to reinvest into the growth of the Company's business. The Company cannot predict how stable its relationships with U.S. labor organizations will remain or whether it can meet any unions' requirements without impacting its financial condition. Labor unions may also limit the Company's flexibility in dealing with its workforce. Work stoppages and instability in the

Company's union relationships could delay the production and sale of its products, which could strain relationships with customers and cause a loss of revenues which would adversely affect the Company's operations.

The Company face risks related to the Company's information technology systems, and potential cyber-attacks and security breaches

The Company's operations depend, in part, on how well it and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as preemptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or an increase in capital expenses.

In addition, the Company collects, processes,stores and transmits sensitive business information and, in certain circumstances, personal medical and other information about its patients and customers, The Company is responsible for protecting that information from privacy breaches. A privacy breach may occur through procedural or process failure, information technology malfunction or deliberate unauthorized intrusions. Theft of data for competitive purposes, particularly patient lists and preferences, is an ongoing risk, whether perpetrated via employee collusion or negligence or through deliberate cyber-attack. To the extent that any disruption or security breach were to result in a loss of, or damage to, the Company's data, including any personal medical information, the Company could incur liability and reputational damage and could be subject to civil fines and penalties. Any such theft or privacy breach would have a material adverse effect on the Company's business, prospects, revenue, financial condition and results of operations.

The Company could experience a cyber incident, which generally refers to any intentional attack or an unintentional event that results in unauthorized access to systems to disrupt operations, corrupt data or steal or expose confidential information or intellectual property, or a ransomware attack, which is a type of malicious software that infects a computer and restricts users' access to it until a ransom is paid to unlock it. Successful cyber-attacks or technological malfunctions affecting the Company or its respective service providers can result in, among other things, financial losses, the inability to process transactions, the unauthorized release of customer information or other confidential information and reputational risk. Depending on the severity of a potential cybersecurity incident, the Company's customers' data, its employees' data, its intellectual property (including trade secrets and research and development), and other third-party data (such as suppliers and vendors) could be compromised, which could adversely affect the Company's business and result in widespread negative publicity, damage to the Company's reputation, a loss of patients and customers, business disruption and legal liabilities. If any of the Company's critical suppliers is the subject of a cyber or ransomware attack, the Company could experience a significant disruption in its supply chain and possibly shortages of key resources.

The Company manages these risks by employing team members trained in Information Security and requiring that each of these security team members perform an additional 40 hours of Information Security training each year. When hiring security contractors to test the Company's security systems and procedures, the Company only works with security companies that are established in the industry and possess extensive experience.

The Company is subject to the various state laws, rules and regulations in the United States relating to the collection, processing, storage, transfer and use of personal data. The Company's ability to execute transactions and to possess and use personal information and data in conducting its business subjects it to legislative and regulatory burdens that may require the Company to notify regulators and customers, employees and other individuals of a data security breach. Evolving compliance and operational requirements under applicable privacy laws, rules and regulations of the jurisdictions in which the Company operates impose significant costs that are likely to increase over time. In addition, non-compliance could result in proceedings against the Company by governmental entities or private parties and/or assessment of significant fines, could negatively impact the Company's reputation and may otherwise adversely impact its business, financial condition and operating results.

The Company has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

The development and use of artificial intelligence, or AI, presents risks and challenges that can impact the Company's business including by posing security risks to its confidential information, proprietary information, and personal data and could give rise to legal and/or regulatory actions, damage its reputation or otherwise materially harm its business.

Artificial intelligence, or AI, is increasingly being used in the Company's industry. The Company may develop and incorporate AI technology in certain of its products and services. Issues relating to the use of new and evolving technologies such as AI, machine learning, generative AI, and large language models, may cause us to experience perceived or actual brand or reputational harm, technical harm, competitive harm, legal liability, cybersecurity risks, privacy risks, compliance risks, security risks, ethical issues, and new or enhanced governmental or regulatory scrutiny, and the Company may incur additional costs to resolve such issues. Litigation or government regulation related to the use of AI may also adversely impact the Company's ability to develop and offer products that use AI, as well as increase the cost and complexity of doing so. In addition, uncertainties regarding developing legal and regulatory requirements and standards may require significant resources to modify and maintain business practices to comply with U.S. and non-U.S. laws concerning the use of AI, the nature of which cannot be determined at this time. In addition, the European Union recently passed the Artificial Intelligence Act, whose regulations will be developed over the coming year and, in the U.S., the recent Executive Order concerning artificial intelligence may result in extensive new federal rule-making. Further, market demand and acceptance of AI technologies are uncertain, and the Company may be unsuccessful in its product development efforts.

The Company has adopted a Generative Artificial Intelligence Policy which governs the use of AI tools within its organization to help reasonably ensure that its employees, contractors, and vendors use such AI in a manner that ensures data security, operational consistency, and fiscal responsibility. The policy provides for approved AI solutions for general business use across its organization and disciplinary action for an unauthorized use of unapproved AI tools. Any failure by the Company's employees, contractors, and vendors to adhere to its policy could violate confidentiality obligations or applicable laws and regulations, jeopardize its intellectual property rights, cause or contribute to unlawful discrimination, or result in the misuse of personally identifiable information or the injection of malware into its systems, any of which could have a material adverse effect on the business, results of operations, and financial condition.

The Company faces risks related to security breaches involving its facilities

Given the nature of the Company's products and its lack of legal availability outside of channels approved by the government of the U.S., as well as the concentration of inventory in its facilities, there remains a risk of shrinkage as well as theft. If there was a breach in security systems and the Company becomes victim to a robbery or theft, the loss of cannabis plants, cannabis oils, cannabis flowers and cultivation and processing equipment or if there was a failure of information systems or a component of information systems, it could, depending on the nature of any such breach or failure, adversely impact the Company's reputation, business continuity and results of operations. A security breach at one of the Company's facilities could expose the Company to additional liability and to potentially costly litigation, increase expenses relating to the resolution and future prevention of these breaches and may deter potential patients and customers from choosing the Company's products. Although the Company maintains insurance to protect against such risks in such amounts as it considers to be reasonable, its insurance does not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability.

The Company relies on third parties to provide numerous capabilities that the Company depends upon on to operate, and a disruption of these systems could adversely affect its business

The Company is dependent on vendors and third-party software providers, such as its seed-to-sale tracking software providers and point of sale transaction processing and e-commerce providers to operate the Company's business. A serious disruption to any of these could significantly limit the Company's ability to serve its customers and operate profitably. The failure of one or more such providers to provide the expected services, provide them on a timely basis or provide them at the prices the Company expects, or otherwise meet the Company's performance standards and expectations (including with respect to data security, compliance and data privacy and protection laws) may adversely affect the Company's business, revenue, prospects and results of operations. Further, if the Company found it necessary to replace any such service provider, disruptions arising from the transition of functions to an alternative provider, or the costs developing the Company's own software if it were unable to find an alternate provider, may have a material adverse effect on the Company's results of operations or financial condition. Any disruption could cause the Company's business and competitive position to suffer and cause its operating results to be reduced.

Reliance on Management Services Agreements

The Company's subsidiaries, financially controlled entities and other affiliates engage in the medicinal cannabis business through management services agreements entered into with state-licensed entities. Under such agreements, its subsidiaries, financially controlled entities and affiliates perform a number of services, including cultivation, growing and handling of cannabis plants, trimming, curing and packaging of dry flower, patient advisory, lab and scientific research services, consultation on regulatory issues and a variety of management functions. In exchange for providing these services, the Company's subsidiaries, financially controlled entities and affiliates receive management fees which are a key source of revenue. Payment of such fees is dependent on the continuing validity and enforceability of the relevant management services agreements. If such agreements are found to be invalid or unenforceable by a governmental body or regulatory entity, or are terminated by the counterparty, this could have a material adverse effect on the business, prospects, financial condition, and results of operations.

If such management services agreement's structure is in place, the Company will not be the license holder of the applicable state-issued cannabis license, and therefore, only has contractual rights with respect to any interest in any such license. If the license holder fails to adhere to its contractual agreement with the Company, or if the license holder makes, or fails to make, decisions in respect of the license that the Company disagrees with, the Company will only have contractual recourse and will not have recourse to any regulatory authority. The license holder's acts or omissions may violate the requirements applicable to it pursuant to the applicable dispensary or production license, thus jeopardizing the status and economic value of the license holder (and, by extension, the Company).

Website Accessibility

Internet websites are visible by people everywhere, not just in jurisdictions where the activities described therein are considered legal. As a result, to the extent the Company sells services or products via web-based links targeting only jurisdictions in which such sales or services are compliant with state law, the Company may face legal action in other jurisdictions which are not the intended object of any of the Company's marketing efforts for engaging in any web-based activity that results in sales into such jurisdictions deemed illegal under applicable laws.

High Bonding and Insurance Coverage

There is a risk that a greater number of state regulatory agencies will begin requiring entities engaged in certain aspects of the business or industry of legal cannabis to post a bond or significant fees when applying, for example, for a dispensary license or renewal as a guarantee of payment of sales and franchise tax. The Company is not able to quantify at this time the potential scope for such bonds or fees in the states in which it currently or may in the future operate. Any bonds or fees of material amounts could have a negative impact on the ultimate success of the Company's business.

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, accidents, public health crisis, labor disputes and changes in the regulatory environment. Such occurrences could result in the interruption of its business, damage to assets, shortage of staff, disruption of supply chain, market volatility, personal injury or death, environmental damage, delays in operations, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance does not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards encountered in the operations of the Company is not generally available on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its business, results of operations, financial condition or prospects.

Risks of Leverage

Although the Company will seek to use leverage in connection with its investments in a manner it believes is prudent, such leverage will increase the exposure of an investment to adverse economic factors such as downturns in the economy or deterioration in the condition of the investment. If the Company defaults on unsecured indebtedness, the terms of the loan

may require the Company to repay the principal amount of the loan and any interest accrued thereon in addition to heavy penalties that may be imposed. Because the Company may engage in financings where several investments are cross-collateralized, multiple investments may be subject to the risk of loss. As a result, the Company could lose its interest in performing investments in the event such investments are cross-collateralized with poorly performing or nonperforming investments.

In addition to leveraging the Company investments, the Company may borrow funds in its own name for various purposes and may withhold or apply from distributions amounts necessary to repay such borrowings. The interest expense and such other costs incurred in connection with such borrowings may not be recovered by income from investments purchased by the Company. If investments fail to cover the cost of such borrowings, the value of the investments held by the Company would decrease faster than if there had been no such borrowings. Additionally, if the investments fail to perform to expectation, the interests of investors in the Company could be subordinated to such leverage, which will compound any such adverse consequences.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

Performance Not Indicative of Future Results

The prior investment and operational performance of the Company is not indicative of the future results of operations of the Company. There can be no assurance that the historical results of operations achieved by the Company or its affiliates will be achieved by the Company, and the Company's performance may be materially different.

Financial Projections May Prove Materially Inaccurate or Incorrect

The Company's financial estimates, projections and other forward-looking information or statements included in press releases or other filings are based on assumptions of future events that may or may not occur, which assumptions may not be disclosed therein. Shareholders of the Company should inquire and become familiar with the assumptions underlying any estimates, projections or other forward-looking information or statements. Projections are inherently subject to varying degrees of uncertainty and their achievability depends on the timing and probability of a complex series of future events. There is no assurance that the assumptions upon which these projections are based will be realized. Actual results may differ materially from projected results for a number of reasons including increases in operation expenses, changes or shifts in regulatory rules, undiscovered and unanticipated adverse industry and economic conditions, and unanticipated competition. Accordingly, the Company's shareholders and prospective investors should not rely on any projections to indicate the actual results the Company might achieve.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers and promoters of the Company also holding positions as directors or officers of other companies. They also invest and may invest in businesses, including in the cannabis sector, that compete directly or indirectly with the Company or act as customers or suppliers of the Company. Some of the individuals that are directors and officers of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies provided under the Business Corporations Act (British Columbia).

To the best of the Company's knowledge, other than as disclosed below and elsewhere in this Annual Information Form and the financial statements and management's discussion and analysis filed periodically by the Company, there are no known existing or potential material conflicts of interest among the Company or a subsidiary of the Company and a director or officer of the Company or a subsidiary of the Company as a result of their outside business interests except that: (i) certain of the Company's or its subsidiaries' directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies, and (ii) certain of the Company's or its subsidiaries' directors and officers have portfolio

investments consisting of minority stakes in businesses that may compete directly or indirectly with the Company or act as a customer of, or supplier to, the Company.

Global Economic Conditions

The Company's business, financial condition, results of operations and cash flow may be negatively impacted by challenging global economic conditions.

A global economic slowdown would cause disruptions and extreme volatility in global financial markets, increased rates of default and bankruptcy and declining consumer and business confidence, which can lead to decreased levels of consumer spending. These macroeconomic developments could negatively impact the Company's business, which depends on the general economic environment and levels of consumer spending. As a result, the Company may not be able to maintain its existing customers or attract new customers, or it may be forced to reduce the price of its products. The Company is unable to predict the likelihood of the occurrence, duration or severity of such disruptions in the credit and financial markets or adverse global economic conditions. Any general or market-specific economic downturn could have a material adverse effect on the Company's business, financial condition, results of operations and cash flow.

Additionally, the U.S. has imposed and may impose additional quotas, duties, tariffs, retaliatory or trade protection measures or other restrictions or regulations and may adversely adjust prevailing quota, duty or tariff levels, which can affect both the materials that the Company uses to package its products and the sale of finished products. For example, the tariffs imposed by the U.S. on materials from China are impacting materials that the Company imports for use in packaging in the U.S. Measures to reduce the impact of tariff increases or trade restrictions, including geographical diversification of the Company's sources of supply, adjustments in packaging design and fabrication or increased prices, could increase its costs, delay its time to market and/or decrease sales. Other governmental action related to tariffs or international trade agreements has the potential to adversely impact demand for the Company's products and its costs, customers, suppliers and global economic conditions and cause higher volatility in financial markets. While the Company reviews existing and proposed measures to seek to assess the impact of them on its business, changes in tariff rates, import duties and other new or augmented trade restrictions could have a number of negative impacts on its business, including higher consumer prices and reduced demand for its products and higher input costs.

Future disruptions and volatility in global financial markets and declining consumer and business confidence, including as a result of an epidemic or pandemic or other health emergencies, economic downturns or increased recession fear, leading to a declining level of commercial activity, could lead to decreased levels of consumer spending and could have a negative impact on the Company's financial condition. The Company's operations could be affected by the economic context should the unemployment level, interest rates or inflation reach levels that influence consumer trends and spending and, consequently, impact the Company's sales and profitability. These macroeconomic developments could negatively impact the Company's business, which depends on the general economic environment and levels of consumer spending. As a result, the Company may not be able to maintain its existing customers or attract new customers, or the Company may be forced to reduce the price of its products. The Company is unable to predict the likelihood of the occurrence, duration, or severity of such disruptions in the credit and financial markets and adverse global economic conditions. Any general or market- specific economic downturn could have a material adverse effect on the Company's business, financial condition, results of operations, and cashflow**.**

Ability to Achieve Profitability

The Company currently operates at a net loss and may not be able to achieve profitability. If the Company is unable to attain profitability, this could adversely affect the value of the Company's SVS, its ability to raise capital and the viability of its continued operations.

Risks Relating to the Company's Business Structure and its Securities

Status as a Holding Company

The Company is a holding company as substantially all of its assets consist of cash on hand and shares in the capital stock of its subsidiaries, financially controlled entities, joint ventures or other affiliates. As a result, investors in the Company are subject to the risks attributable to its subsidiaries, financially controlled entities and other affiliates. As a holding company, the Company conducts substantially all of its business through its subsidiaries and financially controlled entities, which generate substantially all of its revenues. In addition, since the TSX Listing, the Company is subject to the TSX

Requirements, which limit the transfer of cash between the Company and its subsidiaries, one the one hand, and Curaleaf, Inc. and its subsidiaries, on the other hand. Consequently, the Company's cash flows and ability to complete current or desirable future enhancement opportunities are dependent on the earnings of its Canadian and offshore subsidiaries and the distribution of those earnings to the Company. To the extent that the Company requires funds, and its subsidiaries and such other entities are restricted from making such distributions by applicable law, regulation or contract, or are otherwise unable to provide such funds, it could materially adversely affect the Company's liquidity and financial condition, as well as its ability to make distributions to its shareholders. In the event of bankruptcy, liquidation, or reorganization of any of the Company's material subsidiaries or financially controlled entities, holders of indebtedness and trade creditors may be entitled to payment of their claims from the assets of those subsidiaries or financially controlled entities before the Company.

No Dividend Record

Holders of SVS will not have a right to dividends on such shares unless declared by the Board. The Company has no dividend record, and the ability of its subsidiaries to pay dividends and other distributions will depend on their results of operations and will be subject to applicable laws and regulations which require that solvency and capital standards be maintained by such companies and contractual restrictions contained in the instruments governing their debt. Dividends paid by the Company would be subject to tax and, potentially, withholdings. The Company does not anticipate paying any dividends on the SVS in the foreseeable future. Please see "*Risk Factors – Anti-Money Laundering Laws and Regulations*" herein for additional details.

The Company and certain of its subsidiaries are borrowers under secured debt facilities, and the Company may be unable to repay, renew or refinance its indebtedness when it comes due. Further, its debt facilities contain covenants that restrict the business and they may be difficult or costly for us to comply with Restrictions under Debt Instruments

The Company and certain of its subsidiaries are borrowers of secured indebtedness and are subject to risks typically associated with secured debt financing, which are heightened by the cannabis regulatory environment in the U.S. The Company's cash flows could be insufficient to satisfy the amount of required payments of principal and interest, and the Company may not be able to repay its indebtedness. The Company's ability to make scheduled payments of principal and interest on its indebtedness when due depends on its future cash flow which is subject to the financial performance and results of the business, the value of its assets, prevailing economic conditions, the cannabis regulatory environment, prevailing interest rate levels and other financial, competitive and operational factors impacting the cannabis industry, many of which are beyond the Company's control.

The instruments governing the Company's indebtedness, including the Note Indenture and the Needham LOC, requires the Company to satisfy certain negative covenants, including items such as restrictions on its ability to pay dividends, to invest in non-wholly owned entities and to incur subordinated and non-subordinated debt. These covenants may prevent the Company from taking actions that it believes would be in the best interest of its business and may make it difficult for it to execute its business strategy successfully or effectively compete with businesses that are not subject to the same restrictions. The Company's ability to comply with these covenants may be affected by economic, financial and industry conditions beyond its control, including credit or capital market disruptions. The breach of any of these covenants could result in a default that would permit the lenders under the debt facilities to declare all amounts outstanding to be due and payable, together with accrued and unpaid interest. There is no assurance that the Company will be able to secure additional financing to repay the notes should cash flows from operations be insufficient to repay its indebtedness, whether it is in default or not. If the Company is unable to repay the indebtedness, the lenders could proceed against the collateral securing the indebtedness. This could have serious consequences to the Company's financial position and results of operations and could cause the Company to become bankrupt or insolvent.

Concentrated Voting Control

Mr. Boris Jordan, the Company's Chief Executive Officer and Executive Chairman of the Board of Directors (the "CEO and Chairman"), has ownership and control, directly or indirectly, of all of the issued and outstanding MVS and 49,175,996, or 7.2%, of the SVS. As a result, as of December 31, 2025, Mr. Boris Jordan controls, directly or indirectly, 70% of the votes attached to the issued and outstanding SVS and MVS and exercises a significant influence over the Company, its subsidiaries and its financially controlled entities. The SVS are entitled to one vote per share and the MVS are entitled to fifteen votes per share. The concentrated control through the MVS could delay, defer, or prevent a change of control of the Company, an arrangement involving the Company or a sale of all of substantially all of the Company's assets that the Company's other shareholders support. Conversely, this concentrated control could allow the holders of the MVS to consummate such a transaction that the Company's other shareholders do not support. In addition, the holders of MVS

may make long-term strategic investment decisions and take risks that may not be successful and may seriously harm the Company's business.

Sales of Substantial Amounts of SVS

Sales of a substantial number of SVS in the public market could occur at any time either by existing holders of SVS or by holders of the MVS that are convertible into SVS. These sales, or the market perception that the holders of a large number of SVS or MVS intend to sell SVS, could reduce the market price of the SVS. If this occurs and continues, it could impair the Company's ability to raise additional capital through the sale of securities or make acquisitions the consideration of which would be partly or entirely paid in securities of the Company, which may impact the Company's financial condition or growth strategy.

Volatility of the Market Price for the SVS

The market price for the SVS may be volatile and subject to wide fluctuations in response to numerous factors, many of which will be beyond the Company's control, including, but not limited to, the following: (i) actual or anticipated fluctuations in its quarterly results of operations; (ii) recommendations by securities research analysts; (iii) changes in the economic performance or market valuations of companies in the cannabis industry; (iv) additions or departures of the Company's executive officers and other key personnel; (v) release or expiration of transfer restrictions on its issued and outstanding shares; (vi) regulatory changes affecting the cannabis industry generally and the Company's business and operations; (vii) announcements by the Company and its competitors of developments and other material events; (viii) fluctuations in the costs of vital production materials and services; (ix) changes in global financial markets and global economies and general market conditions, such as inflation, interest rates and product price volatility, as well as health crisis, severe weather events, or armed conflicts; (x) significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors; (xi) operating and share price performance of other companies that investors deem comparable to the Company or from a lack of market comparable companies; (xii) false or negative reports issued by individuals or companies who have taken aggressive short sale positions; and (xiii) news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets.

Financial markets have experienced significant price and volume fluctuations that have affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of those companies. Accordingly, the market price of the SVS may decline even if the Company's results of operations, underlying asset values or prospects have not changed.

These factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted, and the trading price of the SVS may be materially adversely affected.

Liquidity Risks with the SVS

The SVS are currently listed and posted for trading on the TSX and are quoted on the OTCQX. The Company cannot predict at what prices the SVS will continue to trade, and there is no assurance that an active trading market will be sustained. The liquidity of any market for the SVS will depend on a number of factors, including, but not limited to, the number of shareholders, the Company's operating performance and financial condition, the market for similar securities, the extent of coverage by securities or industry analysts, and the interest of securities dealers in trading the SVS. The SVS do not currently trade on any U.S. national securities exchange. In the event SVS begin trading on any U.S. national securities exchange, the Company cannot predict at what prices the SVS will trade and there is no assurance that an active trading market will develop or be sustained. There is a significant liquidity risk associated with an investment in the SVS.

Trading in securities quoted on the OTC Markets is often thin and characterized by wide fluctuations in trading prices, due to many factors, some of which may have little to do with the Company's financial results, operations or business prospects. This volatility could depress the market price of SVS for reasons unrelated to operating performance or financial results. Moreover, the OTC Markets is not a U.S. national securities exchange, and trading of securities quoted on the OTC Markets is often more sporadic than the trading of securities listed on a U.S. national securities exchange like the Nasdaq or the NYSE. These factors may result in investors having difficulty reselling SVS on the OTC Markets.

If securities or industry analysts do not publish or cease publishing research or reports or publish misleading, inaccurate or unfavorable research about the Company, its business or its market, its stock price and trading volume could decline.

The trading market for the Company's SVS will be influenced by the research and reports that securities or industry analysts publish about the Company, its business, its market or its competitors. If no or few securities or industry analysts cover the Company, the trading price and volume of its shares would likely be negatively impacted. If one or more of the analysts who cover the Company downgrades its shares or publishes inaccurate or unfavorable research about its business, or provides more favorable relative recommendations about the Company's competitors, its stock price would likely decline. If one or more of these analysts ceases coverage of the Company or fails to publish reports on the Company regularly, demand for its shares could decrease, which could cause its stock price or trading volume to decline.

The market for the SVS may be limited for holders of the Company's securities who live in the U.S.

Given the heightened risk profile associated with cannabis in the U.S., capital markets participants may be unwilling to assist with the settlement of trades for U.S. resident securityholders of companies with operations in the U.S. cannabis industry, which may prohibit or significantly impair the ability of securityholders in the U.S. to trade the Company's securities. In the event residents of the U.S. are unable to settle trades of its securities, this may affect the pricing of such securities in the secondary market, the transparency and availability of trading prices and the liquidity of these securities.

Shareholders have little or no rights to participate in the Company's business affairs.

With the exception of the limited rights of shareholders under applicable Canadian laws, the day-to-day decisions regarding the management of the Company's affairs will be made exclusively by its board of directors and officers. The Company's shareholders will have little or no control over the Company's future business and investment decisions, its business, and affairs, including the selection and investment in licensees, dispensaries, cultivation operations and real estate. The Company may also retain consultants, advisors and agents to provide various services to the Company, over which the shareholders will have no control. There can be no assurance that the Company's board of directors, officers, advisors or agents will effectively manage and direct its affairs.

Enforcement against Directors and Officers outside of Canada

The Company's directors and officers reside outside of Canada. Some or all of the assets of such persons may be located outside of Canada. Therefore, it may not be possible for Company shareholders to collect or to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable Canadian securities laws against such persons. Moreover, it may not be possible for Company shareholders to effect service of process within Canada upon such persons. Courts in the U.S. may refuse to hear a claim based on a violation of Canadian securities laws on the grounds that such jurisdiction is not the most appropriate forum to bring such a claim. Even if a U.S. court agrees to hear a claim, it may determine that the local law, and not Canadian law, is applicable to the claim. If Canadian law is found to be applicable, the content of applicable Canadian law must be proven as a fact, which can be a time-consuming and costly process.

Tax Risks

Application of Section 280E of the Code

Section 280E of the Code, as amended prohibits businesses from deducting certain expenses for U.S. federal income tax purposes associated with trafficking controlled substances (within the meaning of Schedule I and II of the CSA). The IRS has historically invoked Section 280E in tax audits against various cannabis businesses in the U.S. that are permitted under applicable state laws. Although the IRS issued a clarification allowing the deduction of certain expenses, the scope of such items is generally interpreted narrowly, and the bulk of operating costs and general administrative costs are not permitted to be deducted.

Starting in the quarter ended June 30, 2024, the Company has taken the position that Section 280E does not apply to any of its business, including its US operations engaged in the production and sale of **"**marijuana**"** under U.S. Federal Law (the "**280E Position**"). This is contrary to previous positions taken by the Company in its historical tax filings with respect to its U.S. marijuana operations. On June 28, 2024, the IRS confirmed that it continues to consider Section 280E to apply to businesses that engage in the U.S. marijuana business, even if such businesses are state-licensed. The IRS further indicated that it intends to challenge refund claims by taxpayers claiming that Section 280E does not apply to such operations. The Company believes there is a great likelihood that the IRS will audit the income tax returns of cannabis-related businesses due to its 280E Position. The Company has recorded a significant uncertain tax position based upon its challenge of the

applicability of Section 280E in determining the Company's income tax liability, and the Company filed refund claims for tax years 2020 and 2022 based on the non-application of Section 280E and has reported as a non-Section 280E taxpayer for tax year 2023 and going forward. The Company believes that it is reasonably possible that its Uncertain tax position liability will continue to increase over the next 12 months, as the Company cannot be certain that it will prevail in its dispute with the IRS regarding the inapplicability of Section 280E. Should the Company not prevail, the Company would become liable to settle its Uncertain tax position plus any additional interest and penalties charged by the IRS or other applicable state tax jurisdictions, which could have a material adverse effect on the Company's business, results of operations, financial condition and prospects.

Changes in Tax Law

There can be no assurance that the Canadian, European, and U.S. federal income tax treatment of the Company or an investment in the Company will not be modified, prospectively or retroactively, by legislative, judicial or administrative action, in a manner adverse to the Company or shareholders.

In recent years, many changes to U.S. federal income tax laws have been proposed and made, and additional changes to U.S. federal income tax laws are likely to continue to occur in the future. The U.S. Congress is currently considering numerous items of legislation which may be enacted prospectively or with retroactive effect, which legislation could adversely impact the Company's financial performance and the value of shares of the Company's SVS. Additionally, states in which the Company operates or owns assets may impose new or increased taxes. If enacted, most of the proposals would be effective for the current or later years. The proposed legislation remains subject to change, and its impact on the Company and purchasers of its SVS is uncertain.

In addition, the Inflation Reduction Act of 2022 was recently signed into law and includes provisions that will impact the U.S. federal income taxation of corporations. Among other items, this legislation includes provisions that will impose a minimum tax on the book income of certain large corporations and an excise tax on certain corporate stock repurchases that would be imposed on the corporation repurchasing such stock. It is unclear how this legislation will be implemented by the U.S. Department of the Treasury and the Company cannot predict how this legislation or any future changes in tax laws might affect the Company or purchasers of the Company's SVS.

Dividends on the SVS may be subject to Canadian and/or U.S. withholding tax

It is unlikely that the Company will pay any dividends on the SVS in the foreseeable future. However, the gross amount (without reduction for Canadian tax withholding) of any dividends received by shareholders who are residents of Canada for purposes of the Income Tax Act will be subject to U.S. withholding tax. Any such dividends may not qualify for a reduced rate of withholding tax under the Canada-U.S. tax treaty. In addition, a foreign tax credit or a deduction in respect of foreign taxes may not be available.

Dividends received by U.S. shareholders will not be subject to U.S. withholding tax but will be subject to Canadian withholding tax. Dividends paid by the Company will be characterized as U.S. source income for purposes of the foreign tax credit rules under the Internal Revenue Code. Accordingly, U.S. shareholders generally will not be able to claim a credit for any Canadian tax withheld unless, depending on the circumstances, they have an excess foreign tax credit limitation due to other foreign source income that is subject to a low or zero rate of foreign tax.

Dividends received by shareholders that are neither Canadian nor U.S. shareholders will be subject to U.S. withholding tax (at the gross amount, without reduction for any deduction for any Canadian or other tax withholding) and will also be subject to Canadian withholding tax. These dividends may not qualify for a reduced rate of U.S. withholding tax under any income tax treaty otherwise applicable to a shareholder of the Company, subject to examination of the relevant treaty. These dividends may, however, qualify for a reduced rate of Canadian withholding tax under any income tax treaty otherwise applicable to a shareholder of the Company, subject to examination of the relevant treaty.

There can be no assurance that the Company will be able to make returns to shareholders in a tax efficient manner

The Company will endeavor to establish a tax efficient structure for its operations. The Company has made certain assumptions regarding taxation as part of this planning and existing work to structure the business. However, if these assumptions are not correct, taxes may be imposed with respect to the Company's assets, or the Company may be subject to tax on its income, profits, gains or distributions (either on a liquidation and dissolution or otherwise) in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This could alter the post-tax returns for shareholders

(or shareholders in certain jurisdictions). Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to shareholders or payments of dividends (if any, which the Company does not envisage the payment of, at least in the short to medium term). In addition, the Company may incur costs in taking steps to mitigate any such adverse effect on the post-tax returns for shareholders.

Recent Federal Hemp Amendments may significantly impact competition from hemp products faced by the Company's state-licensed business

Since the 2018 Farm Bill, the Company has faced significant and increasing competition from intoxicating products derived from "hemp", which were made legal under federal law by the 2018 Farm Bill. These products are subject to little to no regulation and are not subject to special federal and state tax burdens. On November 12, 2025, Congress enacted legislation that further amended the federal definition of "hemp" and established a revised federal regulatory framework governing hemp-derived cannabinoid products, which will come into effect on November 12, 2026 (collectively, the "Hemp Amendments"). The Hemp Amendments fundamentally narrow the definition of hemp and will result in most of the available intoxicating hemp-derived products on the market being classified as Schedule I controlled substances. Consequently, on December 30, 2025, the Company made the decision to wind down its own hemp-derived THC product line. While the Hemp Amendments should significantly reduce competition the Company's state-licensed business faces from intoxicating hemp-derived products, interested parties are lobbying to postpone, to amend or to cancel the Hemp Amendments. Therefore, despite the Hemp Amendments, it is possible that the Company will continue to face significant competition from intoxicating hemp products and may need to further revise its approach with respect to this category of products.

DIVIDENDS

The Company has not declared or paid any cash dividends on its securities for the years ended December 31, 2023, 2024 and 2025 and does not currently anticipate paying any dividends on its securities in the near term. The Company currently intends to reinvest its earnings to finance the growth of its business. Any future determination to pay dividends on its securities will be at the discretion of the Board of Directors and will depend on, among other things, the Company's results of operations, current and anticipated cash requirement and surplus, financial condition, contractual restrictions and financing agreement covenants, solvency tests imposed by corporate laws and other factors that the Board of Directors may deem relevant. See "*Risk Factors – No Dividend Record*" in this Annual Information Form for additional information.

DESCRIPTION OF THE CAPITAL STRUCTURE

The following is a summary of the material attributes and characteristics of the Company's authorized share capital. This summary may not be complete and is subject to, and qualified in its entirety by reference to, the terms and provisions of the Company's articles, available on SEDAR+ on the Company's profile at www.sedarplus.ca.

Authorized and Issued Share Capital

The Company's authorized share capital consists of: (i) an unlimited number of MVS (of which 93,970,705 were issued and outstanding as of December 31, 2025); (ii) an unlimited number of SVS (of which 678,504,043 SVS were issued and outstanding as of December 31, 2025) and (iii) an unlimited number of Exchangeable Shares (of which none were issued as of December 31, 2025). All three classes of authorized share capital are without par value.

As of December 31, 2025, all MVS are held directly or indirectly by Boris Jordan, the CEO and Chairman.

Multiple Voting Shares

Holders of MVS are entitled to fifteen (15) votes per MVS at all meetings of holders of shares, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series. Holders of MVS are entitled to receive any declared, in cash or in property of the Company, declared by the Board of Directors in respect of the SVS (on an as-converted to SVS basis), subject to the rights of the Holders of SVS. No dividend will be declared or paid on the MVS unless the Company simultaneously declares or pays, as applicable, equivalent dividends on the SVS, on an as-converted to SVS basis. If a dividend is paid in the form of shares, holders of MVS will receive MVS, unless otherwise determined by the Board of Directors.

The MVS are convertible into SVS on a one-for-one basis at any time at the option of the holder or automatically upon the earlier to occur of (i) the transfer or disposition of the MVS by Mr. Boris Jordan to one or more third parties which are not permitted holders; (ii) Mr. Boris Jordan or his permitted holders no longer beneficially owning, directly or indirectly and in the aggregate, at least 5% of the issued and outstanding SVS and MVS on a non-diluted basis; and (iii) the first business day following the first annual meeting of shareholders of the Company after the SVS are listed and posted for trading on a U.S. national securities exchange, such as The Nasdaq Stock Market or The New York Stock Exchange.

The MVS do not carry any preemptive, redemption, exchange or retraction rights; nor do they contain any purchase for cancellation or surrender provisions, sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities and any other material restrictions, or provisions, requiring a securityholder to contribute additional capital.

Subordinate Voting Shares

Holders of SVS are entitled to one (1) vote per SVS at all meetings of holders of shares, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series. Holders of SVS are entitled to receive any dividend, in cash or in property of the Company, declared by the Board of Directors in respect of the SVS, subject to the rights of the holders MVS. No dividend will be declared or paid on the SVS, unless the Company simultaneously declares or pays, as applicable, equivalent dividends on the MVS, on an as-converted to SVS basis. If a dividend is paid in the form of shares, holders of SVS will receive SVS, unless otherwise determined by the Board of Directors.

Upon the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, holders of SVS are entitled, subject to the rights of the holders of MVS, to receive the remaining property and assets of the Company available for distribution after payment of all liabilities.

The SVS do not carry any preemptive, redemption, conversion, exchange or retraction rights; nor do they contain any purchase for cancellation or surrender provisions, sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities and any other material restrictions, or provisions, requiring a securityholder to contribute additional capital.

Each issued and outstanding SVS may at any time, at the option of the holder, be converted into one Exchangeable Share. The conversion right may be exercised at any time and from time to time by delivering written notice to the transfer agent, together with the certificate or certificates representing the SVS or, if uncertificated, such evidence of ownership as the transfer agent may require.

Exchangeable Shares

Except as otherwise required by the Business Corporations Act (British Columbia), holders of Exchangeable Shares are not entitled to receive notice of, attend or vote at meetings of the shareholders of the Company. Holders of Exchangeable Shares are not entitled to receive any dividends and are not entitled to receive any amount, property or assets of the Company upon its dissolution, liquidation or winding-up. Each issued and outstanding Exchangeable Share may at any time, at the option of the holder, be exchanged for one (1) SVS. The conversion right may be exercised at any time and from time to time by delivering written notice to the transfer agent, together with the certificate or certificates representing the Exchangeable Shares or, if uncertificated, such evidence of ownership as the transfer agent may require.

Upon any consolidation, amalgamation, arrangement, merger, redemption, compulsory acquisition or similar transaction of or involving the SVS, or upon a sale or conveyance of all or substantially all of the assets of the Company to another body, corporate, trust, partnership or other entity (each a "**Change of Control**"), each Exchangeable Share outstanding on the effective date of the Change of Control will remain outstanding and, upon exchange after that effective date, will be entitled to receive and accept, in lieu of the number of SVS otherwise issuable, the number of shares, other securities or property (including cash) that the holder would have been entitled to receive on such Change of Control, if, on the effective date of such Change of Control, the holder had been the registered holder of the number of SVS into which the Exchangeable Share was then exchangeable (the "**Adjusted Exchange Consideration**"). If in connection with a Change of Control, the Exchangeable Shares are to be exchanged for securities of another body, corporate, trust, partnership or other entity that are substantially equivalent in all respects to the Exchangeable Shares (the "**Alternative Exchangeable Security**"), as determined by the Board of Directors, acting reasonably, using the same exchange ratio applicable to the SVS in that transaction, then each Exchangeable Share that is outstanding on the effective date of the Change of Control will be exchanged for the Alternative Exchangeable Security.

Stock and Incentive Plan

The Company's 2018 Stock and Incentive Plan (as amended from time to time, the " **Plan**") provides that the Board of Directors may, by resolution and from time to time, grant to directors, officers, employees and consultants (who are natural persons) Options, Stock Appreciation Rights, Restricted Stock Awards, Performance Stock Awards, Dividend Equivalents and other stock-based Awards, as such terms are defined in the Plan. The purpose of the Plan is to promote the interests of the Company and its shareholders by aiding the Company in attracting and retaining employees, officers, consultants, advisors and Non-Employee Directors, who are capable of contributing to the Company's long-term success, by offering incentives designed to encourage maximum efforts toward the Company's business objectives and by providing compensation through stock and cash-based arrangements that offer opportunities for stock ownership; thereby, aligning the interests of such persons with the Company's shareholders. The maximum number of SVS reserved for issuance under the Plan at any time is 10% of the issued and outstanding SVS from time to time, including the aggregate number of SVS issuable upon the conversion of MVS.

Options, RSUs & PSUs

As of December 31, 2025, there were 31,855,805 options to purchase SVS issued and outstanding, whether vested or unvested (" **Options**"). Each Option entitles the holder to purchase one (1) SVS. In addition, there were 11,679,617 restricted stock units ("**RSUs**") and 756,485 performance stock units ("**PSUs**") vested as of December 31, 2025. Each RSU

and PSU entitles the holder to receive one (1) SVS or a cash payment equivalent to the Fair Market Value (as defined in the Plan) of one (1) SVS.

Constraints

There are no constraints imposed on the ownership of securities of the Company to ensure a certain level of Canadian ownership of the Company.

Under state licensing requirements applicable to the Company, ownership of securities of the Company above a certain threshold (as low as 5% in some states) can trigger notification or pre-approval requirements of state licensing authorities. In the event the acquirer of the Company's securities does not comply with these disclosure requirements, which can be extensive, the Company's state licenses could be adversely affected.

Ratings

The Company has not requested, nor to management's knowledge has it received, any ratings from any rating organization in respect of its securities.

MARKET FOR SECURITIES AND TRADING PRICE AND VOLUME

Trading Price and Volume

The SVS are listed and traded under the symbol "CURA" on the TSX and are quoted on the OTCQX under the symbol "CURLF". The MVS and the Exchangeable Shares are not listed for trading on any stock exchange. The following table shows the monthly range of high and low prices per SVS at the close of market, as well as monthly volumes and average daily volumes of the SVS traded during the year ended December 31, 2025:

Month	Price per SVS (C$) Monthly High	Price per SVS (C$) Monthly Low	SVS Total Monthly Volume	SVS Average Daily Volume
January	C$2.39	C$1.80	8,876,600	403,482
February	C$2.45	C$1.78	6,253,800	329,147
March	C$1.90	C$1.21	10,147,300	483,205
April	C$1.54	C$1.01	9,808,500	467,071
May	C$1.48	C$1.13	7,286,200	346,962
June	C$1.22	C$0.99	3,830,700	182,414
July	C$2.09	C$1.10	7,817,700	355,350
August	C$5.00	C$1.85	23,882,500	1,194,125
September	C$4.49	C$3.24	28,831,800	1,372,943
October	C$4.89	C$3.73	16,727,800	760,355
November	C$4.16	C$2.65	13,384,100	669,205
December	C$6.98	C$3.07	39,305,400	1,871,670

Prior Sales

The following tables summarize details of the following securities that are not listed or quoted on a marketplace issued by the Company, during the most recently completed financial year end.

Options

Pursuant to the Plan, during the most recently completed financial year, the Company issued the following Options:

Date of Issuance	Number of Options[1]	Exercise Price	Expiry Date	Grant Date Fair Value
March 14, 2025	8,461,516	$0.97	March 14, 2035	$0.64
March 24, 2025	404,595	$0.94	March 24, 2035	$0.61
May 13, 2025	583,028	$0.85	May 13, 2035	$0.60
May 20, 2025	295,751	$0.85	May 20, 2035	$0.60
June 16, 2025	2,158,870	$0.83	June 16, 2035	$0.57
August 11, 2025	453,927	$2.30	August 11, 2035	$2.00
August 29, 2025	87,609	$3.24	August 29, 2035	$2.30
September 29, 2025	97,955	$2.87	September 29, 2035	$2.32
September 30, 2025	86,332	$2.85	September 30, 2035	$1.95
November 10, 2025	253,118	$2.76	November 10, 2035	$2.10
November 17, 2025	133,596	$2.20	November 17, 2035	$1.39
December 15, 2025	108,918	$3.61	December 15, 2035	$2.64

[1] Vested and non-vested.

PSUs

Pursuant to the Plan, during the most recently completed financial year, the Company issued the following PSUs:

Date of Issuance	Number of PSUs	Grant Date Fair Value
March 14, 2025	10,011,139	$0.94

RSUs

Pursuant to the Plan, during the most recently completed financial year, the Company issued the following RSUs:

Date of Issuance	Number of RSUs	Grant Date Fair Value
March 14, 2025	15,379,406	$0.94
March 24, 2025	266,703	$0.91
May 13, 2025	409,510	$0.87
May 20, 2025	206,311	$0.88
June 13, 2025	909,342	$0.79
June 16, 2025	1,515,041	$0.84
August 11, 2025	295,048	$2.76
August 29, 2025	30,136	$3.30
September 29, 2025	78,326	$3.22
September 30, 2025	58,248	$2.79
November 10, 2025	187,809	$2.94
November 17, 2025	119,555	$2.00
December 11, 2025	5,662,622	$2.70
December 15, 2025	106,814	$3.68

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Certain directors, officers and significant shareholders of the Company entered into lock-up agreements pursuant to which such parties have agreed, subject to customary carve-outs and exceptions, not to sell any SVS (or announce any intention to do so), or any securities issuable in exchange therefor, for a certain specified period ranging from 6 to 24 months following the closing of the applicable transaction (e.g., equity financing, business or asset acquisitions, etc.). Further, certain

securities of the Company are held in escrow by Odyssey Trust Company, as escrow agent. To the Company's knowledge, the following securities are therefore in escrow or subject to contractual restrictions on transfer as of December 31, 2025:

Class of Securities	Number of Securities in Escrow or Subject to a Contractual Restriction on Transfer	Percentage of Class
MVS	—	—%
SVS	380,921	0.1%

DIRECTORS AND OFFICERS OF THE COMPANY

The following table sets out, as of the date of this Annual Information Form for each of the Company's active directors and executive officers, the person's name, age, state and country of residence; position with the Company; principal occupation(s) during the last five (5) years and the date on which the person became an officer or director. The Company's directors are elected annually and, unless re-elected, will retire from office at the end of the next annual general meeting of shareholders.

All of the directors and executive officers of the Company, collectively as a group, beneficially own, directly or indirectly, or exercise control or direction over, an aggregate of 156,872,800 SVS (or approximately 23% of SVS as at December 31, 2025) and 93,970,705 MVS (or 100% of MVS as at December 31, 2025).

Under NI 52-110, an independent director is one who is free from any direct or indirect relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with a director's exercise of independent judgment. Mr. Boris Jordan, the control person and the CEO and Chairman of the Company; Joseph Lusardi, Executive Vice Chairman of the Company; and Mitchell Kahn, a member of the Board of Directors and co-founder and CEO of Grassroots, are not considered independent, whereas Karl Johansson, Shasheen Shah and Michelle Bodner are considered independent.

Directors

Name and State and Country of Residence	Age	Position(s) with the Company	Director of the Company Since	Principal Occupation(s) for Past Five (5) Years
Boris Jordan[(2)] Florida, USA	59	CEO and Chairman	Jan-13	Curaleaf Holdings, Inc., Curaleaf, Inc., SPK Group LTD., Renaissance Insurance Group PJSC
Karl Johansson[(1)(2)(3)(4)(5)] Minnesota, USA	76	Director	Oct-18	Ernst & Young, Managing Partner
Mitchell Kahn Illinois, USA	65	Director	Jul-20	Grassroots, Co-founder and CEO; Greenhouse Group LLC, Principal and CEO; Frontline Real Estate Partners, Principal and CEO.
Michelle Bodner New York, USA	65	Director	Dec-22	Curaleaf Holdings, Inc., Regional President
Shasheen Shah[(1)(5)] New Mexico, USA	55	Director	Dec-22	Coherent Strategies LLC., CEO

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee.

(3) Chair of the Audit Committee.

(4) Chair of the Compensation Committee.

(5) Member of the Governance Committee

Executive Officers who do not serve on the Board of Directors

Name and State and Country of Residence	Age	Position(s) with the Company	Officers of the Company Since	Principal Occupation(s) for Past Five (5) Years
Ed Kremer Connecticut, USA	54	Chief Financial Officer	Jul-22	Curaleaf - CFO; Sway Ventures, Operating Partner
Peter Clateman New York, USA	57	Chief Legal Officer	Jul-17	Curaleaf - CLO
Camilo Lyon Connecticut, USA	50	Chief Investment Officer	Aug-22	Curaleaf - CIO; BTIG, Managing Director;
Dan Mickelson Ohio, USA	56	Chief Accounting Officer	Jan-25	Curaleaf - CAO; Lord + Taylor, Chief Financial Officer; CR Brands, CEO

Biographies

The following are brief profiles of the Company's directors and executive officers.

Directors

Boris Jordan, Chief Executive Officer and Executive Chairman (Age 59)

Boris Jordan is an American entrepreneur, who has co-founded numerous multi-billion dollar businesses across financial services, technology, and energy industries. Mr. Jordan's career investing in emerging markets has afforded him a unique leadership perspective he has applied to the cannabis industry over the past decade. Mr. Jordan was an early investor in the cannabis industry, and became Executive Chairman of Curaleaf, then named Palliatech, in 2014. Since acquiring majority control of Curaleaf in 2015, he has been impactful in the Company's emergence as an industry leader. Mr. Jordan is a

longstanding Member of the Council on Foreign Relations and a member of The Board of Trustees of New York University, where he holds a B.A.

Joseph F. Lusardi, Executive Vice Chairman (Age 51)

Mr. Lusardi is a pioneer in the U.S. cannabis industry and is credited with opening one of the first medical cannabis operations on the East Coast. Mr. Lusardi has over a decade of cannabis experience, as well as 20 years' experience in finance, private equity and entrepreneurship. Since 2015, Mr. Lusardi has led the Company through a significant growth trajectory from a small medical device company to a publicly traded, vertically integrate, multi state cannabis operator. In 2019, he oversaw two transformational acquisitions – Select, the leading cannabis wholesale brand in the U.S., and Grassroots, which expanded Curaleaf's presence from 12 to 19 states with over 130 licenses. Mr. Lusardi has been instrumental in developing an organizational strategy focused on the advancement of cannabis science to support patients in need of medical cannabis as well as adult-use customers. He previously held executive positions at financial services companies including Liberty Mutual Group, Fidelity Investments, and Affiliated Managers Group. Mr. Lusardi has a B.B.A. from The Catholic University of America and an M.B.A. from Boston College.

Karl Johansson, Director (Age 76)

Mr. Johansson has broad experience in serving multinational clients, the coordination of international tax engagements, mergers and acquisitions, and due diligence projects in key global markets. Mr. Johansson has been a Managing Partner of Ernst & Young CIS and a Regional Partner for Eastern Europe countries, including CIS. He was a coordinator of the Foreign Investment Advisory Council (FIAC). Mr. Johansson has been a member of the Emerging Europe Business Council and Corporate Governance Task Force of the World Economic Forum, as well as the Foreign Investment Advisory Councils of Kazakhstan and Ukraine. He has also worked in Hong Kong, China and the Middle East. Mr. Johansson serves as the Chair of the Audit Committee, as well as a member of the CN Committee. Mr. Johansson received a Bachelor's degree from the University of Minnesota and a Juris Doctor degree from the University of Pennsylvania.

Mitchell Kahn, Director (Age 65)

Over his career, Mitchell Kahn has demonstrated a successful track record of business management, strong leadership, and entrepreneurship. Mr. Kahn graduated from University of Wisconsin School of Business and received his JD from Northwestern University Law School. After beginning his career as a transactional attorney focused on both real estate and corporate M&A transactions, he served as Senior Vice President at Sportmart, growing the company's retail footprint from 20 to 70 stores. He then co-founded Hilco, a leading real estate restructuring, disposition valuation and appraisal firm. Mr. Kahn served as President and CEO and grew the business to more than 30 employees and annual revenues in excess of $15,000,000. In 2010, Mr. Kahn co-founded Frontline Real Estate Partners, a real estate investment and advisory company with expertise in the acquisition, development, management, disposition and leasing of commercial real estate properties throughout the U.S. The company has acquired properties valued at more than $125,000,000 and has built a successful brokerage and property management business currently managing more than two million square feet of properties. Mr. Kahn actively serves as Chairman of Frontline Real Estate Partners. In 2014, Mr. Kahn co-founded Grassroots Cannabis to provide safe and efficacious cannabinoid products to consumers. As CEO of the largest private, vertically integrated cannabis operation in the U.S., he established operations in 11 states, obtained more than 60 licenses, and empowered over 1100 employees. Today, Mr. Kahn serves on multiple boards and is actively involved in numerous charitable and community organizations.

Michelle Bodner, Director (Age 65)

Michelle Bodner is a Wall Street trained entrepreneur with expertise in operations, real estate and executive coaching. She has delivered advisory services to government agencies, banks, large corporations, non-profits and early and mid-stage companies in multiple disciplines. In 2015, Ms. Bodner was engaged by Curaleaf, Inc. (then Palliatech, Inc.) as a consultant responsible for its New York State license application. Since that time, Michelle has held multiple positions at Curaleaf, including tenures as a director, first Chief Operating Officer, and the President and CEO of Curaleaf's New York and Florida operations. Michelle was named one of the 2019 CBE Power Women in Cannabis. Prior to joining the cannabis industry, Michelle served in various roles, including Chief Operating Officer of the New York City Opera, Director of Project Development for the Empire State Development Corporation, and Strategic Consultant for Women's World Banking.

Shasheen Shah, Director (Age 55)

Shasheen Shah is a leadership development coach and trusted advisor to global executives and organizations. As CEO of Coherent Strategies Consulting and Coaching, he specializes in developing high-performance teams, achieving successful business outcomes, and navigating the personal challenges that come with leadership. Mr. Shah has collaborated with executives from renowned companies, including Credit Suisse, Goldman Sachs, Barclays, Tesla, ButcherBox, and LinkedIn. He is also the author of "The Kid and the King: The Hidden Inner Struggle High Achievers Must Conquer to Reignite and Re-engage with Life." As a member of the company's governance and audit committees, Mr. Shah brings extensive experience in strategic planning and financial reviews. He has partnered with CEOs and CFOs to conduct yearly and quarterly financial reviews across various stages of company growth. His work spans diverse sectors, from venture-backed startups to mid-sized businesses in both public and private markets, ensuring alignment between strategic activities and financial goals. Mr. Shah holds a BA in Philosophy from Colgate University and an MA in Clinical Psychology from Antioch University.

Executive Officers who do not also serve as Directors

Ed Kremer, Chief Financial Officer (Age 54)

Mr. Kremer's career spans over 20 years of executive leadership, growth and restructuring experience managing diverse high performing teams ranging from high growth start-ups to publicly traded companies spanning technology, manufacturing, wholesale distribution and retail environments. Prior to Curaleaf, Mr. Kremer has most recently been working in the cannabis industry and brings decades of experience as a public CFO, and leader at companies such as Oakley, Beats by Dre, and Oliver Peoples. As CFO, Mr. Kremer leads the Company's Finance department and all other functions, overseeing IT, Financial Planning & Analysis/Analytics, Investor Relations, Insurance & Risk, and other Finance-related initiatives.

Peter Clateman, Chief Legal Officer (Age 57)

Peter Clateman has more than 30 years of legal experience in investing and investment funds, including over 25 years as general counsel. He has served as GC and CCO of The Sputnik Group, and Renaissance Capital, as well as VR Capital, an award-winning, distressed-asset fund with more than $2 billion under management. Mr. Clateman also served as head of Legal and was a Management Board Member of UC Rusal during its acquisition of SUAL and assets of Glencore to become the world's biggest aluminum company. He previously was an associate with Skadden, Arps, Slate, Meagher, and Flom.

Camilo Lyon, Chief Investment Officer (Age 50)

Camilo Lyon has over 20 years of experience working in capital markets and equity research, where he focused on global consumer and retail companies. He previously worked at prominent Wall Street firms such as Goldman Sachs, Bank of America, and Canaccord Genuity. Mr. Lyon most recently served as Managing Director at BTIG, where he led the equity research effort covering consumer discretionary and cannabis sectors, and brings a wealth of knowledge and relationships to Curaleaf.

Dan Mickelson, Chief Accounting Officer (Age 56)

Daniel Mickelson has spent more than 30 years serving in executive accounting and financial roles across various public and private consumer product companies across retail, cannabis and manufacturing industries. Prior to joining Curaleaf, Mr. Mickelson served as CFO of Lord + Taylor, CEO of CR Brands and held key financial operations leadership positions at Jushi Holdings, Luxottica, AT&T, Beats by Dre and Ernst & Young. Daniel holds a BSBA from Bowling Green State University and is an active CPA.

Cease Trade Orders, Bankruptcy/Insolvency Proceedings, Penalties and Sanctions

To the knowledge of the Company, none of the Company's directors or executive officers has, within the 10 years prior to the date of this Annual Information Form, been a director or officer of any company (including the Company) that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in that capacity), was the subject of a cease trade order, an order similar to a cease

trade order or an order that denied the company access to any exemption under securities legislation, in each case for a period of more than 30 consecutive days.

To the knowledge of the Company, none of the Company's directors, executive officers or significant shareholders has, within the 10 years preceding the date of this Annual Information Form,: (i) become bankrupt; (ii) made a proposal under any legislation relating to bankruptcy or insolvency; (iii) been subject to or instituted any proceedings, arrangement or compromise with creditors; or (iv) had a receiver, receiver manager or trustee appointed to hold their assets.

In addition, to the knowledge of the Company, none of these individuals has been a director or executive officer of any company that, while that person was acting in that capacity or within one year of that person ceasing to act in that capacity: (i) became bankrupt; (ii) made a proposal under any legislation relating to bankruptcy or insolvency; (iii) was subject to or instituted any proceedings, arrangement or compromise with creditors; or (iv) had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of the Company, no director, executive officer or significant shareholder of the Company has: (i) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or entered into a settlement agreement with a securities regulatory authority; or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers and promoters of the Company also holding positions as directors or officers of other companies. They also invest and may invest in businesses, including in the cannabis sector, that compete directly or indirectly with the Company or act as customers or suppliers of the Company. Some of the individuals that are directors and officers of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies provided under the *Business Corporations Act* (British Columbia).

To the best of the Company's knowledge, other than as disclosed elsewhere in this Annual Information Form, the Consolidated Financial Statements or the Annual MD&A, there are no known existing or potential material conflicts of interest among the Company or its subsidiaries and any director or officer of the Company or its subsidiaries arising from their outside business interests, except that:

(i) certain directors and officers of the Company or its subsidiaries serve as directors or officers of other companies, which may give rise to conflicts between their duties to the Company and their duties to such other companies; and

(ii) certain directors and officers of the Company or its subsidiaries hold portfolio investments consisting of minority interests in businesses that may compete directly or indirectly with the Company or that may act as customers of, or suppliers to, the Company.

See *"Interest of Management and Others in Material Transactions"* in this Annual Information Form for further details.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Litigation

The Company is involved in claims or lawsuits that arise in the ordinary course of business. Accruals for claims or lawsuits are provided to the extent that losses are deemed both probable and estimable. Although the ultimate outcome of these claims or lawsuits cannot be ascertained by the Company, on the basis of present information and advice received from the Company's legal counsel, it is management's opinion that the disposition or ultimate determination of such claims or lawsuits, except as noted below, will not have a material effect on the Company's operations and financial results. As of December 31, 2025 and 2024, the Company recognized legal contingencies of $7.6 million and $4.0 million, respectively

Hello Farms. In 2020, GR Vending MI, LLC ("GR Vending MI"), prior to its acquisition by the Company, entered into a supply contract with Hello Farms to acquire the expected output of Hello Farms' Michigan cultivation facility

from the 2020 and 2021 harvests, subject to certain conditions. Additionally, Cura MI together with GR Vending MI entered into the Cura MI Guaranty with Hello Farms, under which Cura MI guaranteed the performance of GR Vending MI's payment obligations under the Hello Farms Supply Contract. The Hello Farms Supply Contract was amended and restated in November 2020. Subsequently, GR Vending MI indicated that Hello Farms had failed to perform its obligations under the Hello Farms Supply Contract; and therefore, deemed the contract breached and therefore terminated. In February 2021, Hello Farms sued the Michigan Entities in a state court in Michigan. In March 2021, the case was moved to the Michigan Eastern District Court. A trial was held in January 2025, after which a jury awarded Hello Farms approximately $31.8 million in damages against the Michigan Entities for breach of contract. Subsequently, in February 2025, Hello Farms filed a motion for award of prejudgment interest of $5.0 million. In May 2025, a judgment was issued awarding a post-filing prejudgment interest of $5.4 million, which increased the Company's maximum loss on this litigation to $37.2 million. The Michigan Entities have appealed the ruling to the Sixth Circuit Court of Appeals. Based on the Company's assessment of the likelihood of success on appeal, the estimated accrual as of December 31, 2025 is substantially less than the total potential loss associated with the judgment. If the Company's challenge is unsuccessful, it is reasonably possible the resulting loss could materially exceed the Company's current accrual.

The Michigan Entities, which are consolidated by the Company as VIEs, ceased operations in 2023, do not have any substantial assets and are classified by the Company as discontinued operations.

IRS Section 280E Dispute and Refund Claims.

The Company has filed for tax refunds for the 2020 and 2022 tax years asserting that Section 280E does not apply to its U.S. state-licensed cannabis operations. Additionally, the Company has ceased accruing for Section 280E taxes starting in 2024. The IRS has publicly signaled its intent to challenge such refund claims and positions. Should the IRS prevail in its opposition, the Company may be liable for significant back taxes, interest and penalties. For additional information, see Item 1A. Risk Factors—Risks Related to U.S. Federal and State Taxation and Regulation—*Uncertain Application of Section 280E and Tax Liability*.

Securities Class Action Litigation.

From time to time, the Company and its directors and officers may be named as defendants in class action lawsuits alleging violations of U.S. federal and state securities laws. When the Company transitions to being U.S. primary filer, the Company may face increased exposure to such litigation. The Company intends to vigorously defend any such claims, but the cost of defense and potential settlements could be substantial.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described elsewhere in this Annual Information Form, there are no material interests, direct or indirect, of any anticipated or current director or executive officer of the Company, any shareholder that beneficially owns, controls or directs (directly or indirectly) more than 10% of any class or series of the Company's outstanding voting securities, or any associate or affiliate of any of the foregoing persons, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Company.

INDEPENDENT AUDITORS, TRANSFER AGENT AND REGISTRAR

The independent auditor of the Company is PKF O'Connor Davies, LLP (" **PKF O'Connor Davies**"), at its principal offices in New York, New York, and the transfer agent and registrar for the SVS is Odyssey Trust Company, at its principal offices in Calgary, Alberta and Vancouver, British Columbia.

MATERIAL CONTRACTS

The following are the only material contracts, other than those contracts entered into in the ordinary course of business, which the Company or one of its subsidiaries has entered into within the last financial year or before the last financial year,

but which are still in effect and which is required to be filed with Canadian securities regulatory authorities in accordance with Section 12.2 of National Instrument 51-102 – *Continuous Disclosure Obligations*:

- the trust indenture dated as of the 15th day of December, 2021, between the Company and Odyssey Trust Corporation, as supplement by the First Supplemental Indenture dated as of the 21st day of September, 2021, providing for the issue of 8.0% senior secured notes of the Company due December 15, 2026, as amended pursuant to a first amendment dated as of the 8th day of February, 2022, as supplemented by the Second Supplemental Indenture dated as of the 8th day of December, 2023 amending certain terms of the indenture in connection with the TSX Listing, as supplemented by the Third Supplemental Indenture dated as of the 17th days of January, 2025 providing for the issue of 10.0% senior secured notes due January 17, 2027, and as supplemented by a Fourth Supplemental Indenture providing for the issue of the 11.5% senior secured notes due February 18, 2029 and amending certain terms of the indenture;

- the loan agreement dated as of November 6, 2024, between the Company and Needham Bank, establishing a revolving line of credit in an aggregate principal amount of up to $40.0 million, with an option to request up to an additional $20.0 million beginning May 6, 2026, subject to lender discretion, as amended and restated pursuant to the Amended and Restated Loan Agreement dated as of October 10, 2025, which increased the total borrowing capacity to $100.0 million and extended the maturity date to October 10, 2026, and which is secured by first-priority liens on certain senior mortgages, guarantees of the Company's U.S. subsidiaries and a parent guaranty limited to the Company's U.S. assets, and contains customary financial covenants, including a post-incurrence debt service coverage ratio and loan-to-value requirements, with proceeds available for general corporate purposes, including working capital, operational expenses;

- the Protection Agreement; and

- the Shareholders' Agreement in respect of Curaleaf, Inc.

Copies of the above material contracts are available on the Company's profile on SEDAR+ at www.sedarplus.ca and on EDGAR at www.sec.gov/edgar.

INTEREST OF EXPERTS

No person or company that is named as having prepared or certified a report, valuation, statement or opinion described in, included in or referred to in a filing made by the Company under National Instrument 51-102 – Continuous Disclosure Obligations during, or relating to, the Company's most recently completed financial year, and whose profession or business gives authority to that report, valuation, statement or opinion, holds any registered or beneficial interest, direct or indirect, in any securities or other property of the Company or any of its associates or affiliates. Further, no such person or company, and no director, officer or employee of any such person or company, is expected to be elected, appointed or employed as a director, officer or employee of the Company or any of its associates or affiliates, and no such person is a promoter of the Company or a promoter of any of its associates or affiliates.

PKF O'Connor Davies has performed the audit in respect of the Consolidated Financial Statements and issued independent auditor's reports thereon. PKF O'Connor Davies has also confirmed it is independent with respect to the Company in accordance with the ethical requirements that are relevant to its audits of the Consolidated Financial Statements.

AUDIT COMMITTEE

The Audit Committee assists the Board of Directors in fulfilling its responsibilities for oversight of financial and accounting matters. The Audit Committee is responsible for monitoring the Company's systems and procedures for financial reporting and internal control, reviewing certain public disclosure documents, including the Company's annual audited consolidated financial statements and unaudited interim consolidated financial statements, and monitoring the performance and independence of the Company's external auditors. The Audit Committee is responsible for reviewing, with management, the Company's risk management policies, the timeliness and accuracy of the Company's regulatory filings and all related party transactions as well as the development of policies and procedures related to such transactions.

The Audit Committee also pre-approves all non-audit services to be provided to the Company or any subsidiary entities by its external auditors or by the external auditors of such subsidiary entities.

The Audit Committee of the Company is comprised of the following three independent directors. The table also indicates whether they are "financially literate" within the meaning of NI 52-110. See the respective biography of each member of the Audit Committee under "Directors and officers of the Company" for a description of the education and experience that are relevant to the performance of their responsibilities as members of the Audit Committee.

Name of Member	Independent[1]	Financially Literate[2]
Shasheen Shah	Yes	Yes
Michelle Bodner	Yes	Yes
Karl Johansson[3]	Yes	Yes

(1) A member of the Audit Committee is independent if he or she has no direct or indirect "material relationship" with the Company. A material relationship is a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment. An executive officer of the Company, such as the President or Secretary, is deemed to have a material relationship with the Company.

(2) A member of the Audit Committee is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

(3) Chair of the Audit Committee.

The Audit Committee operates under a written charter, which is attached hereto as Appendix 'A', that sets forth the purpose, composition, authority and responsibility of the Audit Committee. Further, the Audit Committee adopted a whistleblower policy to handle complaints, reports and concerns by any individual regarding actual or potential violations of any applicable law and other suspected wrongdoing, including questionable accounting practices and conduct prohibited under the Company's policies.

Independent Auditors' Fees

Related to the work for the years ended December 31, 2025, and 2024, the Company was billed the following fees by its external auditors:

	Years Ended	
($ in thousands)	**December 31, 2025**	**December 31, 2024**
Audit Fees - PKF O'Connor Davies, LLP [1]	$ 2,205	$ 2,720
Audit Fees - PKF Littlejohn, LLP [1]	336	—
Audit-Related Fees [2]	110	—
Tax Fees [3]	—	—
All Other Fees [4]	—	65
Total	$ 2,651	$ 2,785

(1) "Audit Fees" refers to fees necessary to perform the annual audit or quarterly review of the Company's consolidated financial statements.

(2) "Audit-Related Fees" refers to fees for assurance and related services that are reasonably related to the performance of the audit and review of the Company's financial statements other than those included in "Audit Fees".

(3) "Tax Fees" refers to fees for tax compliance, tax advice and tax planning (for example in the context of internal reorganizations or acquisitions)

(4) "All Other Fees" refers to all fees not included above.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found under the Company's profile on SEDAR+ at www.sedarplus.ca and EDGAR at www.sec.gov/edgar. Additional information is also provided in the Consolidated Financial Statements and Annual MD&A.

Additional information, including, without limitation, (i) directors' and officers' remuneration and indebtedness, (ii) principal holders of the Company's securities and (iii) securities authorized for issuance under equity compensation plans, is contained in the Company's management information circular for its annual general meeting of shareholders held on June 13, 2025.

GLOSSARY OF TERMS

The following terms or acronyms used in this Annual Information Report are defined below:

Term or Acronym	Definition
C$	notates the information is presented in Canadian dollars
$ or US$	notates the information is presented in U.S. dollars
€	notates the information is presented in Euros
1st Change in Terms Agreement	has the meaning ascribed thereto under "General Development of the Business — Three Year History — 2025 — Capital Structure — Asset-based revolving credit facility"
280E Position	has the meaning ascribed thereto under "Risk Factors — Tax Risks"
2018 Farm Bill	has the meaning ascribed thereto under "Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — Reform of Federal Legislation on Industrial Hemp"
2023	refers to the year ended December 31, 2023
2024	refers to the year ended December 31, 2024
2025	refers to the year ended December 31, 2025
2026 Refinancing	has the meaning ascribed thereto under "General Development of the Business —
ABL Facility	has the meaning ascribed thereto under "General Development of the Business — Three Year History — 2025 — Capital Structure — Asset-based revolving credit facility"
ACE	Aqueous Cannabis Extraction
ACH	Automated Clearing House
Adjusted Exchange Consideration	has the meaning ascribed thereto under "Description of the Capital Structure – Exchangeable Shares"
Alternative Exchangeable Security	has the meaning ascribed thereto under "Description of the Capital Structure – Exchangeable Shares"
Amended Needham LOC	has the meaning ascribed thereto under "General Development of the Business — Three Year History — 2025 — Capital Structure — Needham Bank"
Annual Information Form	has the meaning ascribed thereto under "Explanatory Notes — Introductory Information"
Annual MD&A	has the meaning ascribed thereto under "Explanatory Notes — Introductory Information"
Articles Amendments	has the meaning ascribed thereto under "Corporate Structure – TSX Listing and U.S. Reorganization"
AI	artificial intelligence
Audit Committee	the audit committee of the Board of Directors
Bank Secrecy Act	has the meaning ascribed thereto under "Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — Money Laundering Laws"
Base Shelf Prospectus	has the meaning ascribed thereto under "General Development of the Business — Three Year History — 2025 — Capital Structure — Base Shelf Prospectus"
Bloom Lenders	has the meaning ascribed thereto under "General Development of the Business — Three Year History — 2025 — Capital Structure — Senior Secured Notes – 2027 "
Bloom Notes – 2025	has the meaning ascribed thereto under "General Development of the Business — Three Year History — 2025 — Capital Structure — Senior Secured Notes – 2027 "
Board of Directors	the board of directors of the Company
CAOA	has the meaning ascribed thereto under "Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — The Controlled Substances Act"
CBD	cannabidiol
CCO	the Company's Chief Compliance Officer
CDS	CDS Clearing and Depository Services Inc.
CEO and Chairman	the Company's Chief Executive Officer and Chairman
cGMP	current Good Manufacturing Practices
Change of Control	has the meaning ascribed thereto under "Description of the Capital Structure – Exchangeable Shares"
Class A Voting Stock	has the meaning ascribed thereto under "Corporate Structure – TSX Listing and U.S. Reorganization"
Class B Non-Voting Stock	has the meaning ascribed thereto under "Corporate Structure – TSX Listing and U.S. Reorganization"
Class C Voting Stock	has the meaning ascribed thereto under "Corporate Structure – TSX Listing and U.S. Reorganization"
Clever Leaves	has the meaning ascribed thereto under "General Development of the Business — Three Year History — 2023 — Acquisitions — Clever Leaves"
CLO	Chief Legal Officer
Cole Memorandum	has the meaning ascribed thereto under "Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — The Controlled Substances Act"
Common Stock	has the meaning ascribed thereto under "Corporate Structure – TSX Listing and U.S. Reorganization"
Company or Curaleaf	Curaleaf Holdings, Inc., its direct and indirect subsidiaries and financially controlled entities

Compensation Committee	the compensation committee of the Board of Directors
Congress	has the meaning ascribed thereto under “Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — The Controlled Substances Act”
Consolidated Financial Statements	has the meaning ascribed thereto under “Explanatory Notes — Introductory Information”
Conversion Amount	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2025 — Capital Structure — Bloom Notes”
CSA	the U.S. Federal Controlled Substances Act (21 U.S.C. § 811)
CSE	the Canadian Securities Exchange
Cura MI	has the meaning ascribed thereto under “Legal Proceedings and Regulatory Actions - *Litigation*”
Cura MI Guaranty	has the meaning ascribed thereto under “Legal Proceedings and Regulatory Actions - *Litigation*”
Curaleaf International	has the meaning ascribed thereto under “Corporate Structure – TSX Listing and U.S. Reorganization”
Curaleaf, Inc.	has the meaning ascribed thereto under “Corporate Structure – TSX Listing and U.S. Reorganization”
Curaleaf, Inc Board	the board of directors of the Company
Curaleaf Poland	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2024 — Acquisitions — Curaleaf Poland S.A. (“Curaleaf Poland”)”
Dark Heart	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2024 — Acquisitions — Dark Heart
DEA	the U.S. Drug Enforcement Administration
Delta-9 THC	delta-9 tetrahydrocannabinol
Deseret	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2023 — Acquisitions — Deseret Wellness (“Deseret”)”
DOJ	the U.S. Department of Justice
DTC	Depository Trust Company
EDGAR	means the Electronic Data Gathering, Analysis and Retrieval
EMMAC	European cannabis company acquired by the Company in 2021. EMMAC has since been renamed Curaleaf International Limited
EU	the European Union
EU-GMP	EU - Good Manufacturing Practices
EWB	East West Bank
EWB Note	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2025 — Capital Structure — Asset-based revolving credit facility”
Exchange Act	the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
Exchangeable Shares	has the meaning ascribed thereto under “Corporate Structure – TSX Listing and U.S. Reorganization”
FASB	Financial Accounting Standards Board
FDA	the U.S. Food and Drug Administration
FDCA	the U.S. Federal Food, Drug, and Cosmetic Act
FinCEN	has the meaning ascribed thereto under “Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — The Controlled Substances Act”
FinCEN Guidance	has the meaning ascribed thereto under “Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — The Controlled Substances Act”
forward-looking statements	has the meaning ascribed thereto under “Explanatory Notes — Forward-Looking Statements”
GHG	greenhouse gas emissions
GMP	good manufacturing practices
Government	(a) the government of Canada, the U.S. or any other foreign country; (b) the government of any Province, state, county, municipality, city, town, or district of Canada, the U.S. or any other foreign country; and (c) any ministry, agency, department, authority, commission, administration, corporation, bank, court, magistrate, tribunal, arbitrator, instrumentality, or political subdivision of, or within the geographical jurisdiction of, any government described in the foregoing clauses (a) and (b), and for greater certainty, includes the CSE, and the TSX.
GR Vending MI	has the meaning ascribed thereto under “Legal Proceedings and Regulatory Actions - *Litigation*”
Half Moon Nursery	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2024 — Acquisitions — Dark Heart”
Hello Farms	has the meaning ascribed thereto under “Legal Proceedings and Regulatory Actions - *Litigation*”
Hello Farms Supply Contract	has the meaning ascribed thereto under “Legal Proceedings and Regulatory Actions - *Litigation*”
HHS	the U.S. Secretary of Health and Human Services
ICFR	Internal Controls over Financial Reporting (as defined under Rule 13a-15(f) under the U.S. Exchange Act)
IFRS	International Financial Reporting Standards
Investment	has the meaning ascribed thereto under “Corporate Structure – TSX Listing and U.S. Reorganization”
Investor	has the meaning ascribed thereto under “Corporate Structure – TSX Listing and U.S. Reorganization”
IRS	the U.S. Internal Revenue Service

IT	Information Technology
Michigan Eastern District Court	has the meaning ascribed thereto under “Legal Proceedings and Regulatory Actions - *Litigation*”
Michigan Entities	has the meaning ascribed thereto under “Legal Proceedings and Regulatory Actions - *Litigation*”
MJDS	the U.S./Canada Multijurisdictional Disclosure System
Money Laundering Control Act	has the meaning ascribed thereto under “Risk Factors — Anti-Money Laundering Laws and Regulations”
MORE Act	has the meaning ascribed thereto under “Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — The Controlled Substances Act”
MSA	Management Service Agreement
MSO	has the meaning ascribed thereto under “Business of the Company — competitive landscape”
MVS	the multiple voting shares in the capital of the Company
Needham Loan Agreement	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2024 — Capital Structure”
Needham LOC	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2025 — Capital Structure — Needham Bank”
NGC	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2024 — Acquisitions — Northern Green Canada Inc. (“NGC”)”
NGC Note	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2025 — Capital Structure — Tangela Holdings, LTD”
NHS	the U.K. National Health Service
NI 52-110	National Instrument 52-110 — Audit Committees
Note Exchange	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2025 — Capital Structure — Senior Secured Notes – 2027 ”
Note Indenture	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2025 — Capital Structure — Senior Secured Notes – 2026”
NPRM	has the meaning ascribed thereto under “Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — The Controlled Substances Act”
NYSE	New York Stock Exchange
Options	has the meaning ascribed thereto under “Description of the Capital Structure — Options, RSUs & PSUs”
OTC	Over-the-Counter trading and markets
OTCQX	the OTCQX® Best Market, an over-the-counter stock exchange, by OTC Markets Group
person	any corporation, partnership, limited liability company or partnership, joint venture, trust, unincorporated association or organization, business, enterprise or other entity; any individual; and any Government
PKF O’Connor Davies	has the meaning ascribed thereto under “Independent Auditors, Transfer Agent and Registrar”
Plan	has the meaning ascribed thereto under “Description of the Capital Structure — Stock and Incentive Plan”
POCA 2002	has the meaning ascribed thereto under “Risk Factors — General Business Risks — Changes in applicable legislation (including POCA 2002)”
Proceeds of Crime (Money Laundering) and Terrorist Financing Act	Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada)
Protection Agreement	has the meaning ascribed thereto under “Corporate Structure – TSX Listing and U.S. Reorganization”
PSUs	has the meaning ascribed thereto under “Description of the Capital Structure — Options, RSUs & PSUs”
R&D	Research and Development
Registration Statement	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2025 — Capital Structure — Base Shelf Prospectus”
Reorganization	has the meaning ascribed thereto under “Corporate Structure – TSX Listing and U.S. Reorganization”
Rescheduling	has the meaning ascribed thereto under “Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — The Controlled Substances Act”
Research Expansion Act	has the meaning ascribed thereto under “Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — The Controlled Substances Act”
Restructured Bloom Note	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2025 — Capital Structure — Bloom Notes”
Rohrabacher-Farr Amendment	has the meaning ascribed thereto under “Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — The Controlled Substances Act”
RSUs	has the meaning ascribed thereto under “Description of the Capital Structure — Options, RSUs & PSUs”
SAFER Banking Act	has the meaning ascribed thereto under “Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — The Controlled Substances Act”
SEC	the U.S. Securities and Exchange Commission
SEDAR+	Means the System for Electronic Document Analysis and Retrieval+
Senior Secured Notes - 2026	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2025 — Capital Structure — Senior Secured Notes – 2026”

Senior Secured Notes - 2027	has the meaning ascribed thereto under “General Development of the Business — Three Year History — 2025 — Capital Structure — Senior Secured Notes – 2027”
Senior Secured Notes - 2029	has the meaning ascribed thereto under “General Development of the Business — Recent Developments — Capital Structure — Senior Secured Notes – 2029”
Shareholders	the shareholders of Curaleaf Holdings, Inc
Shareholders’ Agreement	has the meaning ascribed thereto under “Corporate Structure – TSX Listing and U.S. Reorganization”
SOX	the Sarbanes-Oxley Act of 2002
Staff Notice 51-352	the Canadian Securities Administrators Staff Notice 51-352 (Revised) dated February 8, 2018 – *Issuers with U.S. Marijuana-Related Activities*
state	a state of the U.S., as the context requires
Subscription Agreement	has the meaning ascribed thereto under “Corporate Structure – TSX Listing and U.S. Reorganization”
subsidiary	with respect to a specified corporation, any corporation of which more than fifty per cent (50%) of the outstanding shares ordinarily entitled to elect a majority of the board of directors thereof (whether or not shares of any other class or classes shall or might be entitled to vote upon the happening of any event or contingency) are at the time owned directly or indirectly by such specified corporation, and shall include any corporation in like relation to a subsidiary
SVS	the subordinate voting shares in the capital of the Company
S&P	Standard & Poor
THC	tetrahydrocannabinol
TSX	the Toronto Stock Exchange
TSX Listing	has the meaning ascribed thereto under “Corporate Structure – TSX Listing and U.S. Reorganization”
TSX Requirements	has the meaning ascribed thereto under “Regulatory Environment: Issuers with U.S. Cannabis-Related Assets — Overview of U.S. Federal Regulatory Framework — Heightened Scrutiny by Regulatory Authorities”
U.K.	the United Kingdom
U.S.	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
U.S. Exchange Act	the U.S. Securities Exchange Act of 1934, as amended
U.S. GAAP	U.S. Generally Accepted Accounting Principles
U.S. PATRIOT Act	has the meaning ascribed thereto under “Risk Factors — Anti-Money Laundering Laws and Regulations”
U.S. Securities Act	the U.S. Securities Act of 1933, as amended
USDA	U.S. Department of Agriculture
USPTO	the United States Patent and Trademark Office

APPENDIX A

MANDATE OF THE AUDIT COMMITTEE OF CURALEAF HOLDINGS, INC.



CURALEAF HOLDINGS, INC.

AUDIT COMMITTEE CHARTER

1. PURPOSE

The Audit Committee (the **"Committee"**) shall be established by resolution of the Board of Directors (the " **Board**") of Curaleaf Holdings, Inc., a corporation existing under the laws of British Columbia (the "**Company**").

The Committee is responsible for:

a) Assisting the Board in fulfilling its oversight responsibilities as they relate to the Company's accounting policies and internal controls, financial reporting practices and legal and regulatory compliance, including, among other things:

- Monitoring the quality and integrity of the Company's financial statements, corporate accounting and financial reporting processes and financial information that will be provided to shareholders and others;
- Reviewing the Company's compliance with certain legal and regulatory requirements;
- Evaluating the independent auditors' qualifications and independence;
- Overseeing management's design, implementation and effective conduct of internal controls over financial reporting and disclosure controls and procedures; and
- Monitoring the performance of the Company's internal audit function and the Company's independent auditors as well as any other public accounting firm engaged to perform other audit, review or attest services.

b) Providing an open avenue of communication among the independent auditors, financial advisors and senior management and the Board.

c) Annually evaluating the performance of the Committee.

While the Committee has the duties and responsibilities set forth in this Charter, the role of the Committee is oversight. The Committee is not responsible for planning or conducting the audit or determining whether the Company's financial statements are complete and accurate and in accordance with applicable accounting rules. Such activities are the responsibility of the Company's independent auditors and management. The Committee has direct responsibility for the appointment, compensation, oversight and replacement, if necessary, of the independent auditors, including the

resolution of disagreements between management and the independent auditors regarding financial reporting, and any other registered public accounting firm with respect to which the Committee is required to have such responsibility.

The Committee and each of its members shall be entitled to rely on:

a. The integrity of those persons and organizations within and outside of the Company from which it receives information;

b. The accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board); and

c. Representations made by management as to any audit and non-audit services provided by the independent auditors to the Company.

2. COMPOSITION AND QUALIFICATIONS

The Committee shall be appointed by the Board and shall be comprised of at least three Directors (as determined from time to time by the Board), one of whom shall be appointed by the Board as Chairman of the Committee. If a Chairman is not so appointed, the members of the Committee may elect a Chairman by majority vote. Committee members may be removed by the Board in its discretion.

Each member of the Committee shall be "independent" as contemplated by applicable Canadian laws and regulations, such as the rules of the Canadian Securities Administrators and National Instrument 52-110 *Audit Committees* and including the listing requirements of the Toronto Stock Exchange (collectively, the "**Canadian Corporate Governance Standards**").

Each member of the Committee must be "financially literate" as contemplated by Canadian Corporate Governance Standards.

A Committee member invited to sit on another public company's audit committee must notify the Board. If a Committee member or proposed Committee member simultaneously serves on the audit committees of two other public companies, the Board must determine whether or not such simultaneous service would impair the ability of such member to effectively serve on the Committee.

No member of the Committee shall receive from the Company or any of its affiliates any compensation other than the fees to which he or she is entitled as a Director of the Company or a member of a committee of the Board. Such fees may be paid in cash and/or shares, options or other in-kind consideration ordinarily available to Directors. Prohibited compensation includes fees paid, directly or indirectly, for services as a consultant or as legal or financial advisor, regardless of the amount.

3. MEETINGS

The Committee shall meet as frequently as the Chairman of the Committee deems appropriate subject to the provisions of this Charter. The Committee may meet with the independent auditors, internal auditors, and management separately, to the extent the Committee deems necessary and appropriate.

A. Frequency

The Committee shall hold regularly scheduled meetings at least quarterly and such special meetings as circumstances dictate. The Chair of the Committee, any member of the Committee, the independent auditors, the Chairman of the Board, the Chief Executive Officer ("**CEO**") or the Chief Financial Officer ("**CFO**") may call a meeting of the Committee by notifying the Company's Corporate secretary, who will notify the members of the Committee.

B. Agenda and Notice

The Chairman of the Committee shall establish the meeting dates and the meeting agenda. The Chairman of the Committee or the Company Secretary shall send proper notice of each Committee meeting and information concerning the business to be conducted at the meeting, to the extent practical, to each member prior to each meeting.

Any written material provided to the Committee shall be appropriately balanced (i.e. relevant and concise) and shall be distributed in advance of the respective meeting with sufficient time to allow Committee members to review and understand the information.

C. Holding and Recording Meetings

Committee meetings may be held in person or telephonically. The Committee shall keep written minutes of its meetings and submit such minutes to the Board.

D. Quorum

A majority of the members of the Committee shall constitute a quorum.

E. Executive Sessions

The Committee will meet periodically (not less than annually) in separate executive sessions with each of the Chief Financial Officer or any other executive officer, the principal accounting officer and/or the senior internal auditing executive (or any other personnel responsible for the internal audit function), and the independent auditors.

4. COMPENSATION

The compensation of Committee members shall be determined by the Board.

5. RESPONSIBILITIES OF THE COMMITTEE

A. System of Financial Controls

The Committee shall oversee the process by which management shall design, implement, amend, maintain, and enforce a comprehensive system of financial controls (including the right internal and external people and resources, policies, processes and enforcement) aimed at ensuring the integrity and compliance of the Company's books and records with generally accepted accounting principles in the U.S. ("**GAAP**"), and sound business practices, as well as protecting the value of the Company's assets and safeguarding the credibility of its brand, employees, management team, Board, and shareholders.

The system of financial controls will embody the adoption of best practices in financial controls and foster honesty, integrity, accuracy, and transparency in all aspects of the Company. Best practices include but are not limited to: setting the right tone at the top; active review of business performance by executive management, with regular reporting to and oversight by the Board; an accurate, stable and reliable general ledger; a robust internal audit function; unambiguous compliance with GAAP; and full transparency and ongoing dialogue with the Board, management and external auditors. Such system shall also incorporate the principles contained within the Code of Business Conduct and Ethics for the Chief Executive Officer and Chief Financial Officer as adopted by the Board.

B. Annual Audit Review

The Committee shall review and discuss the annual audited financial statements including the independent auditors' audit and audit report thereon, and the annual Management's Discussion and Analysis of Financial Condition and Results of Operations of the Company with management and the independent auditors. In connection with such review, the Committee will:

- Review the scope of the audit, the audit plan and the audit procedures utilized.
- Review with the independent auditors any audit problems or difficulties encountered during their audit, including any change in the scope of the planned audit, any restrictions placed on the scope of the audit or access to requested information, and any significant disagreements with management, and management's response to such problems or difficulties.
- Resolve any differences in financial reporting between management and the independent auditors.
- Review with management, internal auditors, and the independent auditors, the adequacy of the Company's internal controls, including information systems controls and security and bookkeeping controls and any significant findings and recommendations with respect to such controls.
- Review reports required to be submitted by the independent auditors concerning:
    - All critical accounting policies and practices used in the preparation of the Company's financial statements.
    - All alternative treatments of financial information within GAAP that have been discussed with management, ramifications of such alternatives, and the accounting treatment preferred by the independent auditors.

- Any other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

- Review and discuss the integrity of the annual audited Company financial statements and quarterly financial statements with management and the independent auditors, including the notes thereto and all matters required by applicable auditing standards, and the written disclosures required by applicable auditing standards regarding the independent auditors' independence.

- Review and discuss:

  - Major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.

  - Analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analysis of the effects of alternative GAAP methods on the financial statements and the effects of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

- Inquire about and review with management and the independent auditors any significant risks or exposures faced by the Company and discuss with management the steps taken to minimize such risk or exposure. Such risks and exposures include, but are not limited to, threatened and pending litigation, claims against the Company, tax matters, regulatory compliance and correspondence from regulatory authorities, and environmental exposure.

- Discuss policies and procedures concerning earnings press releases and review the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma" and "adjusted" or other non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies.

C. Quarterly Reviews

Review and discuss the quarterly financial statements and the quarterly Management's Discussion and Analysis of Financial Condition and Results of Operations of the Company with management and the internal auditors, and the independent auditors, together with the independent auditors' review thereof pursuant to professional standards and procedures for conducting such reviews, as established by GAAP and applicable securities laws. In connection with the quarterly reviews, the Committee shall inquire about and review with management and the independent auditors any significant risks or exposures faced by the Company and discuss with management the steps taken to minimize such risk or exposure.

D. Other Financial Information

Review and discuss with management, where appropriate, financial information contained in any prospectuses, annual information forms, annual reports to shareholders, management proxy circulars, material change disclosure of a financial nature and similar disclosure and other documents prior to the filing or public disclosure of such documents or information.

E. Oversight of Independent Auditors

The Company's independent auditors shall report directly to and are ultimately accountable to the Committee. In connection with its oversight of the performance and independence of the independent auditors, the Committee will:

- Have the sole authority and direct responsibility to appoint, retain, compensate, oversee and replace (subject to shareholder approval, if deemed advisable by the Board or if required under applicable law) the independent auditors.

- Have authority to approve the engagement letter and all audit, audit-related, tax and other permissible non-audit services proposed to be performed by the independent auditors and the related fees for such services in accordance with the Audit and Non-Audit Services Pre-Approval Policy.

- Obtain confirmation and assurance as to the independent auditors' independence, including ensuring that they submit on a periodic basis (not less than annually) to the Committee a formal written statement delineating all relationships between the independent auditors and the Company. The Committee shall actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and shall take appropriate action in response to the independent auditors' report to satisfy itself of their independence.

- At least annually, obtain and review a report by the independent auditors describing the firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

- Meet with the independent auditors prior to the annual audit to discuss planning and staffing of the audit.

- Review and evaluate the performance of the independent auditors, as the basis for a decision to reappoint or replace the independent auditors.

- Set clear hiring policies for employees or former employees of the independent auditors, including but not limited to, as required by all applicable laws and listing rules.

- Consider whether rotation of the independent auditors is required to ensure independence.

F. Oversight of Internal Audit

In connection with its oversight responsibilities, the Committee shall have authority over and direct responsibility for the internal audit function at the Company at all times. In the Committee's discretion, the internal audit function may be outsourced to a third-party vendor, provided that such vendor follows the standards and guidelines established by the Committee. The head of the internal audit function (or the third-party vendor providing internal audit function support, if applicable) will report directly to the Committee or its designee. The head of the internal audit function or the relationship manager of the vendor providing internal audit function support, as applicable, shall report at least annually to the Committee regarding the internal audit function's organizational structure and personnel.

In overseeing internal audit, the Committee will:

- Review the appointment or replacement of the senior internal auditing executive, if any, or, if outsourced, the third-party vendor providing internal audit services.

- Review, in consultation with management, the independent auditors and the senior internal auditing executive, if any, the plan and scope of internal audit activities.

- Review internal audit activities, budget and staffing.

- Review significant reports to management prepared by the internal auditing department and management's responses to such reports.

G. Disclosure Controls & Procedures ("DC&P") and Internal Controls over Financial Reporting ("ICFR")

- Monitor and review the Company's Disclosure, on an annual basis.

- Receive and review the quarterly report of the Disclosure and Policy Compliance Committee on its activities for the quarter.

- On a quarterly basis, review management's assessment of the design adequacy and effectiveness of the Company's DC&P and ICFR including any significant control deficiencies identified and the related remediation plans.

- Review management's assessment of the operating effectiveness of the Company's DC&P (quarterly) and ICFR (annually) including any significant control deficiencies identified and the related remediation plans.

- Review and discuss any fraud or alleged fraud involving management or other employees who have a role in Company's ICFR and the related corrective and disciplinary actions to be taken.

- Discuss with management any significant changes in the ICFR that are disclosed, or considered for disclosure on a quarterly basis.

- Review and discuss with the CEO and the CFO the procedures undertaken in connection with the CEO and CFO certifications for the annual and interim filings with the securities commissions.

- Review the Company's compliance with applicable legal and regulatory requirements relating to ICFR.

- Review, monitor, report, and, where appropriate, provide recommendations to the Board on the Company's DC&P.

H. Risk Assessment and Risk Management

The Committee shall discuss the Company's major business, operational, and financial risk exposures and the guidelines, policies and practices regarding risk assessment and risk management, including derivative policies, insurance programs and steps management has taken to monitor and control major business, operational and financial risks.

I. Ethical Standards

The Committee shall establish, maintain and oversee the Company's Code of Business Conduct and Ethics (the **"Code**"), including dealing with issues that may arise under the Code related to executive officers and Directors of the Company. The Committee shall be responsible for reviewing and evaluating the Code periodically and will recommend any necessary or appropriate changes thereto to the Board for consideration. The Committee shall also assist the Board with the monitoring of compliance with the Code and consider any waivers of the Code (other than waivers applicable to the Directors or executive officers, which shall be subject to review by the Board as a whole).

J. Related Party Transactions

The Committee shall review and approve related-party transactions or recommend related-party transactions for review by independent members of the Board. In discharging such duties, the Committee shall comply with the procedures set out in the Related Party Transactions Policy in effect from time to time.

To the extent any member of the Committee is a party to a related-party transaction, such Committee member shall recuse itself from the deliberations and approval process of such related-party transaction.

K. Submission of Complaints

The Committee shall establish procedures for (a) receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, (b) the confidential, anonymous submission by Directors, officers, employees, consultants and contractors of the Company of concerns regarding questionable accounting or auditing matters and (c) the investigation of such matters with appropriate follow-up actions.

L. Legal Compliance

On at least an annual basis, the Committee shall review with the Company's legal counsel and management, all legal and regulatory matters and litigation, claims or contingencies, including tax assessments, license or concession defaults or notifications, health and safety violations or environmental issues, that could have a material effect upon the financial position of the Company, and the manner in which these matters may be, or have been, disclosed in the financial statements.

M. Regulatory Developments

The Committee shall monitor and provide reports to the Board with respect to developments in accounting rules and practices, income tax laws and regulations, and other regulatory requirements that affect matters within the scope of the Committee's authority and responsibilities.

N. Other Responsibilities

The Committee shall perform such other duties as may be required by law or requested by the Board or deemed appropriate by the Committee. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.

6. COMMITTEE ADMINISTRATIVE MATTERS

A. Independent Advisors

The Committee shall have authority to engage, provide appropriate funding for and cause the Company to pay the compensation to obtain advice and assistance from outside legal, accounting or other advisors to carry out its responsibilities.

B. Funding

The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors or any other registered public accounting firm engaged for the purpose of rendering or issuing an

audit report or performing other audit, review or attest services for the Company; to any other advisors engaged by the Committee; and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

C. Access to Records and Personnel

The Committee shall have full access to any relevant records of the Company that it deems necessary to carry out its responsibilities. The Committee may request that any officer or other employee of the Company or any advisor to the Company meet with members of the Committee or its advisors, as it deems necessary to carry out its responsibilities.

D. Reports to Board of Directors

The Committee shall report regularly to the Board with respect to Committee activities and its conclusions with respect to the independent auditors, with recommendations to the Board as the Committee deems appropriate.

E. Annual Meeting Planner

Prior to the beginning of a fiscal year, the Committee shall submit an annual planner for the meetings to be held during the upcoming fiscal year, for review and approval by the Board to ensure compliance with the requirements of the Committee's Charter.

F. Education and Orientation

Members of the Committee shall be provided with appropriate and timely training to enhance their understanding of auditing, accounting, regulatory and industry issues applicable to the Company.
New Committee members shall be provided with an orientation program to educate them on the Company's business, their responsibilities and the Company's financial reporting and accounting practices.

G. Review of this Charter

The Committee shall review and reassess annually the adequacy of this Committee Charter and recommend any proposed changes to the Board.

H. Evaluation of Committee

The Committee is responsible for developing and conducting an annual self-assessment of its performance. The Committee shall report to the full Board on the results of its assessment each year and shall make any appropriate recommendations to further enhance the Committee's performance.

Exhibit 99.2



CURALEAF HOLDINGS, INC.

Consolidated Financial Statements

As of and for the Years Ended

December 31, 2025 and 2024

(Expressed in Thousands United States Dollars Unless Otherwise Stated)

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Curaleaf Holdings, Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Curaleaf Holdings, Inc. (the "Company") as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive loss, temporary equity and shareholders' equity, and cash flows for each of the two years in the period ended December 31, 2025, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control–Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 26, 2026, expressed an unqualified opinion.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Valuation of inventory

As described in Notes 3 and 8 to the financial statements, the Company's net inventory as of December 31, 2025, was $225.0 million and consisted of cannabis and non-cannabis raw materials, work-in-process, and finished goods. Inventory is recorded at cost and subsequently measured at the lower of cost and net realizable value. Significant inputs and assumptions include the allocation of production and overhead costs to units produced. Additionally, the Company records a provision for aged, obsolete, or unsellable inventory, which requires significant judgment. The Company periodically reviews its inventory to identify aged, obsolete, or unsellable items based primarily on defined aging thresholds that vary by product category, as well as considering product shelf life, expiration dates, state-specific inventory levels, and other qualitative factors requiring management judgment.

The valuation of inventory was identified as a critical audit matter due to the significant assumptions management applied in determining inventory valuation and the increased level of audit effort required to assess the reasonableness of management's assumptions and estimates.

The primary audit procedures performed to address this critical audit matter included:

- Obtained an understanding of and evaluated the design, implementation, and operating effectiveness of internal controls related to inventory valuation, including the allocation of production and overhead costs.
- Evaluated management's policy for setting standard costs, including yield and lifecycle assumptions, and assessed the reasonableness of significant assumptions by testing inventory costs against historical production data and third-party purchases.
- Evaluated the appropriateness of management's methodologies, significant assumptions, and inputs used in assessing net realizable value and determining reserves for slow-moving or excess inventory. This included comparing management's assumptions to historical trends, independent calculations, current selling prices, and costs, as well as evidence obtained from other audit procedures.
- Tested the mathematical accuracy of inventory valuation calculations and assessed the completeness and accuracy of underlying data.
- Evaluated and tested the appropriateness of management's cost classification between cost of goods sold and operating expenses, ensuring proper capitalization of inventory costs impacting valuation.
- Evaluated the adequacy and completeness of the disclosures related to inventory in the financial statements, ensuring compliance with applicable accounting standards.

Evaluation of the impairment analysis for goodwill and intangible assets

As described in Notes 3 and 23 to the financial statements, the carrying values of the Company's goodwill and intangible assets, net of accumulated amortization, were $635 million and $1,011 million, respectively, as of December 31, 2025. The Company conducts impairment testing annually or when a triggering event occurs. Impairment charges are determined by comparing the fair value of the reporting unit to its carrying amount. The Company did not recognize any impairment losses on its goodwill or intangible assets for the year ended December 31, 2025.

We identified the evaluation of goodwill and intangible asset impairment as a critical audit matter due to the high degree of auditor judgment required to assess the significant assumptions used in determining fair value estimates. This evaluation involved the use of professionals with specialized skills and knowledge. Additionally, the sensitivity of reasonably possible changes to these assumptions could have a significant impact on the fair value determination and the Company's impairment assessment.

The primary audit procedures performed to address this critical audit matter included:

- Obtained an understanding of and evaluated the design, implementation, and operating effectiveness of internal controls related to management's impairment assessment process for goodwill and intangible assets.
- Assessed the appropriateness of the reporting units considered in management's impairment analysis, ensuring alignment with the Company's organizational structure and financial reporting.
- Evaluated the goodwill impairment analysis performed by a third-party valuation specialist engaged by management, including assessing key assumptions, methodologies, and consistency with relevant accounting standards.
- Evaluated management's qualitative assessment of impairment over long-lived assets held and used for reasonableness.
- Reviewed the credentials and expertise of the third-party valuation firm to determine whether its personnel had the necessary qualifications, experience, and industry knowledge to perform the impairment analysis.
- Assessed the reasonableness of the Company's forecasted sales growth rates and margins by comparing growth assumptions to historical performance, industry trends, and relevant market data.
- With the assistance of our firm's valuation specialists, we tested the appropriateness of management's judgments and assumptions in its impairment analysis, including:
    - Verified the mathematical accuracy of the impairment calculations and assessed the completeness and accuracy of the underlying data used.
    - Evaluated the appropriateness of the valuation methodologies applied by management, as well as the reasonableness of key assumptions and inputs, including discount rates, market multiples, risk-free rate, and the weighted-average cost of capital.
    - Performed procedures to assess the impact of potential changes in key assumptions on the fair value of reporting units deemed at risk of impairment.
    - Compared management's key assumptions to historical financial performance, industry and market trends, and corroborating audit evidence to assess their reasonableness.
- Evaluated the adequacy and completeness of the disclosures related to goodwill and intangible assets in the financial statements, ensuring compliance with applicable accounting standards.

Evaluation of uncertain tax positions

As described in Notes 3 and 23 to the financial statements, the Company has taken uncertain tax positions based on legal interpretations that challenge its tax liability under Internal Revenue Code Section 280(E) and inventory costs for tax purposes. The Company has filed amended federal and state tax returns with refund claims for several entities related to tax years prior to 2023 based on these positions. Uncertainty in a tax position may arise because tax laws are subject to interpretation. The Company uses significant judgment to (1) determine whether, based on the technical merits, a tax position is more likely than not to be sustained and (2) measure the amount of tax benefit that qualifies for recognition. As of December 31, 2025, the Company's uncertain tax position was $532 million.

Auditing management's estimate of the amount of tax benefit that qualifies for recognition involved especially challenging judgment because management's estimate is complex, highly subjective and based on interpretations of tax laws and legal rulings.

The primary audit procedures performed to address this critical audit matter included:

- With the assistance of our tax specialists, we assessed the technical merits of the Company's tax positions, including evaluating income tax interpretations and third-party advice from a law firm obtained by the Company and the Company's process of filing tax returns with uncertain tax positions.
- Evaluated the appropriateness of the Company's accounting for its tax positions taking into consideration relevant federal and state income tax laws.
- Analyzed the Company's assumptions and data used to determine the amount of tax benefit to recognize and tested the completeness and accuracy of the calculations.
- Evaluated the adequacy of the Company's financial statement disclosures related to these tax matters.

We have served as the Company's auditor since 2022.

/s/ PKF O'Connor Davies, LLP

New York, New York
February 26, 2026

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Curaleaf Holdings, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Curaleaf Holdings, Inc.'s (the "Company") internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control–Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control–Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of December 31, 2025 and 2024, and the related consolidated statements of operations, comprehensive loss, temporary equity and shareholders' equity, and cash flows for each of the two years in the period ended December 31, 2025, and our report dated February 26, 2026, expressed an unqualified opinion.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management's Annual Report on Internal Controls over Financial Reporting*. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PKF O'Connor Davies, LLP

New York, New York
February 26, 2026

Curaleaf Holdings, Inc.
Consolidated Balance Sheets
(in thousands)

	Note	As of December 31, 2025	As of December 31, 2024
Assets			
Current assets:			
Cash and cash equivalents (including restricted cash and cash equivalents)	*3*	$ 101,573	107,226
Accounts receivable, net of allowance for credit losses of $2,617 and $2,722, respectively	*7, 27*	76,339	66,031
Inventories, net	*8*	225,022	216,937
Assets held for sale	*5, 6*	3,681	15,653
Prepaid expenses and other current assets	*3*	37,379	28,067
Notes receivable - current	*9*	4,629	451
Total current assets		448,623	434,365
Deferred tax asset	*23*	443	401
Income tax receivable	*23*	2,382	20,041
Investments and other assets	*14, 27*	13,396	14,982
Notes receivable - net of current	*9*	2,980	2,037
Property, plant and equipment, net	*10, 12*	520,386	542,604
Right-of-use assets, finance lease, net	*11*	97,599	105,168
Right-of-use assets, operating lease, net	*11*	113,274	115,829
Intangible assets, net	*13*	1,011,115	1,085,397
Goodwill	*13*	635,117	628,884
Total assets		$ 2,845,315	$ 2,949,708

Curaleaf Holdings, Inc.
Consolidated Balance Sheets
(in thousands)

	Note	As of December 31, 2025	As of December 31, 2024
Liabilities, Temporary equity and Shareholders' equity			
Current liabilities:			
Accounts payable		$ 74,725	$ 79,129
Accrued expenses	*15*	110,493	102,188
Income tax payable	*23*	18,952	23,414
Lease liabilities, finance - current	*11*	11,684	10,995
Lease liabilities, operating - current	*11*	19,837	17,333
Notes payable - current	*16*	35,730	101,723
Contingent consideration liability - current	*4, 27*	—	3,310
Deferred consideration liability - current	*4*	2,966	33,068
Financial obligations - current	*12*	7,238	7,208
Liabilities associated with assets held for sale	*5, 6*	7,073	8,905
Other current liabilities		5,616	652
Total current liabilities		294,314	387,925
Deferred tax liability	*23*	212,002	244,773
Notes payable - net of current	*16*	512,922	466,897
Lease liabilities, finance - net of current	*11*	144,446	150,683
Lease liabilities, operating - net of current	*11*	102,346	106,192
Uncertain tax position	*23*	531,508	392,188
Contingent consideration liability - net of current	*4, 27*	3,358	2,837
Deferred consideration liability - net of current	*4*	—	2,000
Financial obligations - net of current	*12*	202,901	201,687
Other long-term liabilities		1,237	1,133
Total liabilities		2,005,034	1,956,315
Commitments and contingencies	*26*		
Temporary equity:			
Redeemable non-controlling interest contingency	*2, 18*	83,931	132,179
Shareholders' equity:			
Additional paid-in capital	*17*	2,345,402	2,237,468
Accumulated other comprehensive loss		(1,808)	(20,080)
Accumulated deficit		(1,587,244)	(1,356,174)
Total shareholders' equity		756,350	861,214
Total liabilities, temporary equity and shareholders' equity		$ 2,845,315	$ 2,949,708

The accompanying notes are an integral part of the Consolidated Financial Statements (as defined herein).

Curaleaf Holdings, Inc.
Consolidated Statements of Operations
(in thousands, except for share and per share amounts)

	Note	Years Ended December 31, 2025	Years Ended December 31, 2024
Revenues, net:			
Retail and wholesale revenues		$ 1,254,821	$ 1,328,331
Management fee income		13,314	5,968
Total revenues, net	*25*	1,268,135	1,334,299
Cost of goods sold	*10, 11*	637,113	693,522
Gross profit		631,022	640,777
Operating expenses:			
Selling, general and administrative	*20*	428,442	418,534
Share-based compensation	*19*	35,736	25,696
Depreciation and amortization	*10, 11, 13*	141,394	171,804
Total operating expenses		605,572	616,034
Income from continuing operations		25,450	24,743
Other income (expense):			
Interest income		663	776
Interest expense	*16*	(56,753)	(59,353)
Interest expense related to lease liabilities and financial obligations	*11, 12*	(44,076)	(41,263)
Impairment loss	*10, 11, 12*	(9,080)	(54,245)
Other income, net	*22*	5,582	15,984
Total other expense, net		(103,664)	(138,101)
Loss before provision for income taxes		(78,214)	(113,358)
Provision for income taxes	*23*	(123,689)	(98,251)
Net loss from continuing operations		(201,903)	(211,609)
Net loss from discontinued operations	*6*	(26,250)	(10,398)
Net loss		(228,153)	(222,007)
Less: Net income (loss) attributable to non-controlling interest	*2, 18*	2,917	(6,584)
Net loss attributable to Curaleaf Holdings, Inc.		$ (231,070)	$ (215,423)
Per share – basic and diluted[2]:			
Net loss per share from continuing operations[1]		$ (0.32)	$ (0.31)
Net loss per share from discontinued operations		(0.03)	(0.01)
Net loss per share attributable to Curaleaf Holdings, Inc.[1]	*24*	$ (0.35)	$ (0.32)
Weighted average common shares outstanding[2]	*24*	762,090,951	740,825,099

[1] Certain non-controlling interests are redeemable at the option of the holders. When the estimated redemption value exceeds the recorded amount, the excess is charged directly to Shareholders' equity on the Consolidated Balance Sheets. This adjustment does not affect the Company's reported net loss; however, under ASC 480-10, *Distinguishing Liabilities from Equity*, the excess redemption value must be included in the calculation of earnings per share - basic and diluted. See *Note 2 — Basis of presentation and consolidation* and *Note 24 — Earnings per share* for further details.

[2] As a result of the Company's net losses from its continuing and discontinued operations for the years ended December 31, 2025 and 2024, the calculation of diluted net loss per share for each period presented gives no consideration to potentially anti-dilutive securities; and as such, is the same as basic net loss per share for each period presented.

The accompanying notes are an integral part of the Consolidated Financial Statements (as defined herein).

Curaleaf Holdings, Inc.
Consolidated Statements of Comprehensive Loss
(in thousands)

	Years Ended	
	December 31, 2025	**December 31, 2024**
Net loss from continuing operations	$ (201,903)	$ (211,609)
Foreign currency translation gain (loss)	26,927	(12,838)
Net comprehensive loss from continuing operations	(174,976)	(224,447)
Net comprehensive loss from discontinued operations	(26,250)	(10,398)
Net comprehensive loss	(201,226)	(234,845)
Less: Net comprehensive income (loss) attributable to non-controlling interest	11,572	(11,217)
Net comprehensive loss attributable to Curaleaf Holdings, Inc.	$ (212,798)	$ (223,628)

The accompanying notes are an integral part of the Consolidated Financial Statements (as defined herein).

Curaleaf Holdings, Inc.
Consolidated Statements of Temporary Equity and Shareholders' Equity
(in thousands, except for share amounts)

	Note	Redeemable non-controlling interest contingency	Common shares Number of Shares SVS*	Common shares Number of Shares MVS*	Additional paid-in capital	Treasury shares	Accumulated other comprehensive loss	Accumulated deficit	Total shareholders' equity
Balances as of December 31, 2023		$ 120,650	639,757,098	93,970,705	$2,204,318	$ (1,050)	$ (11,875)	$ (1,140,751)	$ 1,050,642
Issuance of shares in connection with acquisitions	*4*	—	12,800,791	—	32,117	—	—	—	32,117
Acquisition escrow shares returned and cancelled		—	(170,158)	—	(535)	—	—	—	(535)
Foreign currency translation loss		(4,633)	—	—	—	—	(8,205)	—	(8,205)
Exercise of stock options	*19*	—	75,391	—	156	—	—	—	156
Issuance of SVS* for settlement of RSUs**	*19*	—	3,228,557	—	—	—	—	—	—
Issuance of SVS* for settlement of PSUs**	*19*	—	396,537	—	—	—	—	—	—
Reclassifications and revisions		—	—	—	(1,538)	1,050	—	—	(488)
Excess redemption value above carrying value	*18*	22,746	—	—	(22,746)	—	—	—	(22,746)
Share-based compensation: equity-classified awards	*19*	—	—	—	25,696	—	—	—	25,696
Net loss		(6,584)	—	—	—	—	—	(215,423)	(215,423)
Balances as of December 31, 2024		$ 132,179	656,088,216	93,970,705	$2,237,468	$ —	$ (20,080)	$ (1,356,174)	$ 861,214
Balances as of December 31, 2024		$ 132,179	656,088,216	93,970,705	$2,237,468	$ —	$ (20,080)	$ (1,356,174)	$ 861,214
Extinguishment of convertible notes by issuance of SVS*	*16*	—	4,282,596	—	16,500	—	—	—	16,500
Issuance of SVS* to settle non-controlling interest	*18*	(5,418)	6,810,853	—	5,418	—	—	—	5,418
Excess carrying value of redeemed NCI over consideration paid in SVS*	*18*	(96,696)	—	—	96,696	—	—	—	96,696
Acquisition related contingent equity consideration	*4*	—	621,166	—	497	—	—	—	497
Acquisition related deferred equity consideration	*4*	—	5,762,718	—	77	—	—	—	77
Foreign currency translation gain		8,655	—	—	—	—	18,272	—	18,272
Exercise of stock options	*19*	—	1,864,272	—	256	—	—	—	256
Issuance of SVS* for settlement of liability[1]		—	96,052	—	77	—	—	—	77
Issuance of SVS* for settlement of RSUs**	*19*	—	2,618,222	—	—	—	—	—	—
Issuance of SVS* for settlement of PSUs**	*19*	—	359,948	—	—	—	—	—	—
Excess redemption value above carrying value	*18*	42,294	—	—	(42,294)	—	—	—	(42,294)
Share-based compensation: equity-classified awards	*19*	—	—	—	30,707	—	—	—	30,707
Net income (loss)		2,917	—	—	—	—	—	(231,070)	(231,070)
Balances as of December 31, 2025		$ 83,931	678,504,043	93,970,705	$2,345,402	$ —	$ (1,808)	$ (1,587,244)	$ 756,350

*as defined in *Note 1 — Operations of the Company*

**as defined in *Note 3 — Significant accounting policies*

[1] The Company issued shares to settle a liability stemming from then-outstanding supply obligations.

The accompanying notes are an integral part of the Consolidated Financial Statements (as defined herein).

Curaleaf Holdings, Inc.
Consolidated Statements of Cash Flows
(in thousands)

		Years Ended	
	Note	**December 31, 2025**	**December 31, 2024**
Cash flows from operating activities:			
Net loss from continuing operations		$ (201,903)	$ (211,609)
Adjustments to reconcile net loss from continuing operations to net cash provided by operating activities from continuing operations:			
Depreciation and amortization	*10, 11, 12, 13*	196,606	231,460
Share-based compensation	*19*	35,736	25,696
Non-cash interest expense		9,061	14,064
Amortization of operating lease right-of-use assets	*11*	19,436	16,557
Loss on impairment	*10, 11, 12*	9,080	54,245
Gain on extinguishment of debt	*16, 22*	(1,685)	(257)
Loss (gain) on disposal of assets	*22*	3,049	(4,624)
Loss (gain) on investment	*14, 22*	343	(6,624)
Non-cash adjustments to inventory	*8*	(1,932)	(4,174)
Allowance for credit losses	*7, 27*	2,510	(347)
Deferred taxes	*23*	(34,089)	(54,491)
Other non-cash (income) expenses		(888)	2,121
Foreign exchange (gain) loss	*22*	(3,686)	1,617
Changes in assets and liabilities:			
Accounts receivable, net	*7, 27*	(10,961)	(7,791)
Inventories, net	*8*	(3,724)	4,308
Prepaid expenses and other current assets	*3*	(8,811)	3,311
Income tax receivable	*23*	17,660	10,126
Net assets held for sale	*5, 6*	—	(131)
Investments and other assets	*14, 27*	1,380	(752)
Accounts payable		(5,197)	(5,634)
Accrued expenses and other liabilities	*15*	147,915	118,415
Lease liabilities, operating	*11*	(17,875)	(16,359)
Net cash provided by operating activities from continuing operations		152,025	169,127
Net cash used in operating activities from discontinued operations		(14,319)	(5,503)
Net cash provided by operating activities		137,706	163,624
Cash flows from investing activities:			
Purchases of property, plant and equipment	*10, 12*	(63,440)	(92,438)
Disposals of property, plant and equipment	*10, 12*	687	1,382
Proceeds from sale of entities	*5, 6*	—	8,487
Acquisition-related cash payments, net of cash acquired	*4*	(542)	(4,699)
Purchases of intangibles	*13*	(1,209)	(5,000)
Purchase of investments	*14*	(173)	(708)
Dividend received on investments		225	—
Issuance of notes receivable	*9*	(5,495)	(3,111)
Payments received on notes receivables	*9*	749	628
Net cash used in investing activities from continuing operations		(69,198)	(95,459)
Net cash (used in) provided by investing activities from discontinued operations		(1,146)	1,629
Net cash used in investing activities		(70,344)	(93,830)

Curaleaf Holdings, Inc.
Consolidated Statements of Cash Flows
(in thousands)

	Note	Years Ended December 31, 2025	Years Ended December 31, 2024
Cash flows from financing activities:			
Proceeds from notes payable	16	83,190	22,017
Principal payments on notes payable	16	(101,282)	(49,339)
Payments of debt issuance costs	16	(950)	(456)
Principal payments on finance lease liabilities	11	(10,230)	(9,445)
Principal payments on financial obligations	12	(5,843)	(5,777)
Exercise of stock options	19	256	156
Payments of deferred consideration	4	(35,398)	(11,250)
Payments of contingent consideration	4	(3,236)	—
Net cash used in financing activities from continuing operations		(73,493)	(54,094)
Net cash used in financing activities from discontinued operations		—	(144)
Net cash used in financing activities		(73,493)	(54,238)
Net (decrease) increase in cash and cash equivalents (including restricted cash and cash equivalents)		(6,131)	15,556
Cash and cash equivalents (including restricted cash and cash equivalents), beginning of period		107,226	91,818
Effect of exchange rate changes on cash and cash equivalents (including restricted cash and cash equivalents)		478	(148)
Cash and cash equivalents (including restricted cash and cash equivalents), end of period		$ 101,573	$ 107,226
Non-cash investing & financing activities:			
Purchases of property, plant and equipment within accounts payable and accrued expenses	10	$ 2,767	$ 15,189
Issuance of SVS* in connection with acquisitions	4	574	32,117
Non-cash proceeds from Note Exchange (as defined herein)	16	7,000	—
Extinguishment of convertible notes by issuance of SVS*	16	16,500	—
Non-cash activity related to modification of failed sale and leaseback arrangements	12	7,087	—
Non-cash activity related to obtaining finance right-of-use assets	11	7,417	3,826
Non-cash activity related to obtaining operating right-of-use assets	11	19,714	11,116
Other non-cash activity related to finance right-of-use assets	11	2,777	2,057
Other non-cash activity related to operating right-of-use assets	11	3,997	1,636
Issuance of notes in connection with sale of entities	9	—	2,300
Contingent consideration incurred in connection with acquisitions	4	—	6,352
Deferred consideration incurred in connection with acquisitions	4	920	1,218
Forgiveness of promissory note in connection with acquisition	4	—	7,020
Issuance of SVS* for settlement of liability		77	—
Excess redemption value attributable to non-controlling interest	18	42,294	22,746
Issuance of SVS* to purchase non-controlling interest	18	5,418	—
Excess carrying value of redeemed NCI over consideration paid in SVS*	18	96,696	—
Non-cash reduction to deferred sale proceeds	5	120	—
Non-cash reduction to acquisition-related deferred consideration	4	—	3,740
Supplemental disclosure of cash flow information:			
Cash paid for taxes		$ 27,058	$ 16,486

Curaleaf Holdings, Inc.
Consolidated Statements of Cash Flows
(in thousands)

	Note	Years Ended December 31, 2025	Years Ended December 31, 2024
Cash paid for interest		103,606	96,364
Excess tax benefit from exercise of options		97	23

The accompanying notes are an integral part of the Consolidated Financial Statements (as defined herein).

Explanatory Note

Unless otherwise noted or the context otherwise requires, all information provided in the audited consolidated financial statements as of December 31, 2025 and 2024 and for the years ended December 31, 2025 and 2024 and the accompanying notes (together, the "Consolidated Financial Statements") is given as of December 31, 2025, and references to the "Company" or "Curaleaf" refer to Curaleaf Holdings, Inc. (the "Company"), its wholly-owned subsidiaries, majority-owned subsidiaries and legal entities in which it holds a controlling financial interest.

Note 1 — Operations of the Company
The Company is a leading global cannabis company, delivering a vertically integrated platform with a broad omnichannel distribution footprint and a diversified portfolio of brands and products serving consumers and patients, with a mission to improve lives by providing clarity around cannabis and confidence around consumption.

The Company's global brand portfolio consists of Adven, Anthem, Curaleaf, Find, Four20 Pharma, Grassroots, Green Britannia, Huala, JAMS, Reef and Select.

Domestic Operations:

In the United States ("U.S."), the Company serves the medical and adult-use cannabis markets through retail and wholesale channels. As of December 31, 2025, the Company's U.S. operations, conducted by the Company and/or its affiliates, spanned 15 states and included 159 dispensaries, 15 cultivation sites and 18 manufacturing facilities.

International Operations:

The Company's international operations extend to cultivation, processing, manufacturing and distribution in several key markets:

- **Cultivation:** The Company operates licensed cultivation facilities in Portugal and Canada.
- **Processing and Manufacturing:** Pharma-grade cannabis processing and manufacturing facilities are maintained in Germany, Spain, Canada, Portugal and the United Kingdom ("U.K.").
- **Wholesale Distribution:** The Company supplies cannabis on a wholesale basis to Australia, New Zealand, the U.K. and various European countries, including Germany, Italy, Poland, the Czech Republic, Switzerland, Sweden and Norway.
- **Retail Sales:** In the U.K., the Company operates a medical cannabis clinic and holds a pharmacy license, which enables the direct retail supply of medical cannabis to patients.

The Company's subordinate voting shares ("SVS") are listed on the Toronto Stock Exchange (the "TSX") under the symbol "CURA" and quoted on the OTCQX® Best Market under the symbol "CURLF".

The principal business address of the Company is located at 290 Harbor Drive, Stamford, Connecticut 06902. The Company's registered and records office address is located at Suite 1700-666 Burrard Street, Vancouver, British Columbia, Canada.

Note 2 — Basis of presentation and consolidation

The Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the U.S. ("U.S. GAAP") as issued by the Financial Accounting Standards Board (the "FASB"). The significant accounting policies described in *Note 3 — Significant accounting policies* have been applied consistently to all periods presented.

Amounts reported in the Consolidated Financial Statements include estimates and assumptions of management. Actual results could differ from these estimates. In the opinion of management, the financial data presented includes all adjustments necessary to present fairly the Company's financial position, results of operations and cash flows for the periods presented.

Certain previously reported amounts have been reclassified between line items to conform to the current period presentation.

Functional and presentation currency

The Consolidated Financial Statements are presented in U.S. dollar ("USD"), which is the reporting currency of the Company, unless otherwise noted. The functional currency of the Company and the domestic entities reflected in the Consolidated Financial Statements is the USD, and the functional currency of each of the Company's international entities is the currency of the economic environment in which primary operations are conducted. The financial accounts of the Company's international subsidiaries are translated to USD using exchange rates at specific reporting dates or average rates over the reporting period, as applicable. Unrealized gains and losses resulting from foreign currency translation adjustments are recognized within Accumulated other comprehensive loss, which is a component of Shareholders' equity on the Consolidated Balance Sheets. Realized transactional exchange gains and losses are included in Other income, net on the Consolidated Statements of Operations.

Basis of measurement

The Consolidated Financial Statements have been prepared on a going concern basis, under the historical cost convention, except for certain financial instruments that are measured at fair value, as described herein.

Basis of consolidation

The Consolidated Financial Statements include all the accounts of the Company, its wholly-owned subsidiaries, majority-owned subsidiaries and legal entities in which it holds a controlling financial interest. Historically, the Company has obtained controlling financial interests in entities through management service agreements ("MSAs") or financing arrangements.

All intercompany balances and transactions have been eliminated in consolidation. See *Note 3 — Significant accounting policies.*

The following table presents the wholly-owned subsidiaries of the Company as well as the entities in which the Company held a controlling financial interest as of December 31, 2025 and 2024:

		As of	
		December 31, 2025	December 31, 2024
Entity name	**Jurisdiction of Incorporation/Formation**	**Ownership %[1]**	
Curaleaf International Holdings Limited	Guernsey	100%	68.5%
Curaleaf, Inc.*	DE	—	—
Northern Green Canada Inc.	Canada	100%	100%
Bloom Fungibles, LLC	AZ	100%	100%
Focused Employer, Inc.	DE	100%	100%

[1] Based on % of voting interests held by the Company.

* Consolidated by the Company as a variable interest entity. See *Note 3 — Significant accounting policies* and *Note 28 — Variable interest entities* for further details.

The following table presents the wholly-owned subsidiaries of Curaleaf International Holdings Limited ("Curaleaf International") as well as the entities in which Curaleaf International held a controlling financial interest as of December 31, 2025 and 2024:

		As of	
		December 31, 2025	December 31, 2024
Entity name	**Jurisdiction of Incorporation/Formation**	**Ownership %[1]**	
Curaleaf International Limited	UK	100%	100%
Four20 Pharma GmbH[2]	Germany	55%	55%

[1] Based on % of voting interests held by the Company.

[2] The remaining 45% noncontrolling interest is held by the sellers of Four20 Pharma GmbH, which the Company acquired in September 2022. See '*Non-controlling interests*' herein and *Note 18 — Redeemable non-controlling interest* for further details.

The following table presents the wholly-owned subsidiaries of Curaleaf, Inc. as well as the entities in which Curaleaf, Inc., directly or indirectly, held a controlling financial interest as of December 31, 2025 and 2024:

		As of	
		December 31, 2025	December 31, 2024
Entity name	**Jurisdiction of Incorporation/Formation**	**Ownership %[1]**	
CLF AZ, Inc.	DE	100%	100%
CLF NY, Inc.	DE	100%	100%
Curaleaf CA, Inc.	DE	100%	100%
Curaleaf KY, Inc.	DE	100%	100%
Curaleaf Massachusetts, Inc.	MA	100%	100%
Curaleaf MD, LLC	MD	100%	100%
Curaleaf OGT, Inc.	DE	100%	100%
Curaleaf PA, LLC	DE	100%	100%
Focused Investment Partners, LLC	DE	100%	100%
CLF Maine, Inc.	DE	100%	100%
PalliaTech CT, Inc.	DE	100%	100%
PalliaTech Florida, Inc.	DE	100%	100%
PT Nevada, Inc.	DE	100%	100%
CLF Sapphire Holdings, Inc.	DE	100%	100%
Curaleaf NJ II, Inc.	DE	100%	100%
GR Companies, Inc.	DE	100%	100%
CLF MD Employer, LLC	MD	100%	100%
Curaleaf Columbia, LLC (formerly HMS Sales, LLC)	MD	100%	100%
MI Health, LLC	MD	100%	100%
Curaleaf Compassionate Care VA, LLC	VA	100%	100%
Curaleaf UT, LLC	DE	100%	100%
Curaleaf Processing, Inc	DE	100%	100%
Virginia's Kitchen, LLC	CO	100%	100%
Cura CO LLC	CO	100%	100%
Curaleaf DH, Inc.	DE	100%	100%
Curaleaf Stamford, Inc.	CT	100%	100%
CLF Holdings Alabama, Inc.	DE	100%	100%
IL Business Holding Corporation*	IL	—	—
Alternative Therapies Group II, Inc*	MA	—	—
CLF Oregon, LLC (formerly PalliaTech OR, LLC)[2]	DE	—	100%
Curaleaf Hemp, Inc.[2]	DE	—	100%

[1] Based on % of voting interests held by Curaleaf, Inc. with the exception of the entities which Curaleaf, Inc. consolidates as variable interest entities.

[2] Entity dissolved in 2025.

* Consolidated by Curaleaf, Inc. as a variable interest entity. See Note 3 — Significant accounting policies and *Note 28 — Variable interest entities* for further details.

Non-controlling interests ("NCI")

NCI in consolidated subsidiaries represent the component of equity in consolidated subsidiaries held by third parties. Any change in ownership of a subsidiary while the controlling financial interest is retained is accounted for as an equity transaction between the controlling and non-controlling interests. However, when a subsidiary is deconsolidated, any

retained non-controlling equity investment in the former subsidiary is initially measured at fair value, and the gain or loss triggered by any difference between the carrying value and fair value of the retained interest would be included in Other income, net on the Consolidated Statements of Operations.

NCI with redemption features, such as put and call options, that are not solely within the Company's control are considered redeemable non-controlling interests ("Redeemable NCI"). Redeemable NCI is considered to be temporary equity and is reported in the mezzanine section between Commitments and contingencies and Shareholders' equity on the Consolidated Balance Sheets. Redeemable NCI is recorded at the greater of the carrying value, which is adjusted for the NCI's share of net income or loss generated over the reporting period, and the estimated redemption value at the end of the reporting period. In instances where the redemption value of Redeemable NCI is greater than the carrying value ("excess redemption value") and redemption is at least probable, the Company has elected to immediately recognize the entire excess redemption value as an adjustment to Additional paid in capital on the Consolidated Balance Sheets. This election provides for a more immediate and transparent reflection of the economic impact associated with changes in redemption value, as opposed to accreting the difference over time.

Change in ownership

Changes in the Company's ownership interest of a subsidiary with a Redeemable NCI that do not also result in a change in control are accounted for as equity transactions in accordance with Accounting Standards Codification ("ASC") 810, *Consolidation* ("ASC 810"). No gain or loss is recognized in earnings within the Consolidated Statements of Operations. The carrying amount of the Redeemable NCI is adjusted to reflect the revised ownership percentage, and any difference between the consideration paid and the adjustment to the Redeemable NCI is recognized within Additional paid in capital in the Consolidated Balance Sheets. Adjustments to Accumulated other comprehensive loss attributable to the Redeemable NCI are also reclassified to Additional paid in capital to reflect the Company's revised ownership interest.

See *Note 18 — Redeemable non-controlling interest* for further details.

Note 3 — Significant accounting policies

Variable interest entities

The Company consolidates legal entities in which it holds a controlling financial interest. Determining whether it has a controlling financial interest which is defined by ASC 810 as the power to direct the activities of a variable interest entity ("VIE") that most significantly impact the VIE's economic performance and the obligation to absorb losses of and the right to receive benefits from the VIE that could be potentially significant to the VIE. See *Note 2 — Basis of presentation and consolidation* and *Note 28 — Variable interest entities* for further details about the entities consolidated by the Company under the VIE consolidation model.

Cash and cash equivalents (including restricted cash and cash equivalents)

Cash and cash equivalents include cash deposits in financial institutions, other deposits that are readily convertible into cash, with original maturities of three months or less, and cash held at retail locations. Accounts at each institution are insured by the Federal Deposit Insurance Corporation (the "FDIC") up to $250,000. The Company maintains its cash in bank deposit accounts, the balances of which, at times, may exceed federally insured limits.

As of December 31, 2025 and 2024, restricted cash and cash equivalents totaled $ 12.4 million and $14.2 million, respectively, and consisted primarily of $12.0 million in cash collateralizing the Company's ABL Facility (as defined in *Note 16 — Notes payable*). The decrease from December 31, 2024 is primarily attributable to the settlement of the Company's VOWL Note (as defined in *Note 16 — Notes payable)*, which resulted in the release of the related certificate of deposit previously held as restricted cash, partially offset by interest earned during the reporting period.

Prepaid expenses and other current assets

Prepaid expenses primarily result from advance cash payments made by the Company to its vendors in exchange for goods and services. Upon recognition, the advance payments, measured at cost, are capitalized on the Company's Consolidated Balance Sheets until the related goods are received and/or services performed. As of December 31, 2025 and 2024, the Company had $31.5 million and $25.1 million, respectively, of Prepaid expenses. The increase from December 31, 2024

was primarily attributable to prepaid payroll for the final pay period of 2025. Amortization of the Company's Prepaid expenses, which is based on the passage of time or as the related assets and/or services are expected to be consumed, is recognized within Selling, general and administrative on the Consolidated Statements of Operations.

As of December 31, 2025 and 2024, the Company had $ 5.9 million and $3.0 million, respectively, of Other current assets. Other current assets, which represent assets expected to be realized within 12 months of the reporting period, consist primarily of non-income tax receivables, prepaid marketing materials and deferred financing fees related to the Company's lines of credit. The increase from December 31, 2024 was primarily attributable to the reclassification of a portion of deferred financing fees related to the Amended Needham LOC (as defined in *Note 16 — Notes payable*) into other current assets.

Notes receivable

Notes receivable are recognized and measured at amortized cost, which is inclusive of the initial carrying amount adjusted for any subsequent amortization of principal, accretion of paid-in-kind interest and any expected credit losses. Interest income on notes receivable is recognized using the effective interest rate method and recognized within Interest income on the Consolidated Statements of Operations.

See *Note 9 — Notes receivable* for further detail.

Allowance for credit losses on financing receivables

Pursuant to ASC 310, *Receivables*, the Company recognizes financing receivables, such as accounts receivable and notes receivable, net of an allowance for credit losses on the Consolidated Balance Sheets, in order to present the financing receivables at the expected realizable value. The Company determines its allowance for expected credit losses in accordance with ASC 326, *Financial instruments - Credit Losses*. Accordingly, the Company's allowances for expected credit losses reflect the potential uncollectability of its financing receivables, based on historical credit loss information as adjusted for current conditions, reasonable and supportable forecasts and the risk characteristics of specific receivables. If current or expected future economic trends, events or changes in circumstances indicate that specific accounts receivable may not be collectible, further consideration is given to the collectability of those balances, and the allowance for expected credit losses is adjusted accordingly. Changes in circumstances that could result in the establishment of an allowance for expected credit losses include, but are not limited to, (i) a borrower experiencing significant financial difficulty; (ii) a significant delinquency in contractual payments; (iii) a determination that foreclosure on the underlying collateral is probable or (iv) an assessment that repayment will be sourced primarily from the sale of the underlying collateral.

Financing receivables are written off after exhaustive collection efforts occur, and the receivables are deemed uncollectible. The credit loss expense associated with the allowance for expected credit losses is recognized within Selling, general and administrative on the Consolidated Statements of Operations.

For further detail on the Company's allowance for credit losses related to its accounts receivable as of December 31, 2025 and 2024, see *Note 7 — Accounts receivable, net*. The Company did not recognize an allowance for credit losses on its notes receivable as of December 31, 2025 and 2024.

Inventories, net

Inventories, including packaging and supplies, are stated at the lower of cost or net realizable value ("NRV") within Inventories, net on the Consolidated Balance Sheets. NRV is the estimated selling price in the ordinary course of business less estimated costs to sell.

The Company utilizes a standard costing methodology to value its inventories. Standard costs, which is inclusive of, but not limited to, materials, labor and depreciation expense, are reviewed periodically and adjusted to approximate weighted average cost. Inventoried costs are recognized within Cost of goods sold on the Consolidated Statements of Operations upon sale of the associated product.

The Company reviews and recognizes inventory write-downs for inventories that are aged, obsolete, unsellable, not compliant with the Company's quality standards or that have experienced a decline in carrying value in excess of the

respective estimated NRV. Inventory write-downs are presented within Cost of goods sold on the Consolidated Statements of Operations and are not reversed in subsequent periods. See *Note 8 — Inventories, net* for further detail.

Property, plant and equipment, net

Property, plant and equipment is stated at cost less accumulated depreciation and any impairment losses. The Company capitalizes significant expenditures that extend the useful life of its property, plant and equipment, including those associated with failed sale and leaseback arrangements, and expenses the costs of repairs and maintenance as incurred. Construction in progress is measured at cost and, upon completion and placement in service, is reclassified to the appropriate asset class described in the table below.

The Company's property, plant and equipment is segregated into the following six asset classes:

Asset class	Estimated useful lives[2]
Land	Indefinite life
Information technology	3 years
Machinery and equipment	5-7 years
Furniture and fixtures	5 years
Licenses	5-30 years
Building and improvements[1]	15-39 years

[1] Leasehold improvements are depreciated over the shorter of the asset's useful life or the remaining lease term.

[2] At each fiscal year-end, the Company reviews the estimated useful lives, residual values and depreciation methods of its Property, plant and equipment and applies any resulting adjustments prospectively.

Depreciation is calculated using the straight-line method to allocate the cost of property, plant and equipment—net of any estimated residual value—over the estimated useful lives. The Company recognizes depreciation expense within Cost of goods sold and Depreciation and amortization on the Consolidated Statements of Operations .

Property, plant and equipment that is held for sale is recorded at its estimated fair value less costs to sell and depreciation ceases. Property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use. The resulting gain or loss—calculated as the difference between net disposal proceeds and the carrying value of the property, plant and equipment—is recognized within Other income (expense), net on the Consolidated Statements of Operations.

See *Note 10 — Property, plant and equipment, net* for further detail.

Intangible assets, net

The Company recognizes intangible assets that arise from contractual or other legal rights or are otherwise separable.

Intangible assets acquired in a business combination are measured at their acquisition-date fair value. For intangible assets acquired in a group constituting an asset acquisition, the total cost is allocated to the individual assets based on their relative fair values. Historically, the Company has not renewed or extended the terms of its intangible assets.

Upon initial recognition, an intangible asset is assigned an estimated useful life, representing the period over which the asset is expected to generate future economic benefits. Subsequently, intangible assets are amortized on a straight-line basis over their estimated useful lives. The resulting amortization expense is recognized within Depreciation and amortization on the Consolidated Statements of Operations .

The Company's intangible assets are segregated into six asset classes with the following estimated useful lives:

Asset class	Estimated useful lives[1][2]
Non-compete agreements	1-15 years
Trade names	1-20 years
Intellectual property and know-how	5-15 years
Licenses and service agreements	5-30 years
Customer relationships	3 years
Internal-use software	3-5 years

[1] At each fiscal year-end, the Company reviews the estimated useful lives and residual values of its intangible assets and applies any resulting adjustments prospectively.

[2] The Company holds no intangible assets with indefinite useful lives.

See *Note 13 — Intangible assets, net and Goodwill* for further detail.

Leases

The Company evaluates contracts at inception to determine whether the contract constitutes or contains a lease. A contract is determined to be a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company's determination of the lease term and classification of a lease as a finance lease or an operating lease occurs as of the lease commencement date. The Company's lease agreements typically contain various extension and termination options. In determining the lease term, the Company includes any option periods for which it is reasonably certain that it will exercise an option to extend the lease or not exercise an option to terminate the lease. For leases with an initial term exceeding 12 months, the Company recognizes a lease liability and a corresponding right-of-use ("ROU") asset. The lease liability is measured at the present value of future lease payments over the lease term. The ROU asset is measured as the initial lease liability, adjusted for any lease payments made at or before commencement, initial direct costs incurred and lease incentives received. The Company uses its incremental borrowing rate to determine the present value of future lease payments, unless the rate implicit in the lease is readily determinable.

Lease payments included in the measurement of the lease liability primarily consist of in-substance fixed payments. Certain real estate leases contain provisions for future rent escalations tied to an index or a contractual rate. Variable lease payments not dependent on an index or rate are excluded from the lease liability measurement and are expensed as incurred. In addition, the Company's real estate leases may require additional payments for taxes, insurance and common area maintenance, which are considered non-lease components. Where these non-lease components are fixed, they are included in the measurement of the lease liability and ROU asset. Where these non-lease components are variable, the variable payments are excluded from the Company's measurements of its ROU assets and lease liabilities and are expensed as incurred through Cost of goods sold or Selling, general and administrative on the Consolidated Statements of Operations.

ROU assets are amortized on a straight-line basis over the shorter of the useful life of the asset or the lease term:

- *Operating Leases:* Lease expense, comprised of the amortization of the ROU asset and the reduction of the lease liability, is recognized as a single amount and allocated between Cost of goods sold and Selling, general and administrative on the Consolidated Statements of Operations.

- *Finance Leases:* The amortization of the ROU asset is recognized in and allocated between Cost of goods sold and/or Depreciation and amortization, while the effective interest portion of the lease payment is recognized within Interest expense related to lease liabilities and financial obligations on the Consolidated Statements of Operations.

The Company has elected the following practical expedients permitted under ASC 842, *Leases* ("ASC 842"):

- For leases with an initial term of 12 months or less, the Company does not recognize an ROU asset or lease liability. Lease expense for these short-term leases is recognized on a straight-line basis over the lease term and recognized within Selling, general and administrative on the Consolidated Statements of Operations.

- For all classes of leased assets, the Company has elected to combine lease and non-lease components into a single lease component.

The Company occasionally subleases an underlying asset to a third party while the original head lease remains in effect. The Company accounts for the head lease and the sublease as separate transactions. If a sublease arrangement relieves the Company of its primary obligation under the head lease, the associated ROU asset and lease liability are derecognized, and any gain or loss is recognized in the period within Other income, net in the Consolidated Statements of Operations. If the Company is not relieved of its primary obligation, the original lease accounting remains unchanged, and the Company accounts for the sublease as a lessor. If the Company remains secondarily liable, a guarantee obligation would also be recognized.

See *Note 11 — Leases* for further detail.

Failed sale and leaseback arrangements

The Company periodically enters into arrangements where the Company sells an asset and simultaneously leases back all, or a portion of, the same asset for all, or part of, the asset's remaining useful life. Each such transaction is evaluated under ASC 842 to determine if the transfer of the asset qualifies as a sale. When a sale and leaseback transaction does not qualify for sale accounting, the transaction is accounted for as a financing arrangement, and the Company:

- does not derecognize the underlying asset and continues to recognize the asset within Property, plant and equipment, net on the Consolidated Balance Sheets, depreciating the asset over its remaining useful life;

- recognizes a liability for the sale proceeds, within Financial obligations - current and Financial obligations - net of current on the Consolidated Balance Sheets; and

- allocates the cash payments made to the buyer-lessor between principal reduction of the financial liability and interest expense, using the effective interest method. The interest expense is recognized within Interest expense related to lease liabilities and financial obligations on the Consolidated Statements of Operations.

See *Note 12 — Failed sale leaseback arrangements* for further detail.

Impairment of long-lived assets

The Company evaluates its long-lived assets, including property, plant and equipment, ROU assets and definite-lived intangible assets, for impairment whenever events or changes in circumstances suggest the carrying amount of the asset group(s) to which the long-lived asset(s) are classified may not be recoverable. If a triggering event occurs, the Company tests its long-lived asset group(s) for recoverability by comparing the carrying amount to the estimated future undiscounted cash flows expected to result from the Company's use and eventual disposition of the long-lived asset group(s). If the long-lived asset group(s) fail the recoverability test, the Company recognizes an impairment loss for the amount by which the carrying amount exceeds the fair value of the long-lived asset group(s). Impairment losses are recognized as incurred within Impairment loss on the Consolidated Statements of Operations. Typically, impairment losses recognized in prior reporting periods are irreversible.

Goodwill

Goodwill represents the excess of the consideration transferred in a business combination over the fair value of the net tangible and intangible assets acquired. Goodwill is not amortized but is tested for impairment at the reporting unit level. Upon acquisition, goodwill is allocated to the reporting unit or units expected to benefit from the business combination. A reporting unit is an operating segment or one level below an operating segment that represents a component, or group of components, for which discrete financial information is available and reviewed regularly by segment management.

Impairment of goodwill

The Company tests goodwill for impairment annually, as of October 1, and more frequently if events or changes in circumstances indicate that an impairment loss may have been incurred. The Company conducts its impairment testing process as follows:

- Qualitative Assessment: The Company may first perform a qualitative assessment to determine if it is more likely than not that the fair value of a reporting unit, inclusive of any allocated goodwill, is less than its carrying value. This assessment considers factors such as significant underperformance relative to historical or projected future operating results, significant negative industry or economic trends and significant changes in the Company's use of the acquired assets or its overall business strategy.

- Quantitative Test**:** If the qualitative assessment indicates that an impairment is more likely than not, the Company proceeds to a quantitative impairment test. The fair value of the reporting unit is compared to its carrying value, including goodwill. The fair value of a reporting unit is determined using a combination of income and market-based valuation approaches.

If the carrying value of a reporting unit exceeds its fair value, the Company recognizes an impairment loss equal to the excess. The loss recognized is limited to the total amount of goodwill allocated to that reporting unit. Impairment losses are recognized within Impairment loss on the Consolidated Statements of Operations, during the period in which the impairment is identified. Impairment losses recognized in prior reporting periods are irreversible.

See *Note 13 — Intangible assets, net and Goodwill* for further detail.

Investments

The Company’s investments in equity securities are accounted for based on the nature of the investment and the level of influence the Company can exercise over the investee.

Equity method investments: Equity investments in entities over which the Company has significant influence but not control is accounted for using the equity method of accounting:

- The investment is initially recorded at cost; and

- The carrying amount is subsequently adjusted on a quarterly basis to recognize the Company’s proportionate share of the investee’s net income or loss in the current fiscal period.

Equity securities: Investments in equity securities are accounted for as follows:

- *With readily determinable fair value*: measured at fair value, with all unrealized gains and losses recognized within the Consolidated Statements of Operations in the period they occur;

- *Without readily determinable fair value*: measured at cost, less any impairment, and adjusted for any observable price changes from identical or similar investments of the same issuer.

The Company evaluates its investment portfolio quarterly for indicators of impairment. If the Company has reason to believe that an investment’s fair value is below its carrying value, the Company recognizes an impairment loss for the difference.

On the Consolidated Statements of Operations, recognized gains and losses are reflected within Other income, net and impairment losses are recognized within Impairment loss, during the period in which they occur.

Deferred charges: debt financing

Costs incurred to obtain new debt financing or modify existing debt are deferred. The accounting treatment for these costs depends on the nature of the financing arrangement.

Debt discounts, premiums and direct issuance costs related to term loans are presented on the Consolidated Balance Sheets as a direct deduction from or addition to the carrying amount of the related debt and are amortized to Interest expense over the term of the debt using the effective interest method.

Debt issuance costs related to revolving lines of credit are capitalized as an asset on the Consolidated Balance Sheets and are amortized to Interest expense on a straight-line basis over the term of the credit facility on Consolidated Statements of Operations.

Commitments and contingencies

The Company recognizes loss contingencies on litigation matters within Accrued expenses on the Consolidated Balance Sheets. Losses on contingent liabilities are recognized when both of the following conditions are met: (i) it is probable that a loss has been incurred and (ii) the amount of the loss can be reasonably estimated. Gains from contingent liabilities are recognized only when realized or realizable. Losses (gains) related to contingent liabilities are recognized within Other income, net, on the Consolidated Statements of Operations.

The Company recognizes legal costs, as incurred, within Selling, general and administrative on the Consolidated Statements of Operations.

See *Note 26 — Commitments and contingencies* for further detail.

Income taxes

The Company's Provision for income taxes on the Consolidated Statements of Operations is comprised of current and deferred income taxes, except to the extent that the income tax expense is related to a business combination or items that are recognized directly within Shareholders' equity on the Consolidated Balance Sheets.

Current income taxes are recognized for the estimated taxes payable or refundable for the current fiscal period and are based on the taxable income (loss) for the current fiscal period (as adjusted for unrealized tax benefits, changes in tax receivables (payables) that arose in a prior period and recovery of taxes paid in a prior period). Current taxes are measured using tax rates and laws enacted during the period within which the taxable income (loss) arose. Current tax assets and liabilities are offset only if the right of offset exists.

Deferred income taxes are recognized for the future tax consequences of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their respective tax basis. Deferred taxes are measured using enacted tax rates expected to apply in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in Provision for income taxes on the Consolidated Statements of Operations in the period that includes the enactment date.

Valuation allowances

Deferred tax assets are reduced by a valuation allowance, if based on available evidence, it is more-likely-than-not that some portion or all of the deferred tax assets will not be realized. The Company assesses the realizability of its deferred income tax assets quarterly, considering all available positive and negative evidence, including the nature, frequency and severity of cumulative losses, forecasts of future profitability and the duration of statutory carryforward periods.

Net operating loss ("NOL") carryforwards

The Company recognizes the tax benefit from an NOL carryforward only to the extent it is more-likely-than-not that the tax benefit will be realized.

In accordance with Section 382 ("Section 382") of the Internal Revenue Code, if a corporation undergoes an "ownership change," the corporation's ability to use its pre-change NOL carryforwards and other tax attributes to offset post-change income may be limited. The Company has not completed a study to assess whether an "ownership change" has occurred or whether there have been multiple ownership changes since the Company became a "loss corporation," as defined in Section 382. Future changes in the Company's equity ownership, which may be outside of its control, or future equity offerings and

acquisitions could trigger an "ownership change." If an "ownership change" has occurred or does occur in the future, the Company may be limited in its utilization of NOL carryforwards, which could result in increased future tax liabilities.

Uncertain tax positions

The Company files tax returns as prescribed by the tax laws of the jurisdictions in which it operates and, in the normal course of business, is subject to examination and audit by federal, state and foreign jurisdictions. The Company recognizes a liability for tax positions that are more likely than not to be disallowed upon examination by a tax authority.

The Company's cannabis operations are subject to Section 280E of the U.S. Internal Revenue Code ("Section 280E"), which disallows deductions for ordinary and necessary business expenses. The Company has adopted a tax position, supported by legal interpretations, asserting that the restrictions of Section 280E do not apply to its cannabis operations (the "Section 280E Position").

While the Company believes its Section 280E Position is supported by sound legal reasoning, the cannabis industry operates in a complex and evolving regulatory environment. If the Company's position is not upheld the Company has established reserves for this contingency which are recognized within Uncertain tax position on the Consolidated Balance Sheets.

The Company's Uncertain tax position liability increased by $ 139.3 million during the twelve months ended December 31, 2025, of which $ 134.2 million reflects the portion of income tax payable associated with the Section 280E Position. The remaining $5.1 million relates to other immaterial uncertain tax positions.

The Company believes it is reasonably possible that its liability for uncertain tax positions will continue to increase over the next 12 months, while its Section 280E Position is reviewed by the Internal Revenue Service ("IRS") and certain state tax authorities.

Unrecognized tax benefits

The Company records tax benefits for all years subject to examination based upon management's evaluation of the facts, circumstances and information available at the reporting date. Quantifying income tax positions involves inherent uncertainty, particularly given the complexity of federal, state and foreign tax tax laws and regulations in the jurisdictions in which the Company operates. The Company recognizes tax benefits only on those tax positions where it is more-likely-than-not that a tax benefit will result upon ultimate settlement with a taxing authority in possession of all relevant information.

The Company recognizes interest and penalties related to unrecognized tax positions within Provision for income taxes on the Consolidated Statements of Operations, or if incurred as a result of an acquisition, within Income tax receivable on the Consolidated Balance Sheets.

Change in tax laws

During the third quarter of 2025, the U.S. enacted H.R.1 – One Big Beautiful Bill Act (the "OBBBA"), which introduces various corporate income tax provisions effective in 2025 and subsequent years. The provisions that became effective in 2025 did not have a material impact on the Company's consolidated financial position, results of operations or cash flows. The Company is currently evaluating the potential impact of the OBBBA provisions that become effective in subsequent years; however, the Company does not anticipate these provisions will have a material impact on its consolidated financial position, results of operations or cash flows.

Revenues

The Company recognizes revenue when the control of a promised good or service is transferred to the customer in an amount that reflects the consideration to which the Company expects to be entitled in exchange for the transferred good or service.

Retail and wholesale revenues

The Company derives revenue from the sale of cannabis products. Domestically, revenue is generated from direct-to-consumer retail sales at Company-operated dispensaries and from wholesale sales to third-party dispensaries, distributors and processors. Internationally, revenue is generated from direct-to-patient retail sales through the Company's online cannabis pharmacy in the U.K. and from wholesale sales to distributors in Australia, Canada, Europe and New Zealand. In addition, the Company generates non-cannabis revenues from wholesale operations in Germany and Spain.

Revenues from the sale of retail and wholesale cannabis products are recognized at the point of time when control is transferred to the customers. Typically, for retail customers, control is transferred at point of sale and for wholesale customers control is transferred upon delivery and acceptance. Retail and wholesale revenues are recorded net of any sales discounts.

Management fee income

Management fee income is derived from various arrangements with cannabis licensees and other third parties. These arrangements include Management Service Agreements ("MSA"s) through which the Company provides professional services, such as cultivation, processing and retail know-how; back-office administration; brand licensing and real estate leasing/lending services. In addition, domestically, management fee income is inclusive of royalty fees earned on the use of the Company's licenses by third parties; while, internationally, the Company earns fees for providing manufacturing, logistics and consultation services. Management fee income is recognized on a straight-line basis over the term of the associated arrangements as services are provided.

Customer loyalty program and Promotional discounts

For most of its locations, the Company offers a loyalty reward program where retail customers can earn points on purchases for redemption on future purchases. Loyalty reward points are considered a material right and a separate performance obligation, and a portion of the initial transaction price is allocated to the loyalty points earned on the transaction and deferred. The deferred revenue is recognized within Accrued expenses on the Consolidated Balance Sheets, until the earned loyalty reward points are redeemed, expired or forfeited. As of December 31, 2025 and 2024, the Company's Accrued loyalty payable totaled $5.0 million and $5.8 million, respectively.

Promotional discounts and loyalty rewards that are not tied to a customer purchase are expensed as incurred and recognized within Sales and marketing, which is a component of Selling, general and administrative expense on the Consolidated Statements of Operations.

See *Note 25 — Segment reporting* for further details.

Share-based compensation

The Company accounts for all share-based payments to employees, directors and consultants, including stock options, performance stock units ("PSUs"), restricted stock units ("RSUs") and virtual share options ("VSOs"), by measuring the awards at their grant-date fair value and recognizing the corresponding compensation expense over the requisite service period, which typically equates to the vesting period. The Company recognizes share-based compensation expense within Share-based compensation on the Consolidated Statements of Operations, with a corresponding increase to Shareholders' equity or Accrued expenses on the Consolidated Balance Sheets, based on the award's classification.

Valuation

The fair value of share-based awards is determined using appropriate valuation models depending on the nature of the award:

- RSUs and PSUs: The fair value of RSUs and PSUs subject to service or non-market performance conditions is determined based on the closing market price of the Company's SVS on the date of grant.
- Stock options: The Company uses the Black-Scholes option-pricing model to determine the grant-date fair value of stock options.

- Awards with market conditions: For awards that contain market conditions (e.g., achieving a specific stock price), the Company utilizes a Monte Carlo simulation model to determine the grant-date fair value.

- Virtual share options: VSOs are awards that do not convey actual equity interests and are settled solely in cash. Such awards are classified as liability awards, and the grant-date fair value is determined in accordance with the underlying plan agreement. VSOs are remeasured to fair value at the end of each reporting period.

The key assumptions used in the Black-Scholes model include the award's expected term, expected volatility, risk-free interest rate and expected dividend yield. Expected volatility is estimated based on the historical stock price volatility of the Company's SVS over a period commensurate with the award's expected term. The risk-free interest rate is based on the U.S. Treasury yield curve for a term consistent with the expected life of the award (i.e. the period of time that granted stock options are expected to be outstanding). The Company uses an expected dividend yield of zero as it does not currently anticipate paying dividends.

Forfeitures

The Company has elected to recognize forfeitures of unvested awards as they occur. Accordingly, previously recognized compensation expense is reversed in the period in which the forfeiture occurs.

See *Note 19 — Share-based compensation* for further detail.

Advertising costs

Advertising costs are expensed as incurred and recorded as a component of Sales and marketing on the Consolidated Statements of Operations.

See *Note 20 — Selling, general and administrative expense* for further detail.

Earnings per share, basic and diluted

The Company presents basic and diluted earnings per share ("EPS") on its Consolidated Statements of Operations. Basic EPS is calculated by dividing the net income (loss) attributable to the Company's shareholders by the weighted average number of shares outstanding during the reporting period. Diluted EPS is determined by adjusting the net income (loss) attributable to the Company's shareholders and the weighted average number of shares outstanding during the period, for the effects of all potentially dilutive instruments, which, for the Company, has been comprised of share-based awards, contingent equity consideration obligations and convertible debt instruments. Instruments with an anti-dilutive impact are excluded from the calculation of diluted EPS. The Company applies the treasury stock method to calculate the number of potentially dilutive securities with respect to its share-based awards and applies the if-converted method with respect to any outstanding contingent equity consideration obligations and convertible debt instruments.

See *Note 24 — Earnings per share* for further detail.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The Company did not engage in any material related party transactions, outside the normal course of business, during the years ended December 31, 2025 and 2024, nor did the Company have any material related party balances as of December 31, 2025 and 2024.

Business combinations and asset acquisitions

The Company accounts for business combinations using the acquisition method in accordance with ASC 805, *Business Combinations* ("ASC 805"), which requires recognition of assets acquired and liabilities assumed, including contingent assets and liabilities, at their respective fair values on the date of acquisition or assumption of control.

Business combinations

Under the acquisition method, the assets acquired and liabilities assumed in a business combination are recognized at their respective fair values on the date of acquisition, and the operating results of the acquired business are included in the Company's Consolidated Financial Statements from the date of acquisition. The excess of consideration transferred over the net assets acquired and liabilities assumed is recognized as goodwill as of the acquisition date.

Non-controlling interests in the acquiree are measured at fair value on acquisition date, and acquisition-related transaction costs are recognized as expenses in the period in which the costs are incurred.

Contingent consideration arising from a business combination is included in the purchase consideration at its fair value on the acquisition date:

- Liability-classified: Contingent consideration classified as a liability is remeasured to fair value at each reporting period, with changes in fair value recognized within Other income, net on the Consolidated Statements of Operations; and

- Equity-classified: Contingent consideration classified as equity is not remeasured. Contingent consideration classified as equity is assessed quarterly to determine whether equity classification remains appropriate.

Purchase price allocations may be preliminary and during the measurement period (not to exceed one year from the date of acquisition), changes in assumptions and estimates that result in adjustments to the fair value of assets acquired and liabilities assumed are recorded in the period the adjustments are determined.

Asset acquisitions

The Company applies a screen test to determine if an acquisition should be accounted for as a business combination or an asset acquisition. When substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar assets (generally 90% or more), the transaction is accounted for as an asset acquisition. In addition, assets acquired that do not constitute a business are accounted for as asset acquisitions. The Company allocates the cost of an asset acquisition, including acquisition-related transaction costs, to the individual assets acquired and liabilities assumed based on their relative fair values.

See *Note 4 — Acquisitions* for further detail.

Fair value of financial instruments

ASC 820, *Fair Value Measurement* ("ASC 820") defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 also establishes a fair value hierarchy to prioritize the inputs used to measure fair value into three categories based upon the lowest level of input that is available and significant to the fair value measurement.

The three levels of the fair value hierarchy, wherein Level 1 is the highest and Level 3 is the lowest, are as follows:

Level 1 — Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 — Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 — Inputs for the asset or liability that are not based on observable market data.

The Company evaluates the classification of its financial instruments within the fair value hierarchy at the end of each reporting period. Transfers between levels are recognized based on changes in the observability of the inputs used to

measure fair value. The Company's policy is to recognize transfers between levels of the fair value hierarchy as of the beginning of the reporting period in which the event or change in circumstances that caused the transfer occurs.

The Company's financial instruments consist of cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, notes receivable, equity investments, accounts payable, accrued expenses, long-term notes payable, contingent and deferred consideration liabilities and redeemable NCI.

The carrying values of cash, restricted cash, cash equivalents, accounts receivable, notes receivable, accounts payable and accrued expenses approximate their fair values due to the relatively short-term to maturity. The Company's notes payable and deferred consideration liabilities are carried at amortized cost, and redeemable NCI is recognized at the greater of carrying value or estimated redemption value at the end of each reporting period.

The Company's equity investments with readily determinable fair values and contingent consideration liabilities are measured at fair value on a recurring basis.

See *Note 27 — Fair value measurements and financial risk management* for further detail.

Significant accounting judgments, estimates and assumptions

The preparation of financial statements in accordance with U.S. GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses as well as the disclosure of contingent liabilities. These estimates are developed based on historical experience, observable trends and other information available, and they are reviewed and updated regularly. Although actual results could differ from these estimates, management believes them to be reasonable. Changes in estimates are accounted for prospectively.

The most significant assumptions and estimates underlying the Consolidated Financial Statements are described below:

Consolidation and variable interest entities

Significant judgment is applied to determine whether the Company holds a controlling financial interest in an entity, particularly when the Company does not hold a majority voting interest. This evaluation considers voting rights, management and service agreements, the entity's design and the existence of financial guarantees. Entities in which the Company holds a controlling financial interest are consolidated. See *Note 2 — Basis of presentation and consolidation* and *Note 28 — Variable interest entities* for further detail.

Business combinations and asset acquisitions

Significant judgment is applied in determining whether an acquisition is treated as a business combination or an asset acquisition. The Company uses an optional screen test under which a transaction is accounted for as an asset acquisition if substantially all of the fair value of the gross assets acquired (generally 90% or more) is concentrated in a single identifiable asset or group of similar assets.

In a business combination, significant estimates are used to determine the fair value of assets acquired and liabilities assumed. Depending on the complexity of the transaction, an independent valuation expert may be engaged.

- Intangible Assets: The valuation of acquired intangible assets, such as cannabis licenses, requires the development of forward-looking cash flow projections and the selection of appropriate discount and terminal growth rates.
- Contingent Consideration: The fair value of contingent consideration liabilities, such as earn-outs, is estimated based on the probability and timing of achieving specific future outcomes, such as revenue targets.

These valuations are closely linked to the assumptions made by management regarding future performance of the assets acquired and any changes in the discount rate applied. See *Note 4 — Acquisitions* for further detail.

Goodwill impairment

Goodwill is tested for impairment annually or more frequently if impairment indicators exist. This test requires the estimation of the fair value of its reporting units using income and market-based approaches. This process involves significant judgment in developing business plans and forecasts as well as in selecting appropriate market data. See *Note 13 — Intangible assets, net and Goodwill* for further detail.

Share-based compensation - Stock options

Estimating the fair value of share-based awards requires significant assumptions for the inputs used in the Black-Scholes or Monte Carlo valuation models, including expected volatility of the Company's SVS, the expected life of an award and the risk-free interest rate. The Company uses an expected dividend yield of zero as it does not currently anticipate paying dividends. See *Note 19 — Share-based compensation* for further detail.

Impairment of long-lived assets

The Company evaluates the recoverability of long-lived assets when events indicate their carrying value may not be recoverable. This requires judgment in interpreting key factors (e.g., adverse changes in market conditions, regulatory environment or business climate and adverse changes in the extent or manner in which the long-lived assets will be used) and in estimating the undiscounted future cash flows of such assets. See *Note 10 — Property, plant and equipment, net* for further detail.

Inventories, net

Inventories are measured at the lower of cost or NRV. Determining NRV requires significant judgment regarding future demand, selling prices, shrinkage and inventory aging. See *Note 8 — Inventories, net* for further detail.

Leases

Management applies significant judgment in deriving the lease term and discount rate applicable in a leasing arrangement.

- Lease Term: Determining whether options to extend or terminate a lease are reasonably certain to be exercised involves considering strategic, operational and economic factors, including the size of the Company's investment in the property and the strategic importance of the property location.

- Discount Rate: Determining the incremental borrowing rate for leases where the implicit rate is not readily determinable. See *Note 11 — Leases* for further detail.

Income taxes

There is inherent uncertainty in quantifying income tax positions. Management must exercise significant judgment in evaluating whether its tax positions are more likely than not to be sustained upon examination or audit by tax authorities in the complex federal, state and foreign jurisdictions in which the Company operates.

Held for sale and discontinued operations

Significant judgment is required to determine if a disposal group meets the specific criteria to be classified as "held for sale." An asset or disposal group must meet all of the following conditions:

- Management is committed to a plan to sell;
- The asset or disposal group is available for immediate sale in its present condition;
- An active program to locate a buyer has been initiated;
- The sale is highly probable within one year;
- The asset or disposal group is being actively marketed for sale at a reasonable price; and
- It is unlikely that the plan will be significantly changed or withdrawn.

A disposal group classified as held for sale is reported as a "discontinued operation" if it represents a strategic shift that has a major effect on the Company's operations and financial results. Assets held for sale are measured at the lower of their carrying amount or fair value less costs to sell. Pursuant to ASC 205, *Presentation of Financial Statements,* the financial results of the Company's discontinued operations are presented separately on the Consolidated Statements of Operations as Net loss from discontinued operations.

See *Note 5 — Assets and liabilities held for sale* and *Note 6 — Discontinued operations* for further detail.

Redeemable non-controlling interests

The valuation and classification of redeemable non-controlling interests involve significant judgment, including developing discounted cash flow models with assumptions about future revenue, margins and economic conditions. The Company also has to assess whether the underlying equity instruments are currently redeemable or likely to become redeemable in the future, adding complexity to their classification on the Consolidated Balance Sheets. See *Note 18 — Redeemable non-controlling interest* for further detail.

Revenue recognized from contracts with customers

Significant judgment is applied in evaluating the nature of the Company's wholesale and MSA revenue contracts. This includes assessing whether the Company acts as the principal or agent in contracts with customers, particularly where third-party involvement or shared responsibilities exist. The Company also evaluates whether certain transactions are non-reciprocal in nature, requiring consideration of whether a transfer of assets occurred without commensurate value received. In arrangements involving transfers of inventory between the same counter-parties, the Company applies judgment to determine whether such transfers represent distinct revenue-generating events. Additionally, the allocation of transaction price across multiple performance obligations necessitates the estimation of standalone selling prices and the timing of satisfaction of each obligation.

New, amended and future accounting pronouncements

The Company has implemented all applicable accounting standards recently issued by the FASB, as well as applicable pronouncements from certain other standard-setting bodies, within the prescribed effective dates. Pronouncements that are not applicable or where it has been determined do not have a significant impact to the Company have been excluded herein.

Recently adopted accounting standards

The Company adopted ASU 2023-09, *Improvements to Income Tax Disclosures* ("ASU 2023-09"), on a prospective basis for its annual reporting ended December 31, 2025. ASU 2023-09 requires public business entities to annually (i) disclose specific categories within the effective tax rate reconciliation and (ii) provide additional details for reconciling items that meet a quantitative threshold (generally defined as items equal to or greater than five percent of the computed statutory tax amount). Upon adoption, ASU 2023-09 did not materially impact the Consolidated Financial Statements, other than to expand the disclosures within *Note 23 — Income taxes.* There was no impact to the Company's consolidated financial position, results of operations or cash flows.

Effective January 1, 2025, the Company adopted ASU 2023-05, *Business Combinations— Joint Venture Formations* ("ASU 2023-05"). ASU 2023-05 (i) defines a joint venture as the formation of a new entity without an accounting acquirer and (ii) requires that a joint venture measure its identifiable net assets and goodwill, if any, at the formation date, such that the initial measurement of a joint venture's total net assets is equal to the fair value of 100% of the joint venture's equity, including any noncontrolling interest in the net assets of the joint venture. Upon adoption, ASU 2023-05 did not impact the Company's consolidated financial position, results of operations or cash flows, as the Company did not form any joint ventures on or after January 1, 2025.

Recently issued accounting standards

In December 2025, the FASB issued ASU 2025-11, *Interim Reporting (Topic 270): Narrow-Scope Improvements* ("ASU 2025-11"). ASU 2025-11 makes targeted, narrow-scope improvements to the interim reporting guidance in ASC 270 to clarify the timing and consistency of recognition and measurement in quarterly financial statements. The amendments address specific areas where existing guidance led to uncertainty about whether certain costs, adjustments or changes in

estimates should be recognized in an interim period or allocated over an annual period. The amendments in ASU 2025-11 do not introduce new accounting concepts but improves consistency, reduces diversity in practice and enhances comparability across interim reporting periods. ASU 2025-11 is effective for fiscal years beginning after December 15, 2027, including interim reporting periods within those fiscal years, and can be applied on either a prospective or modified retrospective basis. Early adoption is permitted. The Company does not anticipate ASU 2025-11 will have a material impact on its consolidated financial statements upon adoption.

In September 2025, the FASB issued ASU 2025-07, *Derivatives and Hedging (Topic 815) and Revenue from Contracts with Customers (Topic 606): Scope Refinements* ("ASU 2025-07"). ASU 2025-07 was issued to clarify the application of derivative accounting to certain contracts and refine the guidance for share-based noncash consideration received from customers. The amendments introduce a scope exception for contracts that are not exchange-traded and whose underlying is tied to operations or activities specific to one party. Additionally, ASU 2025-07 clarifies that share-based noncash consideration from a customer should initially be accounted for under Topic 606 until the right to receive or retain such consideration becomes unconditional, at which point financial instruments guidance may apply. ASU 2025-07 is effective for fiscal years beginning after December 15, 2026, including interim reporting periods within those fiscal years, and can be applied on either a prospective or modified retrospective basis. Early adoption is permitted. The Company is currently evaluating the potential impact of ASU 2025-07 to the Company and its consolidated financial statements upon adoption.

In September 2025, the FASB issued ASU 2025-06, *Intangibles—Goodwill and Other—Internal-Use Software: Targeted Improvements to the Accounting for Internal-Use Software* ("ASU 2025-06"). ASU 2025-06 was issued to modernize and clarify the accounting for internal-use software, addressing stakeholder concerns that the existing guidance was outdated and based on traditional waterfall development methods that no longer reflect current software development practices, including agile methodologies. The amendments in ASU 2025-06 eliminate references to prescriptive "project stages" and introduce a clearer capitalization threshold, requiring capitalization of software costs once (i) management has authorized and committed funding to the project and (ii) it is probable the software will be completed and used as intended. Entities must also assess whether significant uncertainty exists in the development process when applying this threshold. ASU 2025-06 is effective for all entities for annual reporting periods beginning after December 15, 2027, and can be applied on a prospective, modified retrospective or retrospective basis. Early adoption is permitted. The Company is currently evaluating the potential impact of ASU 2025-06 to the Company and its consolidated financial statements upon adoption.

In August 2025, the FASB issued ASU 2025-05, *Financial Instruments—Credit Losses: Measurement of Credit Losses for Accounts Receivable and Contract Assets* ("ASU 2025-05"). ASU 2025-05 was issued to simplify and improve the measurement of credit losses for accounts receivable and contract assets. The amendments in ASU 2025-05 respond to stakeholder concerns regarding the cost and complexity of applying the current expected credit loss model, particularly for assets collected shortly after the balance sheet date. ASU 2025-05 introduces an optional practical expedient allowing all entities to assume that current conditions as of the balance sheet date remain unchanged for the remaining life of the asset. ASU 2025-05 is effective for annual reporting periods beginning after December 15, 2025, including interim reporting periods within those annual reporting periods, and must be applied prospectively. Early adoption is permitted. The Company is currently evaluating the potential impact of ASU 2025-05 to the Company and its consolidated financial statements upon adoption.

In May 2025, the FASB issued ASU 2025-04, *Compensation—Stock Compensation and Revenue from Contracts with Customers* ("ASU 2025-04"). ASU 2025-04 revises FASB's Master Glossary definition of the term performance condition for share-based consideration payable to a customer. The revised definition incorporates

- conditions (such as vesting conditions) that are based on the volume or monetary amount of a customer's purchases (or potential purchases) of goods or services from the grantor and
- performance targets based on purchases made by other parties that purchase the grantor's goods or services from the grantor's customers.

In addition, the amendments in ASU 2025-04,

- eliminate the policy election permitting a grantor to account for forfeitures as they occur;
- clarify that share-based consideration encompasses the same instruments as share-based payment arrangements, but the grantee does not need to be a supplier of goods or services to the grantor and

- clarify that a grantor is required to assess the probability that an award will vest using only the guidance in ASC 718, *Compensation—Stock Compensation*. Revenue recognition will no longer be delayed when an entity grants awards that are not expected to vest.

ASU 2025-04 is effective for all entities for annual reporting periods, including interim reporting periods within those annual reporting periods, beginning after December 15, 2026 and can be applied on a modified retrospective or retrospective basis. Early adoption is permitted. The Company is currently evaluating the potential impact of ASU 2025-04 to the Company and its consolidated financial statements upon adoption. As of December 31, 2025, the Company has no customer contracts or transactions within the scope of this amendment.

In May 2025, the FASB issued ASU 2025-03, *Business Combinations and Consolidation: Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity* ("ASU 2025-03"). ASU 2025-03 replaces the requirement that the primary beneficiary always is the acquirer with an assessment that requires an entity to consider the factors to determine which entity is the accounting acquirer. Upon adoption, in an acquisition transaction effected primarily by exchanging of equity interests when the legal acquiree is a VIE that meets the definition of a business, the Company will be required to consider the factors in paragraphs ASC 805-10-55-12 through 55-15 to determine if it is the accounting acquirer. Specifically, under ASU 2025-03, acquisition transactions in which the legal acquiree is a VIE will, in more instances, result in the same accounting outcomes as economically similar transactions in which the legal acquiree is a VIE. ASU 2025-03 is effective for all entities for annual reporting periods, including interim reporting periods within those annual reporting periods, beginning after December 15, 2026 and must be applied on a prospective basis. Early adoption is permitted. The Company is currently evaluating the potential impact of ASU 2025-03 to the Company and its consolidated financial statements upon adoption.

In January 2025, the FASB issued ASU 2025-01, *Reporting Comprehensive Income - Expense Disaggregation Disclosures,* which clarifies the effective dates of ASU 2024-03. The provisions of ASU 2024-03 are discussed in further detail herein.

In November 2024, the FASB issued ASU 2024-04, *Debt with Conversion and Other Options* ("ASU 2024-04"). ASU 2024-04 clarifies the requirements for accounting for a settlement of a convertible debt instrument as an induced conversion and applies to convertible debt instruments with cash conversion features as well as debt instruments that are not currently convertible. ASU 2024-04 is effective for all entities for annual periods beginning after December 15, 2025, and interim periods within those annual periods, and can be applied either on a prospective or retrospective basis. Early adoption is permitted. The Company is currently evaluating the potential impact of ASU 2024-04 to the Company and its consolidated financial statements upon adoption.

In November 2024, the FASB issued ASU 2024-03, " *Reporting Comprehensive Income—Expense Disaggregation Disclosures*". ASU 2024-03 requires public business entities to provide disaggregated disclosures of specific income statement expense categories, including purchases of inventory, employee compensation, depreciation, intangible asset amortization, depletion and selling expenses. The amendments introduced by ASU 2024-03 aim to enhance transparency by offering investors more detailed insights into an entity's expense structure. This additional information is intended to improve investors' ability to understand an entity's cost structure and to forecast future cash flows. ASU 2024-03 is effective for all entities for annual periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027. Early adoption is permitted, and ASU 2024-03 can be applied on either a prospective or retrospective basis. The Company is currently evaluating the potential impact of ASU 2024-03 to the Company and its consolidated financial statements upon adoption.

In October 2023, the FASB issued ASU 2023-06, *Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative* ("ASU 2023-06"). ASU 2023-06 incorporates certain SEC disclosure requirements into the FASB Codification. The amendments introduced by ASU 2023-06 are expected to clarify or improve disclosure and presentation requirements of a variety of Codification Topics, allow users to more easily compare entities subject to the SEC's existing disclosures with those entities that were not previously subject to the requirements and align the requirements in FASB's Codification with the SEC's regulations. ASU 2023-06 is effective on the date on which the SEC removes the related disclosure from Regulation S-X or Regulation S- K. Any amendments the SEC does not remove by June 30, 2027 will not be effective. Early adoption is prohibited. The Company does not anticipate ASU 2023-06 will impact its consolidated financial statements upon adoption.

Note 4 — Acquisitions

Goodwill arising from acquisitions consists largely of the synergies and economies of scale expected from integrating the operations of the acquired businesses, opportunities to enter into new markets and/or expand the Company's footprint in existing markets as well as the acquisition of other intangibles that do not qualify for separate recognition. Synergies include (i) the elimination of redundant facilities and functions and (ii) the use of the Company's existing commercial infrastructure to expand sales. None of the resultant goodwill from the following acquisitions are expected to be deductible for income tax purposes.

2025 Acquisitions

During the year ended December 31, 2025, the Company did not consummate any acquisitions that were material, individually or in the aggregate.

2024 Acquisitions

Northern Green Canada Inc.

On April 19, 2024, the Company completed the acquisition of all issued and outstanding shares of Northern Green Canada, Inc. ("NGC"), for total consideration of approximately $23.8 million, paid in cash and equity consideration. NGC is a Canadian licensed cannabis producer and distributor focused primarily on expanding in the international market through its European Union Good Manufacturing Practice ("EU-GMP") certified product offering. The acquisition of NGC equipped the Company with a secure and consistent supply of high quality, non-irradiated indoor EU-GMP flower in order to maintain a leading position in Germany, Poland and the U.K. and support the Company's expansion into new international markets.

The Company accounted for its acquisition of NGC as a business combination.

During the year ended December 31, 2025, the Company recorded a measurement period adjustment of $ 4.0 million to Deferred tax liability, to reflect acquired net operating losses that were not determinable at the acquisition date. See *Note 13 — Intangible assets, net and Goodwill* for further detail on the impact of this measurement period adjustment to Goodwill.

The following table presents the fair value of the assets acquired and liabilities assumed in the acquisition of NGC as of the acquisition date and an allocation of the consideration to net assets acquired:

Cash	$	146
Accounts receivable, net		2,487
Prepaid expenses and other current assets		398
Inventories, net		3,400
Property, plant and equipment, net		10,858
Right-of-use assets		2,842
Licenses		15,387
Trade name		201
Goodwill		1,285
Deferred tax liabilities		(265)
Liabilities assumed		(12,966)
Net assets acquired	$	23,773
Consideration paid in cash, net of working capital adjustments	$	2,368
Equity consideration[(1)]		15,053
Contingent consideration classified as a liability[(2)]		6,352
Total consideration	$	23,773
Cash outflow, net of cash acquired	$	2,222

(1) The fair value of the consideration, paid through the issuance of SVS, was based on a third-party valuation that took into account transfer restrictions and the time value of money.

(2) On April 11, 2025, the Company issued 621,166 SVS and paid $3.2 million in cash to settle this contingent consideration obligation.

Curaleaf Poland S.A.

On February 2, 2024, the Company completed the acquisition of all issued and outstanding shares of Can4Med S.A., now known as Curaleaf Poland S.A. (“Curaleaf Poland”) for total consideration of €1.5 million, consisting of cash and equity consideration. Additionally, the Company incurred a deferred consideration obligation tied to the future performance of Curaleaf Poland. Curaleaf Poland is the first medical cannabis-specialized wholesaler in Poland, specializing in the acquisition, registration and distribution of medical cannabis and products containing THC and other cannabinoids in Poland. The acquisition of Curaleaf Poland increased the Company’s international footprint.

The Company accounted for its acquisition of Curaleaf Poland as a business combination.

The following table presents the fair value of the assets acquired and liabilities assumed in the acquisition of Curaleaf Poland as of the acquisition date and an allocation of the consideration to net assets acquired:

Cash	$	48
Accounts receivable, net		414
Prepaid expenses and other current assets		2
Inventories, net		661
Property, plant and equipment, net		14
Licenses		2,063
Trade name		97
Non-compete agreements		32
Goodwill		931
Deferred tax liabilities		(548)
Liabilities assumed		(891)
Net assets acquired	$	2,823
Consideration paid in cash, net of working capital adjustments	$	832
Equity consideration[(1)]		773
Deferred consideration classified as a liability[(2)]		1,218
Total consideration	$	2,823
Cash outflow, net of cash acquired	$	784

[(1)] The fair value of the consideration paid through the issuance of SVS was based on a third-party valuation that took into account the time value of money.

[(2)] On April 14, 2025, the Company issued 96,052 SVS and paid $0.4 million in cash to settle this deferred consideration obligation.

Dark Heart

On January 17, 2024, the Company acquired Half Moon Nursery, Inc. and all assets of Dark Heart Nursery from Grace & Co. for cash consideration of $1.7 million and the forgiveness of a $ 7.0 million promissory note receivable (plus interest) from Grace & Co. that was received by the Company on October 27, 2023. The acquired assets, consisting of proprietary cannabis genetics and know-how, are intended to support the continued expansion of its domestic and international footprint.

The Company accounted for its acquisition of Dark Heart as an asset acquisition.

The following table presents the fair value of the assets acquired in the acquisition of Dark Heart as of the acquisition date and an allocation of the consideration to net assets acquired:

Intellectual Property	$	9,365
Net assets acquired	$	9,365
Consideration paid in cash, net of working capital adjustments	$	1,693
Cancelled loan (including accrued interest)		7,672
Total consideration	$	9,365

Contingent consideration

Contingent consideration recorded relates to the Company's business combinations and asset acquisitions. As discussed in *Note 3 — Significant accounting policies*, contingent consideration payable is subject to significant judgment and estimates, such as projected future revenue. Refer to *Note 27 — Fair value measurements and financial risk management* for further discussion surrounding the inputs utilized in the fair value of contingent consideration.

The changes in the Company's contingent consideration liability as of December 31, 2025 and 2024 were as follows:

	EMMAC[1]	NGC[2]	Total
Total contingent consideration liability, December 31, 2023	$ 4,724	$ —	$ 4,724
Contingent consideration recognized on acquisition	—	6,352	6,352
Revaluation of contingent consideration	(1,820)	(3,042)	(4,862)
Effect of exchange rate differences	(67)	—	(67)
Total contingent consideration liability, December 31, 2024	2,837	3,310	6,147
Cash payments of contingent consideration	—	(3,236)	(3,236)
Issuance of SVS as settlement of contingent consideration	—	(497)	(497)
Revaluation of contingent consideration	306	335	641
Effect of exchange rate differences	215	—	215
Gain on contingent consideration not paid	—	88	88
Total contingent consideration liability, December 31, 2025	3,358	—	3,358
Less: Contingent consideration liability - current	—	—	—
'Contingent consideration liability - net of current	$ 3,358	$ —	$ 3,358

[1] Contingent on the ability of Curaleaf International Holdings Limited ("Curaleaf International") to obtain a recreational cannabis license in Europe and is payable in both cash and SVS upon achievement. Payouts, if any, are expected in 2027.

[2] Contingent obligation was tied to NGC achieving certain margin targets during the fiscal year ending December 31, 2024.

Deferred consideration

The changes in the Company's deferred consideration liability as of December 31, 2025 and 2024 were as follows:

	Tryke[1]	NRPC[3]	Curaleaf Poland[4]	Other[5]	Total
Total deferred consideration liability, December 31, 2023	$ 41,652	$ 2,000	$ —	$ —	$ 43,652
Deferred consideration recognized on acquisition	—	—	1,218	—	1,218
Interest expense on deferred consideration	5,913	—	—	—	5,913
Effect of exchange rate differences	—	—	82	—	82
Reversal of interest expense on deferred consideration	(11)	—	—	—	(11)
Change in fair value on deferred consideration paid	—	—	(796)	—	(796)
Post-closing purchase price adjustment[2]	(3,740)	—	—	—	(3,740)
Cash payments of deferred consideration	(11,250)	—	—	—	(11,250)
Total deferred consideration liability, December 31, 2024	32,564	2,000	504	—	35,068
Deferred consideration recognized on acquisition	—	—	—	920	920
Interest expense on deferred consideration	2,436	—	—	—	2,436
Effect of exchange rate differences	—	—	17	46	63
Change in fair value on deferred consideration paid	—	—	(46)	—	(46)
Issuance of SVS as settlements of deferred consideration	—	—	(77)	—	(77)
Cash payments of deferred consideration	(35,000)	—	(398)	—	(35,398)
Total deferred consideration liability, December 31, 2025	—	2,000	—	966	2,966
Less: Deferred consideration liability - current	—	(2,000)	—	(966)	(2,966)
Deferred consideration liability - net of current	$ —	$ —	$ —	$ —	$ —

[1] Related to the second and third anniversary payment due from the Company to the sellers of Tryke of $21.2 million and $25.0 million, respectively, settled in October 2025.

[2] On October 4, 2024, the Company entered into a settlement agreement with the sellers of Tryke Companies, pursuant to which the Company received a $3.7 million post-closing purchase price adjustment that reduced the Company's second anniversary payment.

[3] Represents amounts withheld in connection with the acquisition of Natural Remedy Patient Center LLC ("NRPC") as security for indemnification obligations. In January 2026, upon receipt of a final, non-appealable order, the $2.0 million holdback became payable. The Company retained $1.2 million of this amount for potential tax exposure (scheduled for release in August 2026 and August 2027, subject to IRS claims) and deducted legal fees incurred during the litigation as permitted under the purchase agreement. The remaining amount, net of the tax holdback and legal fees, was paid in February 2026.

[4] Related to Curaleaf Poland's achievement of certain earnings metrics during the fiscal year ending December 31, 2024. On April 14, 2025, the Company settled this obligation through a cash payment of $0.4 million and the issuance of 96,052 SVS.

[5] Incurred in connection with an individually immaterial acquisition consummated during the second quarter of 2025 within the Company's international operations.

Note 5 — Assets and liabilities held for sale

Total gains (losses) recognized by the Company upon consummation of the disposition of its net assets held for sale for the year ended December 31, 2025 were as follows:

	Year ended December 31, 2025	
Disposal Group	**Discontinued Operations**	**Held for Sale Entities**
Missouri	$ (2,397)	$ —
Hemp-derived THC	(7,059)	—
Phytoscience Management Group, Inc.	—	247
North Shore Assets[1]	—	331
Acres Assets[2]	—	108
Illinois Assets	—	(508)
Rokshaw Limited (“Rokshaw”)’s noncannabis operation	—	1,029
Total gain (loss) on disposal of net assets held for sale	$ (9,456)	$ 1,207

[1] On April 10, 2025, the Company completed the sale of its North Shore Assets, having received all required regulatory approvals.

[2] Refer to *Note 9 — Notes receivable* for further discussion.

Total gains (losses) recognized by the Company upon consummation of the disposition of its net assets held for sale for the year ended December 31, 2024 were as follows:

	Year ended December 31, 2024	
Disposal Group	**Discontinued Operations**	**Held for Sale Entities**
Adult-use Maine	$ 71	$ —
California	568	—
Colorado	1,687	—
Oregon	384	—
Michigan	2,087	—
Kentucky - CBD	212	—
North Shore Assets	—	(899)
Acres Assets[1]	—	(1,180)
Rokshaw Limited's noncannabis operation	—	2,362
Total gain on disposal of net assets held for sale	$ 5,009	$ 283

[1] Refer to *Note 9 — Notes receivable* for further discussion.

The changes in assets and liabilities held for sale as of December 31, 2025 and 2024 were as follows:

Assets held for sale	**Discontinued Operations**	**Held for Sale Entities**	**Total**
Balance at December 31, 2023	$ 16,908	$ 4,579	$ 21,487
Transferred out, net	(1,255)	(4,579)	(5,834)
Balance at December 31, 2024	15,653	—	15,653
Transferred (out) in, net	(12,355)	383	(11,972)
Balance at December 31, 2025	$ 3,298	$ 383	$ 3,681

Liabilities associated with assets held for sale	**Discontinued Operations**	**Held for Sale Entities**	**Total**
Balance at December 31, 2023	$ 8,287	$ 886	$ 9,173
Transferred in (out), net	184	(452)	(268)
Balance at December 31, 2024	8,471	434	8,905
Transferred out, net	(1,398)	(434)	(1,832)
Balance at December 31, 2025	$ 7,073	$ —	$ 7,073

As of December 31, 2025, Assets held for sale consisted of one real estate property; the sale of which was consummated in January 2026. As of December 31, 2024, Liabilities associated with assets held for sale consisted of an operating lease, the transfer of which was subject to regulatory approval.

Rokshaw Amendment

On April 30, 2025, the Company signed an amendment to the asset purchase agreement governing the sale of Rokshaw's noncannabis operation to Thistle Pharma Limited, which was consummated on April 29, 2024. The amendment modifies the original terms for the outstanding cash consideration. Previously, £0.5 million was payable on each of the first and second anniversaries of the closing date (April 30, 2025 and April 30, 2026, respectively). As a result of the amendment, total cash consideration was reduced to £0.8 million and paid in full on April 30, 2025.

Note 6 — Discontinued operations

2025

On December 30, 2025, the Company approved plans to discontinue operations in two markets, Hemp-derived THC and Missouri, both of which represented strategic shifts having a major effect on the Company's operations and financial results. Accordingly, the financial results for both operating segments were reclassified as discontinued operations as of and for the years ended December 31, 2025 and 2024.

Hemp-derived THC: The decision to exit the hemp-derived THC market was driven by recent federal and state legislative changes that materially restricted the legal definition of hemp and significantly curtailed the sale and distribution of hemp-derived THC products. These regulatory changes eroded demand, and no alternative legal markets for the Company's hemp-derived THC products currently exist.

Missouri: The decision to exit the Missouri market was driven by persistent declines in operating performance and management's determination that projected future cash flows were insufficient to recover the carrying value of the associated asset group as of December 31, 2025.

As of December 31, 2025, the Company has no significant continuing involvement with the operations classified as discontinued operations on 2023.

2024

The Company did not reclassify any of its operations to discontinued operations during the year ended December 31, 2024.

The following table summarizes the major classes of assets and liabilities of the Company's discontinued operations as of December 31, 2025 and 2024:

	As of	
	December 31, 2025	December 31, 2024
Assets		
Inventories, net	$ —	$ 3,717
Prepaid expenses and other current assets	278	62
Total current assets	278	3,779
Deferred tax asset[1]	3,020	7,363
Property, plant and equipment, net	—	3,822
Right-of-use assets, operating lease, net	—	689
Total non-current assets	3,020	11,874
Total assets	$ 3,298	$ 15,653
Liabilities		
Accrued expenses[2]	$ 7,060	$ 8,318
Lease liabilities, operating - current	13	140
Total current liabilities	7,073	8,458
Lease liabilities, operating - net of current	—	13
Total non-current liabilities	—	13
Total liabilities	$ 7,073	$ 8,471

[1] Deferred tax asset for the years ended December 31, 2025 and 2024 is primarily a result of the formal dissolution of certain legal entities that were associated with the Company's discontinued operations.

[2] Consists primarily of accrued litigation contingencies. See *Note 26 — Commitments and contingencies* for further details.

The following table presents the Company's condensed consolidated statements of operations for its discontinued operations for the years ended December 31, 2025 and 2024:

	Years Ended	
	December 31, 2025	December 31, 2024
Total revenues, net	$ 11,592	$ 9,208
Cost of goods sold	14,046	10,478
Gross profit	(2,454)	(1,270)
Total operating expenses	10,000	5,174
Loss from operations	(12,454)	(6,444)
Total other expense, net	(8,128)	(3,271)
Loss before provision for income taxes	(20,582)	(9,715)
Provision for income taxes	(5,668)	(683)
Net loss from discontinued operations	$ (26,250)	$ (10,398)

(1) The provision for income taxes for the years ended December 31, 2025 and 2024 is primarily a result of the formal dissolution of certain legal entities that were associated with the Company's discontinued operations.

Note 7 — Accounts receivable, net

Accounts receivable, net consist of the following as of December 31, 2025 and 2024:

	As of	
	December 31, 2025	December 31, 2024
Trade accounts receivable	$ 73,864	$ 63,990
Other receivables	5,092	4,763
Accounts receivable, gross	78,956	68,753
Less: Allowance for credit losses	(2,617)	(2,722)
Accounts receivable, net	$ 76,339	$ 66,031

The changes in the Company's allowance for credit losses as of December 31, 2025 and 2024 were as follows:

Allowance for credit losses as of January 1, 2025	$ (2,722)
Provision	(977)
Charge-offs and recoveries	1,135
Effect of exchange rate difference	(53)
Allowance for credit losses as of December 31, 2025	$ (2,617)

Allowance for credit losses as of January 1, 2024	$ (6,717)
Provision	(414)
Charge-offs and recoveries	4,392
Effect of exchange rate differences	17
Allowance for credit losses as of December 31, 2024	$ (2,722)

Additional information about the Company's exposure to credit and market risks and impairment losses for its accounts receivable is included in *Note 27 — Fair value measurements and financial risk management* .

Note 8 — Inventories, net

Inventories, net consist of the following as of December 31, 2025 and 2024:

	As of	
	December 31, 2025	December 31, 2024
Raw materials:		
Cannabis	$ 38,885	$ 43,554
Non-Cannabis	20,029	15,443
Total raw materials	58,914	58,997
Work-in-process	67,996	59,995
Finished goods	98,112	97,945
Inventories, net	$ 225,022	$ 216,937

As of December 31, 2025 and 2024, the Company's inventory reserve, which is recognized within Inventories, net on the Consolidated Balance Sheets, was as follows:

	As of	
	December 31, 2025	December 31, 2024
Inventory reserve	$ (10,223)	$ (11,775)

For the years ended December 31, 2025 and 2024, inventory write-downs recognized within Cost of goods sold on the Consolidated Statements of Operations totaled:

	Years Ended	
	December 31, 2025	December 31, 2024
Inventory write-downs	$ (1,932)	$ (4,174)

Note 9 — Notes receivable

Notes receivable consists of the following as of December 31, 2025 and 2024:

	As of	
	December 31, 2025	December 31, 2024
Current portion of notes receivable	$ 4,629	$ 451
Notes receivable – net of current	2,980	2,037
Total notes receivable	$ 7,609	$ 2,488

Riviera Creek

In 2025, the Company initiated a plan to enter into Option and Purchase Agreements with Riviera Creek Holdings, LLC ("Riviera Creek") for the start-up, licensing, build-out, and working capital needs of certain dispensaries in Ohio, including RC Retail 1, RC Retail 2, and RC Retail 3 (together, the "RC Retail Stores"). The Company entered into Option and Purchase Agreements with RC Retail 2, RC Retail 3 and RC Retail 1 on January 2, 2025, September 4, 2025 and October 3, 2025, respectively.

As of December 31, 2025, the Company has advanced $ 4.0 million under a term loan receivable (the "Term Loan"). Advances under the Term Loan accrue non-compounded interest at the applicable federal mid-term rate ("AFR"), calculated on the basis of the actual number of days elapsed over a 365-day year or 366-day year. The maturity date of the

Term Loan is contingent upon the execution, or termination, of the Option and Purchase Agreement. The Term Loan is secured by the assets of the Borrower, subject to certain exclusions.

The RC Retail Stores are consolidated by the Company as VIEs. See *Note 28 — Variable interest entities* for further details.

Acres Note

On February 23, 2024, the Company signed a real estate purchase agreement to sell the property and equipment of Acres Cultivation LLC and Acres Dispensary LLC for total consideration of $3.3 million, consisting of cash consideration of $1.1 million and the receipt of a note receivable of $2.2 million (the "Acres Note") that is secured by the property and equipment acquired by the borrower. The Acres Note earns interest at 8% per annum and matures in February 2027. See *Note 5 — Assets and liabilities held for sale* in the Company's Consolidated Financial Statements for further details.

Four20 Notes

On January 1, 2024, Four20 Pharma GmbH ("Four20") converted €0.8 million of overdue accounts receivable of its customer, Canymed GmbH (the "Borrower"), into a secured note receivable (the "Four20 Note"). The note bore interest of 8% and was settled in full on January 30, 2025.

On September 1, 2025, Four20 converted an additional € 0.9 million of overdue account into a secured note receivable (the "2025 Four20 Note"). The note bore interest of 8% and matured on December 31, 2025; however, the obligation was not settled upon maturity due to the Borrower's financial difficulties. Consequently, the Company has enforced its security interest in the collateral to satisfy the outstanding obligation.

Sapphire Note

On November 1, 2024, the Company and Sapphire Nordics AB entered into a financing arrangement whereby the Company extended a line of credit up to £0.5 million (the "Sapphire Note"), which was later amended on September 1, 2025, increasing the line of credit up to £ 0.8 million. The Sapphire Note bears interest at a rate equal to the European Central Bank base rate plus 3% per annum, with interest accruing from the date of each drawdown. Each drawdown is repayable in full, including accrued interest, no later than the fifth anniversary of its respective disbursement date. The facility is available for drawdown through November 1, 2030. The Company classified the Sapphire Note as a related party transaction, as Sapphire Nordics AB is a joint venture formed with Nordx Pharma AB in January 2023.

Note 10 — Property, plant and equipment, net

Property, plant and equipment, net consist of the following as of December 31, 2025 and 2024:

	As of	
	December 31, 2025	December 31, 2024
Land	$ 12,937	$ 7,616
Building and improvements	548,388	499,279
Furniture and fixtures	108,750	86,606
Machinery and equipment	133,648	114,904
Information technology	27,668	27,376
Construction in progress	22,618	67,579
Property, plant and equipment, gross	854,009	803,360
Less: Accumulated depreciation	(333,623)	(260,756)
Property, plant and equipment, net	$ 520,386	$ 542,604

Assets included in construction in progress represent projects related to both cultivation and dispensary facilities not yet completed or otherwise not ready for use.

	Years Ended	
	December 31, 2025	December 31, 2024
Depreciation expense[1]:		
Cost of goods sold	$ 48,526	$ 49,399
Operating expenses	35,359	33,867
Total depreciation expense	$ 83,885	$ 83,266

[1] Includes depreciation expense associated with assets under failed sale-leaseback arrangements. See Note 12 — Failed sale leaseback arrangements for further detail.

Asset specific impairment

2025

As a result of ongoing efforts to optimize its cultivation and manufacturing operations, during the year ended December 31, 2025, the Company recognized an impairment loss primarily related to outdated lighting technology and other idled assets of $8.0 million.

2024

In the first quarter of 2024, the Company made the strategic decision to introduce a new line of hemp-derived THC products via an online direct-to-consumer marketplace and to repurpose its Kentucky Facility for the production of said THC products. Accordingly, the Company ceased marketing the Kentucky Facility and recognized an impairment recovery of $3.9 million during the year ended December 31, 2024.

During 2024, the Company invested in the modernization of several cultivation facilities, resulting in improved yields and a reduction in the Company's grow canopy requirements. These improvements led to the Company's decision to shut down operations in certain cultivation facilities, as the additional capacity was no longer required or of no further benefit to the Company. Accordingly, the Company recognized an impairment loss of $12.4 million during the year ended December 31, 2024.

In Florida, the Company anticipated passage of the November 2024 Florida ballot initiative to legalize adult use cannabis and expanded its production capacity in the state accordingly. Following the ballot initiative's failure in November 2024, the Company reassessed its cultivation capacity in Florida and concluded excess capacity existed in the wake of the failed ballot initiative. In an effort to optimize cultivation operations in Florida, the Company identified assets for closure, halted construction and idled certain assets. Accordingly, during the year ended December 31, 2024, the Company recognized an impairment loss of $43.7 million, which is inclusive of $18.9 million in connection with assets the Company had retained from a prior period failed sale and leaseback arrangement. See *Note 12 — Failed sale leaseback arrangements* for further detail.

Note 11 — Leases

The Company leases real estate used for dispensaries, cultivation facilities, production plants and corporate offices.

The Company's lease agreements contain various extension and termination options. Extension options range from one to 20 years, with a typical extension period of five years, while certain termination options are contingent upon the Company securing regulatory permits.

ROU assets and lease liabilities as of December 31, 2025 and 2024 consisted of the following:

	As of			
	December 31, 2025		December 31, 2024	
	Operating leases	Finance leases	Operating leases	Finance leases
ROU assets:				
ROU assets, gross	$ 178,904	$ 186,943	$ 166,004	$ 183,968
Accumulated amortization	(65,630)	(89,344)	(50,175)	(78,800)
Total ROU assets, net	$ 113,274	$ 97,599	$ 115,829	$ 105,168
Lease liabilities:				
Lease liabilities - current	$ 19,837	$ 11,684	$ 17,333	$ 10,995
Lease liabilities - net of current	102,346	144,446	106,192	150,683
Total lease liabilities	$ 122,183	$ 156,130	$ 123,525	$ 161,678

The components of the Company's lease expenses for the years ended December 31, 2025 and 2024 were as follows:

	Years Ended	
	December 31, 2025	December 31, 2024
Finance lease expense:		
Amortization of ROU assets		
Cost of goods sold	$ 6,686	$ 10,257
Operating expenses	5,599	28,787
Total amortization of ROU assets	12,285	39,044
Interest on finance lease liabilities	17,626	17,537
Total finance lease expense	29,911	56,581
Operating lease expense[(1)]	32,092	30,446
Short-term lease expense	2,467	2,589
Total lease expense	$ 64,470	$ 89,616

[(1)] Includes $0.1 million of sublease income as a net reduction of rent expense for the years ended December 31, 2025 and 2024.

During 2025 and 2024, as part of strategic cost-optimization initiatives, the Company elected to abandon, in whole or in part, certain leases in its Northeast and West regions, and the estimated economic lives of the associated ROU assets were shortened. Consequently, the Company recognized accelerated amortization of $1.7 million and $23.5 million during the years ended December 31, 2025 and 2024, respectively, to fully amortize the ROU assets over their revised remaining economic lives.

Cash flows associated with the Company's leasing arrangements for the years ended December 31, 2025 and 2024 were as follows:

	Years Ended	
	December 31, 2025	December 31, 2024
Cash flows from operating activities:		
Operating cash flows from operating leases	$ (31,083)	$ (29,920)
Operating cash flows from finance leases	(17,626)	(17,537)
Cash flows from financing activities:		
Financing cash flows from finance leases	(10,230)	(9,445)
Net cash flows from leasing arrangements	$ (58,939)	$ (56,902)

As of December 31, 2025 and 2024, the weighted average remaining lease terms and weighted average discount rates of the Company's leasing arrangements were as follows:

	As of	
	December 31, 2025	December 31, 2024
Weighted average remaining lease term (in years) - finance leases	10.0	9.2
Weighted average remaining lease term (in years) - operating leases	6.3	6.2
Weighted average discount rate - finance leases	11.2%	11.2%
Weighted average discount rate - operating leases	10.9%	11.0%

As of December 31, 2025, maturities of the Company's lease liabilities, under its non-cancelable leases were as follows:

Fiscal Year	Operating Leases	Finance Leases
2026	$ 31,834	$ 28,446
2027	30,269	28,967
2028	26,839	28,309
2029	22,768	28,181
2030	18,574	27,819
2031 and thereafter	40,445	145,127
Total undiscounted remaining minimum lease payments	170,729	286,849
Less: imputed interest	(48,546)	(130,719)
Total discounted remaining minimum lease payments	$ 122,183	$ 156,130

Note 12 — Failed sale leaseback arrangements

The Company has entered into several sale and leaseback arrangements in connection with building improvements and equipment at various of its cultivation and processing sites. Several of these transactions were accounted for as failed sale and leaseback arrangements, as the Company retained control of the assets for the majority of their remaining useful lives.

As of December 31, 2025 and 2024, the Company's failed sale and leaseback arrangements were recognized in the Consolidated Balance Sheets as follows:

	As of	
	December 31, 2025	December 31, 2024
Property, plant and equipment, net:		
Financed property and equipment, net of accumulated depreciation of $76.1 million and $59.1 million, respectively	$ 124,708	$ 143,923
Financial obligations:		
Financial obligation - current	7,238	7,208
Financial obligation - net of current	202,901	201,687
Total financial obligations	$ 210,139	$ 208,895

For the years ended December 31, 2025 and 2024, the expenses incurred by the Company related to its failed sale and leaseback arrangements were recognized on the Consolidated Statements of Operations as follows:

	Years Ended	
	December 31, 2025	December 31, 2024
Other income (expense):		
Interest on financial obligations	$ 26,450	$ 23,726
Operating expenses:		
Depreciation on financed property, plant and equipment	12,953	17,143
Total expense associated with failed sale and leaseback arrangements	$ 39,403	$ 40,869

For the years ended December 31, 2025 and 2024, cash flows associated with the Company's failed sale and leaseback arrangements were recognized in the Consolidated Statements of Cash Flows as follows:

	Years Ended	
	December 31, 2025	December 31, 2024
Cash flows from operating activities:		
Operating cash flows from failed sale and leaseback arrangements	$ (26,450)	$ (23,726)
Cash flows from financing activities:		
Financing cash flows from failed sale and leaseback financial obligations	(5,843)	(5,777)
Net cash flows from failed sale and leaseback arrangements	$ (32,293)	$ (29,503)

As of December 31, 2025, maturities of the Company's financial obligations associated with its failed sale and leaseback arrangements were as follows:

Fiscal Year	Financial Obligations
2026	$ 33,139
2027	31,006
2028	31,841
2029	30,497
2030	29,459
2031 and thereafter	327,183
Total undiscounted remaining minimum lease payments	483,125
Less: imputed interest	(272,986)
Total discounted remaining minimum lease payments	$ 210,139

Asset specific impairment

During the year ended December 31, 2025 and 2024, the Company recognized an impairment loss of $ 0.9 million and $18.9 million, respectively, to reduce the carrying value of certain cultivation assets assigned to failed sale and leaseback arrangements. See *Note 10 — Property, plant and equipment, net* for further details.

Note 13 — Intangible assets, net and Goodwill

Intangible assets, net

Identifiable intangible assets consisted of the following as of December 31, 2025 and 2024:

As of December 31, 2025	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Licenses and service agreements	$ 1,318,987	$ (422,887)	$ 896,100
Trade names	162,903	(65,877)	97,026
Non-compete agreements	25,244	(14,591)	10,653
Intellectual property and know-how	9,577	(3,790)	5,787
Internal-use software	1,716	(220)	1,496
Customer relationships	71	(18)	53
Intangible assets, net[1]	$ 1,518,498	$ (507,383)	$ 1,011,115

[1] Intangible assets held by the Company's international subsidiaries are subject to foreign currency translation adjustments.

As of December 31, 2024	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Licenses and service agreements	$ 1,289,829	$ (331,589)	$ 958,240
Trade names	166,843	(60,375)	106,468
Non-compete agreements	32,337	(19,490)	12,847
Intellectual property and know-how	9,365	(1,889)	7,476
Internal-use software	370	(4)	366
Intangible assets, net[1]	$ 1,498,744	$ (413,347)	$ 1,085,397

[1] Intangible assets held by the Company's international subsidiaries are subject to foreign currency translation adjustments.

During the year ended December 31, 2025, the gross carrying amount of intangible assets increased by $ 19.8 million, primarily driven by foreign currency translation.

Amortization expense for the Company's intangible assets was $100.4 million and $109.2 million for the years ended December 31, 2025 and 2024, respectively.

As of December 31, 2025, the Company's estimated intangible amortization expense over the next five years was as follows:

Fiscal Year	Estimated Amortization
2026	$ 100,271
2027	99,638
2028	96,081
2029	89,951
2030	85,643

The Company's remaining weighted average amortization period for its outstanding intangibles as of December 31, 2025 was 11.82 years. The following table outlines the remaining weighted average amortization period for each major class of intangible assets as of December 31, 2025:

Asset class:	Weighted Average Amortization (in years)
Licenses and service agreements	11.99
Trade names	11.53
Non-compete agreements	5.45
Internal-use software	4.77
Intellectual property and know-how	3.03
Customer relationships	2.25

Goodwill

The changes in the Company's Goodwill as of December 31, 2025 and 2024 were as follows:

	Domestic	International	Total
Balance at December 31, 2023	$ 551,181	$ 75,447	$ 626,628
Acquisitions	—	6,137	6,137
Measurement period adjustment	—	63	63
Effect of exchange rate differences	—	(3,944)	(3,944)
Balance at December 31, 2024	551,181	77,703	628,884
Acquisitions [1]	—	1,328	1,328
Measurement period adjustment	—	(3,984)	(3,984)
Effect of exchange rate differences	—	8,889	8,889
Balance at December 31, 2025	$ 551,181	$ 83,936	$ 635,117

[1] Incurred in connection with an individually immaterial acquisition consummated during the second quarter of 2025 within the Company's international operations.

Note 14 — Investments and other assets

Investments and other assets consist of the following as of December 31, 2025 and 2024:

	As of	
	December 31, 2025	December 31, 2024
Security deposits[1]	$ 11,082	$ 10,322
Investments[2]	263	1,713
Other assets[3]	2,051	2,947
Total other assets	$ 13,396	$ 14,982

[1] Represents security deposits for certain lease arrangements. See *Note 11 — Leases* for further details.

[2] As of December 31, 2024, Investments consisted of an equity investment in a social equity collective and an equity investment in a real estate investment trust (the "REIT Investment") acquired pursuant to a real estate contribution agreement executed in connection with a sale and leaseback transaction. During the year ended December 31, 2025, the REIT Investment was fully impaired, as discussed further herein under *Asset specific impairment.*

[3] Consists of acquisition receivables as of December 31, 2024, and statutory severance funds and corporate seat licenses as of December 31, 2025.

Asset specific impairment

During 2024, in response to persistent deterioration in the underlying asset value of the REIT Investment, the Company recognized an impairment charge of $1.8 million, within Impairment loss on the Consolidated Statement of Operations for the year ended December 31, 2024, to write down the REIT Investment to its estimated fair value.

Subsequently, during 2025, management actively sought to divest the REIT Investment. However, these efforts were unsuccessful, and no buyer interest or observable market activity was identified. Given the lack of liquidity and continued deterioration in the underlying asset value, the Company determined the fair value of the REIT Investment to be zero. Accordingly, the Company recognized an impairment charge of $1.1 million, within Impairment loss on the Consolidated Statement of Operations for the year ended December 31, 2025.

Note 15 — Accrued expenses

Accrued expenses consist of the following as of December 31, 2025 and 2024:

	As of	
	December 31, 2025	December 31, 2024
Accrued payroll expenses	$ 41,861	$ 30,161
Accrued inventory expenses	12,196	10,830
Professional services and legal matters[1]	12,078	8,655
Sales taxes payable	7,754	7,170
Excise taxes payable	4,347	4,719
Accrued occupancy and technology expenses	5,422	4,940
Accrued loyalty payable	4,986	5,821
Accrued marketing expenses	2,788	2,560
Interest payable	1,704	10,791
Property and other taxes payable	1,480	2,816
Deferred revenue	634	2,367
Other accrued expenses	15,243	11,358
Total accrued expenses	$ 110,493	$ 102,188

[1] Includes amounts recognized for legal contingencies. See *Note 26 — Commitments and contingencies* for further details.

Note 16 — Notes payable

Notes payable consist of the following as of December 31, 2025 and 2024:

	As of	
	December 31, 2025	December 31, 2024
Senior Secured Notes – 2026	$ 456,815	$ 460,000
Senior Secured Notes – 2027	56,597	—
Bloom Notes – 2025	—	60,000
Bloom Notes – 2024	—	16,500
Amended Needham LOC	21,910	11,100
ABL Facility – EWB	12,000	12,000
Seller note payable	4,093	4,364
Other notes payable	3,308	15,439
Less: Unamortized debt discount/premium and deferred financing fees	(6,071)	(10,783)
Notes payable, net of unamortized debt discount/premium and deferred financing fees	548,652	568,620
Less: Notes payable - current	(35,730)	(101,723)
Notes payable - net of current	$ 512,922	$ 466,897

Below is a summary of the Company's credit facilities outstanding during the year ended December 31, 2025:

Credit facility	Original facility size	Outstanding balance	Stated interest rate		Maturity date
Senior Secured Notes – 2026[16]	$ 475,000	$ 456,815	8.00%	[5]	December 15, 2026 [16]
Senior Secured Notes – 2027[15]	67,000	56,597	10.00%	[6]	December 17, 2027
Bloom Notes – 2025[15]	60,000	—	4.00%	[7]	January 17, 2025
Bloom Notes – 2024	50,000	—	10.00%	[8]	January 18, 2025/ [8] October 18, 2024
Amended Needham LOC[3][17]	100,000	21,910	7.99%	[9]	October 10, 2026 [17]
ABL Facility - EWB Note	12,000	12,000	6.00%	[10]	August 25, 2026
Other notes payable - BHH Note[1]	7,500	—	15.00%	[11]	September 30, 2025
Other notes payable - miscellaneous[2]	6,615	3,308	Various		Various
Other notes payable - VOWL Note[1]	2,231	—	4.25%	[12]	December 30, 2025
Other notes payable - NGC Note[1]	1,600	—	12.00%	[13]	July 1, 2025
Seller note payable - Scottsdale Note[4]	5,100	4,093	5.00%	[14]	December 1, 2036
	$ 787,046	$ 554,723			

[1] The Company had a note payable (the "BHH Note") with Tangela Holdings, Ltd ("Tangela") and Portiagate Investment LTD, which was executed in the last quarter of 2020 and amended in the third quarter of 2022, in connection with the Company gaining a controlling interest in Alternate Therapies Group II, Inc.; this note was settled in cash on October 1, 2025. Additionally, the Company held a separate note payable to Tangela (the "NGC Note"), which was settled in full on July 1, 2025. A note payable held by the Company's subsidiary, Four20 Pharma GmbH to Verbundvolksbank OWL (the "VOWL Note") was settled in full on December 31, 2025.

[2] Comprised of various immaterial loans held by Curaleaf International.

[3] In October 2025, the total borrowing capacity under the Needham LOC was increased from $40.0 million to $100.0 million; see section herein titled "Needham Bank" for further details.

[4] The Company has a seller note payable incurred in connection with the Company's purchase of a building in Scottsdale, Arizona (the "Scottsdale Note").

[5] Compounded semi-annually and payable in arrears on June 15th and December 15th of each year.

[6] Compounded monthly and computed daily on the basis of a 360-day year for the actual number of days elapsed for a period of time. Interest is payable monthly in arrears, beginning February 17th, with principal repayments beginning August 17, 2025.

[7] Computed daily on the basis of a 360-day year and payable at maturity.

[8] The Installment Amount (as defined herein) matured on October 18, 2024, and the Conversion Amount matured on January 18, 2025.The Conversion Amount was settled in its entirety through the issuance of SVS, as discussed further herein in the section titled "Bloom Notes."

[9] Calculated on the basis of a 360-day year. Interest is due on the 6th of each month.

[10] Calculated on the basis of a 360-day year for the actual number of days elapsed for any period of time. Interest is due on the 25th of each month.

[11] Computed daily on the basis of a 365-day year (or 366 days in the case of a leap year) and payable quarterly in arrears on each January 1, April 1, and October 1 following the closing date, with the final interest payment due and payable on the maturity date.

[12] Calculated on the basis of a 360-day year for the actual number of days elapsed for any period of time. Interest is due on the 30th of each month.

[13] Calculated on the basis of a 365-day year. Interest is payable in one or several installments no later than 30 days from the maturity date.

[14] Computed on the basis of a 365-day year. Interest is due at maturity. As a payment-in-kind loan, interest accrued increases the outstanding balance of the loan each reporting period.

[15] In January 2025, the Bloom Note - 2025 was exchanged for Senior Secured Notes – 2027; see section herein titled "Bloom Notes" for further details.

[16] In February 2026, the Company closed on a private placement of senior secured notes for aggregate gross proceeds of $500 million due February 18, 2029. Net proceeds were used to fully repay the Senior Secured Notes – 2026. In accordance with ASC 470, *Debt*, as the Company demonstrated the intent and ability to refinance the Senior Secured Notes – 2026 on a long-term basis prior to the issuance of the Consolidated Financial Statements, the outstanding balance of the Senior Secured Notes – 2026 as of December 31, 2025 was classified as a non-current liability, within Notes payable - net of current. Refer to *Note 29 — Subsequent events* for further details.

[17] In conjunction with the origination of the Senior Secured Notes – 2029 (as further discussed in *Note 29 — Subsequent events*), the maturity date of the Amended Needham LOC was extended to February 18, 2029, and the interest rate was amended to 8.99% in accordance with the terms of the Amended and Restated Needham Loan Agreement. Consequently, the Company reclassified the outstanding balance of the Amended Needham LOC as of December 31, 2025 as a non-current liability, within Notes payable - net of current. Refer to *Note 29 — Subsequent events* for further details.

The Company's interest expense by credit facility for the year ended December 31, 2025 was as follows:

		Year ended December 31, 2025		
	Effective interest rate	Stated interest expense	Amortization of debt discount/premium and deferred financing fees	Total interest expense [1]
Senior Secured Notes – 2026	9.30%	$ 36,687	$ 5,193	$ 41,880
Senior Secured Notes – 2027	10.69%	6,263	311	6,574
Bloom Notes – 2025	10.36%	127	200	327
Bloom Notes – 2024	10.00%	78	—	78
Amended Needham LOC	7.99%	1,196	1,261	2,457
ABL Facility - EWB Note	6.00%	730	99	829
Other notes payable - BHH Note	15.00%	841	—	841
Seller notes payable - Scottsdale Note	5.00%	215	—	215
Other notes payable - miscellaneous	various	124	—	124
Other notes payable - VOWL Note	4.25%	99	—	99
Other notes payable - NGC Note	12.00%	96	—	96
		$ 46,456	$ 7,064	$ 53,520

[1] Total interest expense herein does not encompass interest expense recognized on the Company's deferred consideration obligations. For the year ended December 31, 2025, the Company recognized $3.0 million of interest expense related to its deferred consideration obligations to the sellers of Tryke, including $2.4 million attributable to the third anniversary payment and $0.5 million attributable to the monthly installments paid to settle the second anniversary payment. Refer to *Note 4 — Acquisitions — Deferred consideration* for further details.

The Company's interest expense by credit facility for the year ended December 31, 2024 was as follows:

		Year ended December 31, 2024		
	Effective interest rate	Stated interest expense	Amortization of debt discount/premium and deferred financing fees	Total interest expense [2]
Senior Secured Notes – 2026	9.33%	$ 36,750	$ 4,805	$ 41,555
Bloom Notes – 2025	10.35%	2,440	3,644	6,084
Bloom Notes – 2024	10.00%	3,027	—	3,027
Needham LOC	7.99%	34	—	34
ABL Facility - EWB Note	6.00%	607	—	607
Other notes payable - BHH Note	14.79%	1,128	—	1,128
Seller notes payable - Scottsdale Note	5.00%	239	—	239
Other notes payable - miscellaneous	various	12	—	12
Other notes payable - VOWL Note	5.90%	183	—	183
Other notes payable - NGC Note	12.00%	100	—	100
Seller notes payable - Phyto Note[1]	7.50%	223	—	223
		$ 44,743	$ 8,449	$ 53,192

[1] The Phyto Note was paid in full on July 1, 2024.

[2] Total interest expense herein does not encompass interest expense recognized on the Company's deferred consideration obligations. For the year ended December 31, 2024, the Company recognized interest expense of $5.9 million on its deferred consideration obligations. Refer to *Note 4 — Acquisitions — Deferred consideration* for further details.

As of December 31, 2025, maturities of the Company's Notes payable were as follows:

Fiscal year:	Amount
2026[1]	$ 498,296
2027	30,434
2028	676
2029	22,457
2030 and thereafter	2,860
Total future principal maturities	$ 554,723

[1] Includes $456.8 million related to the Senior Secured Notes – 2026. Subsequent to year-end but prior to the issuance of the Consolidated Financial Statements, the Company settled this obligation using proceeds from the Senior Secured Notes – 2029. As the Company demonstrated the intent and ability to refinance the Senior Secured Notes – 2026 on a long-term basis, the balance has been reclassified as non-current, within Notes payable - net of current, on the Consolidated Balance Sheet as of December 31, 2025, in accordance with ASC 470.

As of December 31, 2025 and 2024, the carrying values and fair values of the Company's Notes payable were as follows:

	As of	
	December 31, 2025	December 31, 2024
Carrying Value	$ 554,723	$ 579,403
Fair Value	546,068	560,171

Information about the Company's exposure to interest rate risks and liquidity risks is included in *Note 27 — Fair value measurements and financial risk management*.

Senior Secured Notes – 2026

In December 2021, the Company closed on a private placement of senior secured notes due 2026 for aggregate gross proceeds of $ 475.0 million ("Senior Secured Notes – 2026"). The note indenture, dated December 15, 2021 and as amended on December 12, 2023, governing the Senior Secured Notes – 2026 (the "Note Indenture") enables the Company to issue additional senior secured notes on an ongoing basis as needed, subject to maintaining leverage ratios and complying with other terms and conditions of the Note Indenture. The principal restrictions on incurring additional indebtedness include the requirement that post-incurrence of the additional debt, a fixed charge coverage ratio of 2.5:1 and consolidated debt to consolidated EBITDA ratio of 4:1 be maintained. The issuance of additional senior secured notes or other debt pari passu to the existing notes is permitted, provided that post-incurrence of the additional debt, the consolidated secured debt to consolidated EBITDA ratio of 3:1 is maintained and provided certain other conditions are met. Under the Note Indenture, the Company and certain of its guarantor entities are required to grant a first lien security interest in their respective assets to the appointed trustee, including assets acquired after the issue of the Senior Secured Notes – 2026, subject to limited exceptions. Despite the first lien granted to the holders of the Senior Secured Notes – 2026, the Note Indenture permits the Company to grant a more senior lien to secure up to $200 million of additional financing from commercial banks for revolving credit loans, such as the Needham LOC (as defined herein), provided that the interest rate applicable to such revolving credit loans is lower than the interest rate applicable to the Senior Secured Notes – 2026.

Subject to the consent of Needham Bank, the Senior Secured Notes – 2026, inclusive of accrued and unpaid interest, could be redeemed early without incurring a prepayment premium.

Purchase of Senior Secured Notes - 2026 for Cancellation

On April 30, 2024, in an arm's length transaction, the Company paid $ 14.3 million to purchase, for cancellation, Senior Secured Notes – 2026 that had a face value of $15 million. The Company also reduced accrued interest by $ 3.2 million that had been accruing from December 15, 2023 through April 30, 2024 specific to the notes purchased for cancellation.

On July 22, 2025, in an arms-length transaction, the Company paid $ 2.9 million to purchase, for cancellation, Senior

Secured Notes – 2026, that had a face value of $ 3.2 million. The Company also reduced accrued interest by $ 0.4 million that had been accruing from June 15, 2025 through July 22, 2025 specific to the notes purchased for cancellation.

Senior Secured Notes – 2027

On January 17, 2025, the Company entered into an agreement (the "Note Exchange Agreement") with the former owners of Bloom (the "Bloom Lenders"), pursuant to which the Company agreed to accept from the Bloom Lenders, and the Bloom Lenders agreed to transfer to the Company, the Bloom Notes – 2025 in exchange for senior secured notes of the Company with an aggregate principal balance of $67 million (the "Senior Secured Notes — 2027"), consisting of the $60 million then-outstanding principal of the Bloom Notes – 2025 plus $ 7 million of accrued interest on such notes (the "Note Exchange"). In connection with the Note Exchange, the Company paid in cash (i) $0.6 million, representing the remaining balance of interest accrued on the Bloom Notes – 2025 as of the date of the Note Exchange and (ii) $1.0 million of debt origination fees. The Senior Secured Notes – 2027 mature on January 17, 2027. There are no prepayment penalties on the Senior Secured Notes – 2027.

The Company accounted for the Note Exchange as a debt extinguishment and recognized a loss on extinguishment of debt of $ 0.3 million, which is recognized within Other income, net on the Consolidated Statements of Operations.

Bloom Notes

In connection with the Bloom acquisition, the Company issued three sets of secured promissory notes (collectively, the "Bloom Notes") to the former Bloom owners (the "Bloom Lenders").

On December 29, 2023, the Company entered into an agreement with the Bloom Lenders, pursuant to which the Bloom Note – 2024 was restructured into a partially convertible secured promissory note (the "Restructured Bloom Note") payable in cash and SVS, subject to the approval of the TSX. The Restructured Bloom Note had a principal amount of $47.5 million comprised of an installment amount of $31.0 million (the "Installment Amount"), which matured on October 18, 2024, and a conversion amount of $16.5 million (the "Conversion Amount") that matured on January 18, 2025. The Conversion Amount was settled, in its entirety, through the issuance of 4,282,596 SVS to the Bloom Lenders, with each of the Bloom Lenders receiving a proportionate share of SVS. Fractional shares were settled in cash.

The Company accounted for the restructuring of the Bloom Note – 2024 as a debt extinguishment and recorded a gain on extinguishment of debt of $1.8 million during the year ended December 31, 2025, which is recognized within Other income, net on the Consolidated Statements of Operations.

As of December 31, 2025, the Company has no outstanding obligation under the Bloom Notes.

Needham Bank

On November 6, 2024, the Company entered into a loan agreement (the "Needham Loan Agreement") with Needham Bank ("Needham"), establishing a revolving line of credit for up to $40.0 million (the "Needham LOC"), with an option to request up to an additional $ 20.0 million, beginning May 6, 2026, subject to Needham's discretion and credit approval process.

On October 10, 2025, the Company entered into an amended and restated loan agreement with Needham (the "Amended and Restated Needham Loan Agreement") to refinance the Needham LOC. As part of the refinancing, the total borrowing capacity under the Needham LOC was increased from $40.0 million to $100.0 million (the "Amended Needham LOC"), and the maturity date was extended to October 10, 2026. The Amended Needham LOC remains secured by a first-priority lien on senior mortgages, guarantees of the Company's U.S. subsidiaries and a parent guaranty limited to the Company's U.S. assets. Proceeds may be utilized for general corporate purposes, including working capital and operational expenses, as well as to reduce outstanding principal balances of certain Indebtedness (as defined in the Amended Needham LOC). The Amended Needham LOC is subject to certain debt covenants including maintaining a post-incurrence debt service

coverage ratio of 1.5:1 as well as covenants related to appraised fair value of mortgaged properties (subject to an 80% LTV constraint), receivables and cash, net of reserves.

Tangela Holdings, LTD

On June 11, 2024, the Company entered into a loan agreement (the "NGC Note") with Tangela for $1.6 million to fund bulk purchases of cannabis for resale by NGC. The NGC Note, as most recently amended on March 11, 2025, matured as scheduled, and on July 1, 2025, the Company settled the loan in full.

Asset-based revolving credit facility

On August 25, 2023, the Company entered into an asset-based revolving credit facility (the "ABL Facility") with EWB that provided for borrowings up to $6.5 million and immediately drew down $6.5 million (the "EWB Note"). The EWB Note had a maturity date of August 25, 2024 . On March 26, 2024, the Company signed an agreement (the "1st Change in Terms Agreement"), increasing the ABL Facility to $10 million and extending the maturity date of the EWB Note to August 25, 2025. On June 14, 2024, the Company executed an amendment to the 1st Change in Terms Agreement, increasing the ABL Facility by an additional $2 million to $12 million. On September 2, 2025, the Company executed Amendment No. 3 to its Loan Agreement with East West Bank, extending the maturity date to August 25, 2026. No other changes were made to the ABL Facility.

The ABL Facility is secured by the Company's deposit accounts at EWB, and as such, the Company's balance in the EWB deposit accounts is classified as restricted cash within Cash and cash equivalents on the Company's Consolidated Balance Sheets as of December 31, 2025 and 2024.

Covenant compliance

As of December 31, 2025, the Company was in compliance with all financial covenants within each credit facility, and the Company did not observe evidence of any cross-defaults.

Note 17 — Shareholders' equity

Authorized

As of December 31, 2025, the Company's authorized share capital consists of (i) an unlimited number of multiple voting shares ("MVS"), (ii) an unlimited number of SVS and (iii) an unlimited number of non-voting and non-participating shares that are exchangeable at the shareholder's option into SVS (the "Exchangeable Shares"). All three classes of authorized share capital are without par value. The MVS are held directly or indirectly by Boris Jordan, the Company's Chief Executive Officer and Chairman ("CEO and Chairman").

Issued

Holders of the SVS are entitled to one vote per share. MVS Holders are entitled to 15 votes per share and are entitled to notice of and to attend any meeting of the Company's shareholders, except for shareholder meetings in which only holders of a particular class or series of shares will have the right to vote.

The MVS are convertible into SVS on a one-for-one basis at any time at the option of the holder or upon termination of the MVS structure. The MVS shall automatically convert into SVS upon the earlier to occur of: (i) the transfer or disposition of the MVS by the CEO and Chairman to one or more third parties who are not permitted holders; (ii) the CEO and Chairman or his permitted holders no longer beneficially owning, directly or indirectly and in the aggregate, at least 5% of the issued and outstanding SVS and MVS on a non-diluted basis; and (iii) the first business day following the first annual meeting of shareholders of the Company following the SVS being listed and posted for trading on a U.S. national securities exchange, such as Nasdaq or the New York Stock Exchange.

As of December 31, 2025, the Company's MVS represented approximately 12.2% of the total issued and outstanding shares and controlled approximately 67.5% of the total voting power. As of December 31, 2024, the Company's MVS represented approximately 12.5% of the total issued and outstanding shares and controlled approximately 68.2% of the total voting power.

As of December 31, 2025, no Exchangeable Shares have been issued.

As of December 31, 2025 and 2024, the number of SVS available for issuance under the Company's 2018 Long Term Incentive Plan ("LTIP") was 77,247,475 and 75,005,892, respectively. See *Note 19 — Share-based compensation* for further detail.

Treasury shares

There were no SVS repurchased into treasury during the years ended December 31, 2025 and 2024.

Note 18 — Redeemable non-controlling interest

On April 7, 2021, the Company established Curaleaf International together with a strategic investor (the "Strategic Investor") who provided initial capital of $130.8 million for 31.5% equity interest in Curaleaf International (the "Curaleaf International Transaction"). Curaleaf and the Strategic Investor entered into a shareholders' agreement (the "International Shareholders Agreement") regarding the governance of Curaleaf International, pursuant to which Curaleaf International had control over operational issues and the raising of capital as well as the ability to exit the business. In addition, the strategic investor's stake was subject to put/call rights, which permitted either party to cause the Strategic Investor's stake to be purchased by the Company, starting the earlier of change of control or in 2025.

In January 2025, the Strategic Investor exercised its put option by submitting an irrevocable notice to the Company. On July 2, 2025, the Company settled the put option and acquired the minority stake in Curaleaf International, resulting in the Company obtaining 100% ownership of Curaleaf International. The transaction was executed pursuant to the International Shareholders Agreement and was settled entirely through the issuance of SVS. The transaction resulted in a change in ownership interest without a loss of control and was accounted for as an equity transaction in accordance with ASC 810. See *Note 2 — Basis of presentation and consolidation* for further details. As a result, the Company derecognized the Redeemable NCI, which had a carrying value of $102.1 million, and issued 6,810,853 SVS valued at $5.4 million. The net impact of this exchange was recorded in Additional paid-in capital.

In connection with the acquisition of Four20 Pharma GmbH ("Four20"), in September 2022, the selling shareholders and Curaleaf International entered into separate put/call options, which permit either party to trigger the roll-up of the remaining equity of Four20 two years after the launch of adult use cannabis sales in Germany, but no later than the end of 2025, if adult use launch has not occurred by such date. Management considers the redemption of the put/call options to be probable.

As of December 31, 2025 and 2024, the Company's Redeemable NCI was allocated as follows:

As of	Curaleaf International	Four20[1][2]	Total
December 31, 2025[1]	$ —	$ 83,931	$ 83,931
December 31, 2024	94,561	37,618	132,179

[1] The Company recorded $42.3 million and $22.7 million in order to reflect the put/call options obligation at their redemption value as of December 31, 2025 and 2024. See *Note 2 — Basis of presentation and consolidation* for further details.

[2] The Company anticipates the value of these put/call options to be between $80.0 million to $100.0 million upon redemption, payable in cash and stock.

Note 19 — Share-based compensation

Equity Incentive Plans

The Company maintains a 2018 Stock and Incentive Plan (as amended from time to time, the "LTIP"), which provides for the grant of incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock and stock units, performance stock and stock units awards, dividend equivalents and other share-based awards to eligible participants. The number of SVS reserved for issuance from time to time under the LTIP is calculated as 10% of the aggregate number of SVS and MVS outstanding on an "as-converted" basis.

Virtual Employee Share Options

In the second quarter of 2025, the Company granted VSOs in connection with the Company's prior acquisition of Four20 in September 2022. The VSOs were granted to certain employees of Four20 and vest over a 36-month requisite service period ending December 31, 2025, with payment contingent on a qualifying "Exit Event", as defined in the underlying plan agreement. Settlement of the Company's outstanding VSO obligations is expected to occur in the first half of 2026.

Share-based compensation consisted of the following for the years ended December 31, 2025 and 2024:

	Years Ended	
	December 31, 2025	December 31, 2024
Equity-classified awards:		
Stock options	$ 8,268	$ 9,374
Performance stock units	10,660	1,705
Restricted stock units	11,779	14,617
Share-based compensation expense: equity-classified awards	30,707	25,696
Liability-classified awards:		
Virtual share option awards[1]	5,029	—
Share-based compensation expense: liability-settled awards	5,029	—
Total share-based compensation expense	$ 35,736	$ 25,696

[1] Includes the cumulative share-based compensation expense recognized for VSOs granted during the second quarter of 2025, for which the requisite service periods retroactively commenced in January 2023.

Stock options

As of December 31, 2025 and 2024, total unamortized compensation cost related to unvested stock options was $ 12.2 million and $13.7 million, respectively, which the Company expects to recognize over a weighted-average period of 1.95 and 2.00 years, respectively.

The total intrinsic value of stock options exercised and the total fair value of stock options vested during the years ended December 31, 2025 and 2024 were as follows:

	Years Ended	
	December 31, 2025	December 31, 2024
Total intrinsic value of options exercised	$ 4,807	$ 208
Total fair value of shares vested	5,256	8,353

Significant assumptions used to estimate the fair value of the Company's stock options granted during the years ended December 31, 2025 and 2024 were as follows:

	Years Ended	
	December 31, 2025	December 31, 2024
Expected volatility	72% — 79%	71% — 74%
Expected life in years	6.16 - 6.24	6.01 - 6.02
Expected dividends[1]	— %	— %
Risk-free interest rate (based on government bonds)	3.81% — 4.21%	3.63% — 4.52%

[1] The Company has never paid cash dividends nor expects to pay cash dividends in the foreseeable future.

The Company's stock options activity and related information during the years ended December 31, 2025 and 2024 were as follows:

	Number of options	Weighted average exercise price	Weighted average remaining contractual life (years)	Aggregate intrinsic value
Outstanding at January 1, 2025	29,661,070	$ 4.982		
Forfeited	(6,852,414)	7.311		
Expired[1]	(2,213,794)	8.959		
Exercised	(1,864,272)	0.137		
Granted	13,125,215	1.093		
Outstanding at December 31, 2025	31,855,805	$ 2.886	6.65	$ 28,364
Options exercisable at December 31, 2025	10,122,969	$ 3.532	3.05	$ 10,928

[1] Includes adjustments for changes in estimates.

	Number of options	Weighted average exercise price	Weighted average remaining contractual life (years)	Aggregate intrinsic value
Outstanding at January 1, 2024	27,932,603	$ 5.290		
Forfeited	(1,461,492)	4.514		
Expired[1]	(430,377)	14.740		
Exercised	(75,391)	2.060		
Granted	3,695,727	3.532		
Outstanding at December 31, 2024	29,661,070	$ 4.982	5.50	$ 8,846
Options exercisable at December 31, 2024	16,718,254	$ 5.540	3.40	$ 8,778

[1] Includes adjustments for changes in estimates.

Performance stock units

As of December 31, 2025 and 2024, total unamortized compensation cost related to unvested performance stock units was $ 10.7 million and $2.3 million, respectively, which the Company expected to recognize over a weighted-average period of 1.53 and 1.41 years, respectively.

The Company's PSU activity and related information for the years ended December 31, 2025 and 2024 were as follows:

	Number of PSUs	Weighted-Average Grant Date Fair Value
Unvested at January 1, 2025	1,889,582	$ 3.81
Forfeited	(1,750,337)	2.81
Vested	(359,948)	3.45
Granted	10,011,139	0.94
Unvested at December 31, 2025	9,790,436	$ 1.06
Inception-to-date PSUs vested at December 31, 2025	756,485	$ 3.16

	Number of PSUs	Weighted-Average Grant Date Fair Value
Unvested at January 1, 2024	2,024,121	$ 2.89
Forfeited	(2,141,826)	3.37
Vested	(396,537)	2.89
Granted	2,403,824	4.04
Unvested at December 31, 2024	1,889,582	$ 3.81
Inception-to-date PSUs vested at December 31, 2024	396,537	$ 2.89

Modifications

During the year ended December 31, 2025, the Company modified the performance targets for PSUs granted in 2025. The modification resulted in incremental compensation cost of $19.1 million, which will be recognized prospectively over the remaining service period.

Restricted stock units

As of December 31, 2025 and 2024, total unamortized compensation cost related to unvested restricted stock units was $ 33.9 million and $15.7 million, respectively, which the Company expected to recognize over a weighted-average period of 2.39 years and 1.95 years, respectively.

The Company's RSU activity and related information for the years ended December 31, 2025 and 2024 were as follows:

	Number of RSUs	Weighted-Average Grant Date Fair Value
Unvested at January 1, 2025	6,333,784	$ 3.63
Forfeited	(2,394,476)	2.09
Vested	(2,618,222)	3.88
Granted	25,224,914	1.39
Unvested at December 31, 2025	26,546,000	$ 1.61
Inception-to-date RSUs vested at December 31, 2025	11,679,617	$ 5.92

	Number of RSUs	Weighted-Average Grant Date Fair Value
Unvested at January 1, 2024	6,145,959	$ 4.12
Forfeited	(2,459,478)	4.06
Vested	(3,228,557)	4.33
Granted	5,875,860	3.68
Unvested at December 31, 2024	6,333,784	$ 3.63
Inception-to-date RSUs vested at December 31, 2024	9,061,395	$ 6.51

Note 20 — Selling, general and administrative expense

Selling, general and administrative expenses consisted of the following for the years ended December 31, 2025 and 2024:

	Years Ended	
	December 31, 2025	December 31, 2024
Salaries and benefits	$ 230,911	$ 227,817
Rent and occupancy	59,314	54,105
Sales and marketing[1]	45,692	47,075
Office supplies and services	45,746	44,046
Professional fees	23,538	24,212
Insurance and compliance	9,528	9,066
Travel	7,609	6,580
Research and development	805	1,421
Other operating expense	5,299	4,212
Total selling, general and administrative expense	$ 428,442	$ 418,534

[1] Includes advertising costs of $20.7 million for the year ended December 31, 2025 and $18.4 million for the year ended December 31, 2024.

Note 21 — Defined contribution plans

The Company established the Curaleaf, Inc. 401(k) Plan (the “Plan”) effective January 1, 2022. The Company’s U.S. employees are generally eligible to participate in the Plan. The Plan allows eligible employees to make contributions, up to limits set by the IRS, through payroll deductions and invest their contributions in one or more of the investment funds offered by the Plan. For employees who have completed one or more years of eligible service, the Company matches 25% of the first 4% of eligible contribution on a pretax and/or Roth 401(k) basis for each annual period. Under the Plan, employees become eligible for contributions on the first day of the calendar month, coincident with or next, following the date the employee performs an hour of service as an eligible employee. Matched contributions are always fully vested.

Employees outside the U.S. who are not covered by the Plan may be covered by defined contribution plans that are subject to applicable laws and rules of the country in which they are administered.

Employer contributions, which are expensed as incurred, totaled $ 2.1 million and $ 1.0 million for the years ended December 31, 2025 and 2024, respectively.

Note 22 — Other income, net

Other income, net consists of the following for the years ended December 31, 2025 and 2024:

	Years Ended	
	December 31, 2025	December 31, 2024
(Loss) gain on disposal of assets	$ (3,049)	$ 4,624
(Loss) gain on investments	(343)	6,624
Gain on extinguishment of debt	1,685	257
Foreign exchange gain (loss)	3,686	(1,617)
Miscellaneous other income	3,603	6,096
Other income, net	$ 5,582	$ 15,984

Note 23 — Income taxes

In December 2023, the FASB issued ASU 2023-09, which enhances the disclosure requirements for income taxes. The Company adopted ASU 2023-09 on a prospective basis for the annual reporting period ended December 31, 2025.

Accordingly, the comparative prior period has not been recast to reflect the new disclosure requirements. See *Note 3 — Significant accounting policies* for further detail.

The Company's Loss before provision for income taxes includes the following components for the years ended December 31, 2025 and 2024:

	Years Ended	
	December 31, 2025	December 31, 2024
Domestic	$ (67,069)	$ (87,443)
Foreign	(11,145)	(25,915)
Total	$ (78,214)	$ (113,358)

The Company's Provision for income taxes for the years ended December 31, 2025 and 2024 consisted of the following:

	Years Ended	
	December 31, 2025	December 31, 2024
Current:		
Federal	$ 138,070	$ 135,598
State	21,682	15,540
Foreign	3,800	1,884
Total current income tax expense	163,552	153,022
Deferred:		
Federal	$ (19,726)	$ (24,744)
State	(14,334)	(25,635)
Foreign	(5,803)	(4,392)
Total deferred income tax expense	(39,863)	(54,771)
Provision for income taxes	$ 123,689	$ 98,251

A reconciliation of the U.S. federal statutory income tax rate to the Company's effective tax rate for the year ended December 31, 2025 is as follows:

	Year Ended December 31, 2025	
	$	**%**
Benefit from income taxes computed using U.S. federal statutory income tax rate[1]	$ (16,416)	21 %
State and local income tax, net of federal income tax effect[2]	7,562	(10)%
Impact of U.S. tax on foreign operations	1,632	(2)%
Foreign tax effects	1,022	(1)%
Effect of change in tax law or rates enacted in current period	(1,192)	2 %
Share-based compensation	2,616	(3)%
Non-deductible expenses	3,117	(4)%
Increase in uncertain tax position[3]	97,843	(125)%
Increase in valuation allowance	31,759	(41)%
Penalties and interest	1,593	(2)%
Other	(5,847)	7 %
Provision for income taxes	$ 123,689	(158)%

[1] As the Company's operations are primarily based in the United States, the tax rate reconciliation has been prepared using the U.S. federal statutory tax rate of 21%.

[2] Primarily represents income tax expense generated in Pennsylvania, Maryland, Illinois and Florida.

[3] Primarily related to the Company's Section 280E Position.

A reconciliation of the U.S. federal statutory income tax rate to the Company's effective tax rate for the year ended December 31, 2024 is as follows:

	Year Ended December 31, 2024	
	$	**%**
Benefit from income taxes computed using U.S. federal statutory income tax rate[1]	$ (23,805)	21 %
State income taxes, net of federal income tax benefit	(22,643)	20 %
Impact of U.S. tax on foreign operations	706	(1)%
Share-based compensation	944	(1)%
Non-deductible expenses	2,204	(2)%
Increase in uncertain tax position	121,969	(108)%
Increase in valuation allowance	15,424	(14)%
Penalties and interest	16,216	(14)%
Other	(12,764)	11 %
Provision for income taxes	$ 98,251	(87)%

[1] As the Company's operations are primarily based in the United States, the tax rate reconciliation has been prepared using the U.S. federal statutory tax rate of 21%.

Cash paid for income taxes, net of refunds received, by jurisdiction for the year ended December 31, 2025 was as follows:

	Year Ended
Jurisdiction:	**December 31, 2025**
Federal	$ 9,575
State	16,894
Foreign	589
Cash paid for income taxes, net of refunds received	$ 27,058

The components of the Company's deferred tax assets and liabilities as of December 31, 2025 and 2024 were as follows:

	As of	
	December 31, 2025	**December 31, 2024**
Deferred tax assets:		
Net operating loss carryforward	$ 218,402	$ 202,940
163j interest carryovers	86,869	71,132
Stock compensation	14,773	10,307
Accrued and prepaid expenses	2,348	2,088
Other	165	60
Total deferred tax assets	322,557	286,527
Deferred tax liabilities:		
Depreciation and amortization	(232,329)	(264,588)
Inventory	(2,746)	(1,904)
Total deferred tax liabilities	(235,075)	(266,492)
Valuation allowance[(1)]	(299,041)	(264,407)
Net deferred tax liabilities	$ (211,559)	$ (244,372)

[(1)] As of December 31, 2025 and 2024, the Company maintained a valuation allowance against deferred tax assets related to certain U.S. federal and state operations as well as its international operations in France, the U.K., Canada and Germany.

At December 31, 2025, the Company had federal and state tax loss carryforwards of $ 645.0 million, which expire between 2026 and 2044. At December 31, 2025 the Company had foreign tax loss carryforwards of $27.2 million, which will begin to expire starting 2035 through 2045. At December 31, 2025, the Company had federal and state tax loss carryforwards of $681.5 million which will never expire. At December 31, 2025, the Company had foreign tax loss carryforwards of $93.1 million, which will never expire.

The Company accounts for the undistributed earnings of the Company as a temporary difference, except for the undistributed earnings of its foreign subsidiaries that are deemed to be indefinitely reinvested in foreign jurisdictions. The Company considers the earnings and profits of its foreign subsidiaries to be indefinitely reinvested.

The following table summarizes the activity within the Company's unrecognized tax benefits from continuing operations for the years ended December 31, 2025 and 2024:

	As of	
	December 31, 2025	December 31, 2024
Balance at beginning of the year	$ 432,341	$ 56,931
Additions based on tax positions related to the current year	119,792	130,790
Additions based on refunds requested but not yet received related to prior years	36,389	91,645
Additions based on refunds received related to prior years	16,176	9,983
Additions and subtractions for tax positions of prior years	(2,339)	164,249
Subtractions based on acquisitions	—	(10,348)
Lapse of statute of limitations	(14,533)	(10,909)
Balance at the end of the year	$ 587,826	$ 432,341

As of December 31, 2025 and 2024, $ 1.8 million and $ 13.1 million, respectively, of these unrecognized tax benefits were recorded as a result of acquisitions and are subject to indemnifications. As the Company has collateral and/or other deferred consideration sufficient to cover any potential resulting indemnification liability, the Company recognized a non-current tax receivable within Income tax receivable on the Consolidated Balance Sheets. As of December 31, 2025 and 2024, included in the balances of unrecognized tax benefits, is $586.0 million and $419.2 million, respectively, of unrecognized tax benefits that if recognized, would impact the Company's effective tax rate.

As of December 31, 2025, the Company recognized accrued interest and penalties of $ 25.4 million and $ 69.8 million for its uncertain tax positions as a component of Provision for income taxes and Other long-term liabilities, respectively. As of December 31, 2024, the Company recognized accrued interest and penalties of $16.1 million, $4.9 million and $ 19.2 million as a component of Provision for income taxes, Income tax payable and Other long-term liabilities, respectively.

The Company files its income tax returns as prescribed by the tax laws of the jurisdictions in which it operates. In the normal course of business, the Company is subject to examination by federal, state and foreign taxing authorities, where applicable. As of December 31, 2025, the Company is under audit for years ranging from 2020 to 2023 by the IRS, a few U.S. states and in Canada. The statute of limitations for federal, state and foreign taxing jurisdictions are open from tax year 2022.

Global Minimum Tax Rules - Pillar Two

Numerous foreign jurisdictions have enacted or are in the process of enacting legislation to adopt a minimum effective tax rate, as described in the Global Anti-Base Erosion Model Rules (otherwise known as Pillar Two) issued by the Organization for Economic Co-operation and Development. Under Pillar Two, a minimum effective tax rate of 15% would apply to multinational companies with consolidated revenues above €750 million. Pillar Two became effective for fiscal years beginning on or after January 1, 2024, in several jurisdictions in which the Company operates. Upon enactment, Pillar Two did not have a material impact on the Company's Consolidated Financial Statements, and there was no material impact to the Company's consolidated financial position, results of operations or cash flows.

Note 24 — Earnings per share

Basic and diluted loss per share attributable to Curaleaf Holdings, Inc. for the years ended December 31, 2025 and 2024 were calculated as follows:

	Years Ended	
	December 31, 2025	December 31, 2024
Numerator:		
Net loss from continuing operations	$ (201,903)	$ (211,609)
Less: excess redemption value above carrying value[3]	(42,294)	(22,746)
Net loss from continuing operations, net of excess redemption value	(244,197)	(234,355)
Net loss from discontinued operations	(26,250)	(10,398)
Net loss, net of excess redemption value	(270,447)	(244,753)
Less: Net income (loss) attributable to non-controlling interest	2,917	(6,584)
Net loss attributable to Curaleaf Holdings, Inc., net of excess redemption value	$ (273,364)	$ (238,169)
Per share – basic and diluted[1]:		
Net loss per share from continuing operations[6]	$ (0.32)	$ (0.31)
Net loss per share from discontinued operations	(0.03)	(0.01)
Net loss per share attributable to Curaleaf Holdings, Inc.	$ (0.35)	$ (0.32)
Denominator:		
Basic weighted-average common shares outstanding	762,090,951	740,825,099
Dilutive effect of stock options to purchase SVS	10,096,426	829,853
Dilutive effect of restricted and performance-based stock awards[2]	14,475,015	2,212,402
Dilutive effect of convertible debt	—	4,282,599
Dilutive effect of contingent shares	778,000	1,286,713
Dilutive weighted-average common shares outstanding	787,440,392	749,436,666

[1] As a result of the Company's net losses from its continuing and discontinued operations for the years ended December 31, 2025 and 2024, the calculation of diluted net loss per share for each period presented gives no consideration to potentially anti-dilutive securities; and as such, is the same as basic net loss per share for each period presented.

[2] Excludes PSU awards that did not meet performance criteria as of December 31, 2025 and 2024. Diluted EPS for the year ended December 31, 2024 has been revised to reflect this exclusion.

[3] Certain non-controlling interests are redeemable at the option of the holders. When the estimated redemption value exceeds the recorded amount, the excess is charged directly to Shareholders' equity on the Consolidated Balance Sheets. Pursuant to ASC 480-10, *Distinguishing Liabilities from Equity*, the excess redemption value must be included in the calculation of earnings per share - basic and diluted. See *Note 2 — Basis of presentation and consolidation* for further details.

Note 25 — Segment reporting

The Company operates through two distinct reportable segments: (i) Domestic Operations and (ii) International Operations. This segmentation reflects the point at which the Company's business units no longer share similar economic characteristics and differ significantly in key areas, including:

(a) the nature of cultivation and manufacturing processes;

(b) the class of customer for products and services;

(c) distribution methods and

(d) the regulatory environments in which they operate.

In addition, this segmentation reflects the manner in which the Company's chief operating decision maker (the "CODM"), its CEO, allocates resources and evaluates performance as well as the manner in which the Company's internal financial reporting is structured.

The Company's reportable segments generate revenues from the cultivation, production and distribution of cannabis products. The Company's Domestic Operations are organized on a region-level basis, vertically integrated in the majority of the states in which the Company operates and derives the majority of its revenues from retail sales. In contrast, the Company's International Operations is organized on a country-level basis, has centralized cultivation facilities in Portugal and Canada and derives the majority of its revenue from wholesale sales.

The Company's CODM assesses the performance of and allocates resources to each reportable segment using Adjusted EBITDA [1] as the primary measure of profitability. These non-GAAP financial measures and ratios are considered key financial and operational indicators. The CODM also reviews significant segment expenses within these measures, which consist primarily of Cost of goods sold and Total operating expenses.

Not only do these measures provide meaningful insights into the financial strength and performance of each reportable segment, they also serve to (i) clarify the Company's operating performance for investors; (ii) enhance comparability across industry peers and (iii) offer investors a view of the Company's operations as analyzed internally by the CODM and the Company's executive leadership team. While these measures are useful supplemental indicators, they are non-GAAP financial measures and should not be considered in isolation or as alternatives to measures determined in accordance with GAAP.

The accounting policies for each reportable segment are consistent with those described in *Note 3 — Significant accounting policies*. There are no intersegment sales or transfers between the Company's reportable segments, and the Company does not allocate corporate overhead costs to its reportable segments, due to the illegality of cannabis activities under U.S. Federal law.

The following table presents Adjusted EBITDA by reportable segment as of December 31, 2025 and 2024:

	Years ended December 31,					
	Domestic		International [(1)]		Total	
	2025	2024	2025	2024	2025	2024
Income (loss) from continuing operations	$ 34,099	$ 49,387	$ (8,649)	$ (24,644)	$ 25,450	$ 24,743
Depreciation and amortization	171,772	203,076	24,834	28,384	196,606	231,460
Other add-backs, net [(2)]	45,513	44,899	7,105	2,183	52,618	47,082
Adjusted EBITDA	$ 251,384	$ 297,362	$ 23,290	$ 5,923	$ 274,674	$ 303,285
Adjusted EBITDA Margin	23%	24%	14%	6%	22%	23%
Total Revenues	$ 1,095,657	$ 1,228,749	$ 172,478	$ 105,550	$ 1,268,135	$ 1,334,299

(1) The Company is exposed to foreign currency exchange risk due to fluctuations between the functional currencies of its international subsidiaries and the USD. Additionally, the translation of these subsidiaries' operating results into USD for reporting purposes introduces further exposure. While these fluctuations are not material to the Company's consolidated operating results, they may impact the comparability of the Company's segmented results across quarters and year-over-year.

(2) Other add-backs for the year ended December 31, 2025 primarily include costs related to salaries and benefits, accounting, legal and professional fees as well as rent and other facility costs. Other add-backs for the year ended December 31, 2024 primarily include costs related to salaries and benefits, inventory, legal and professional fees and lobbyist/PR spend.

[1] Adjusted EBITDA is defined as earnings before interest, taxes, depreciation and amortization, less share-based compensation expense and other adjustments related to business development, acquisitions, financing and reorganization costs.

The following table presents selected financial information by reportable segment for the years ended December 31, 2025 and 2024:

	Years ended December 31,					
	Domestic		International [1]		Total	
	2025	2024	2025	2024	2025	2024
Revenues, net:						
Retail revenues	$ 868,732	$ 994,715	$ 53,850	$ 38,047	$ 922,582	$ 1,032,762
Wholesale revenues	226,334	232,491	105,905	63,078	332,239	295,569
Management fee income	591	1,543	12,723	4,425	13,314	5,968
Total revenues, net	1,095,657	1,228,749	172,478	105,550	1,268,135	1,334,299
Cost of goods sold	541,458	631,785	95,655	61,737	637,113	693,522
Gross Profit	554,199	596,964	76,823	43,813	631,022	640,777
Total operating expenses	520,100	547,577	85,472	68,457	605,572	616,034
Income (loss) from continuing operations	$ 34,099	$ 49,387	$ (8,649)	$ (24,644)	$ 25,450	$ 24,743
Capital expenditures	$ 50,043	$ 81,891	$ 13,397	$ 10,547	$ 63,440	$ 92,438

[1] The Company is exposed to foreign currency exchange risk due to fluctuations between the functional currencies of its international subsidiaries and the USD. Additionally, the translation of these subsidiaries' operating results into USD for reporting purposes introduces further exposure. While these fluctuations are not material to the Company's consolidated operating results, they may impact the comparability of the Company's segmented results across quarters and year-over-year.

The following table presents total assets by reportable segment as of December 31, 2025 and 2024:

Total assets:	Domestic	International	Total
December 31, 2025	$ 2,415,707	$ 429,608	$ 2,845,315
December 31, 2024	2,574,687	375,021	2,949,708

Note 26 — Commitments and contingencies

Indemnification agreements

In the ordinary course of business, the Company may provide indemnification of varying scope and terms to vendors, lessors, business partners and other parties with respect to certain matters including, but not limited to, losses arising out of breach of such agreements or from intellectual property infringement claims made by third parties.

In addition, the Company has entered into indemnification agreements with certain members of its board of directors and senior executive team that may require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or senior officers of the Company. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is, in many cases, unlimited. To date, the Company has not incurred any material costs as a result of such indemnification agreements. The Company does not believe that the outcome of any claims under indemnification arrangements will have a material effect on its financial position, results of operations or cash flows, and it has not accrued any liabilities related to such obligations in its Consolidated Financial Statements.

Dividend Restriction

The Company has not historically paid dividends on its outstanding SVS. Any future determination to pay dividends will depend upon the Company's financial condition and results of operations. Furthermore, the Company's ability to pay dividends is subject to applicable laws, regulatory capital requirements and compliance with covenants contained in the Company's outstanding debt arrangements.

The Company has no record of paying dividends. Its ability to pay dividends would be dependent on the Company's results of operation, subject to applicable laws and regulations, and would require maintenance of certain solvency and capital standards as well as applicable covenants within the Company's outstanding debt arrangements.

Income tax returns

The Company files its income tax returns as prescribed by the tax laws of the jurisdictions in which it operates. In the normal course of business, the Company is subject to examination by federal, state and foreign taxing authorities, where applicable. The Company records tax benefits for all years subject to examination, based upon management's evaluation of the facts, circumstances and information available at the end of the reporting period. The Company has not recognized any tax benefits associated with those income tax positions where it is not more-likely-than-not that a tax benefit will result.

Litigation

The Company is involved in claims or lawsuits that arise in the ordinary course of business. Although the ultimate outcome of these claims or lawsuits cannot be ascertained by the Company, on the basis of present information and advice received from the Company's legal counsel, it is management's opinion that the disposition or ultimate determination of such claims or lawsuits, except as noted below, will not have a material effect on the Company's operations and financial results. As of December 31, 2025 and 2024, the Company recognized legal contingencies of $7.6 million and $4.0 million, respectively, which is presented in Accrued expenses on the Consolidated Financial Statements

Hello Farms

In 2020, GR Vending MI, LLC ("GR Vending MI"), prior to its acquisition by the Company, entered into a supply contract with Hello Farms Licensing MI, LLC ("Hello Farms") (the "Hello Farms Supply Contract") to acquire the expected output of Hello Farms' Michigan cultivation facility from the 2020 and 2021 harvests, subject to certain conditions. Additionally, Cura MI, LLC ("Cura MI" and together with GR Vending MI, the "Michigan Entities") entered into a guaranty agreement (the "Cura MI Guaranty") with Hello Farms, under which Cura MI guaranteed the performance of GR Vending MI's payment obligations under the Hello Farms Supply Contract. The Hello Farms Supply Contract was amended and restated in November 2020. Subsequently, GR Vending MI indicated that Hello Farms had failed to perform its obligations under the Hello Farms Supply Contract; and therefore, deemed the contract breached and therefore terminated. In February 2021, Hello Farms sued the Michigan Entities in a state court in Michigan. In March 2021, the case was moved to the U.S. District Court for the Eastern District of Michigan (the "Michigan Eastern District Court"). A trial was held in January 2025, after which a jury awarded Hello Farms approximately $31.8 million in damages against the Michigan Entities for breach of contract. Subsequently, in February 2025, Hello Farms filed a motion for award of prejudgment interest of $5.0 million. In May 2025, a judgment was issued awarding a post-filing prejudgment interest of $5.4 million, which increased the Company's maximum loss on this litigation to $37.2 million. The Michigan Entities have appealed the ruling to the Sixth Circuit Court of Appeals. Based on the Company's assessment of the likelihood of success on appeal, the estimated accrual as of December 31, 2025 is substantially less than the total potential loss associated with the judgment. If the Company's challenge is unsuccessful, it is reasonably possible the resulting loss could materially exceed the Company's current accrual.

The Michigan Entities, which are consolidated by the Company as VIEs, ceased operations in 2023, do not have any substantial assets and are classified by the Company as discontinued operations. See *Note 6 — Discontinued operations* for further details.

Note 27 — Fair value measurements and financial risk management

Non-recurring fair value measurements

The Company's assets measured at fair value on a nonrecurring basis include its long-lived assets and goodwill. The Company reviews the carrying amounts of such assets whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable or, at minimum, annually for goodwill. Any resulting asset impairment would require that the asset be written down to fair value. Fair value measurements of these assets are derived using inputs classified within Level 3 of the fair value hierarchy. See *Note 10 — Property, plant and equipment, net*, *Note 11 — Leases* and *Note 13 — Intangible assets, net and Goodwill* for further details.

Recurring fair value measurements

The Company's financial instruments measured at fair value on a recurring basis include certain equity investments and contingent consideration liabilities. The lowest level of inputs that are significant to the fair value measurements of these financial instruments are not based on observable market data; and therefore, these financial instruments are classified within Level 3 of the fair value hierarchy.

As of December 31, 2025 and 2024, the Company's financial instruments measured at fair value on a recurring basis were classified in the fair value hierarchy as follows:

	As of December 31, 2025			
	Level 1	**Level 2**	**Level 3**	**Total**
Investments	$ —	$ —	$ —	$ —
Contingent consideration liabilities	—	—	3,358	3,358
	$ —	$ —	$ 3,358	$ 3,358

	As of December 31, 2024			
	Level 1	**Level 2**	**Level 3**	**Total**
Investments	$ —	$ —	$ 1,713	$ 1,713
Contingent consideration liabilities	—	—	6,147	6,147
	$ —	$ —	$ 7,860	$ 7,860

Level 3

As of December 31, 2025 and 2024, the following valuation methodologies and significant unobservable inputs were used to derive the fair value measurements of the Company's financial instruments measured at fair value on a recurring basis:

			As of	
Financial instrument	**Valuation methodology**	**Level 3 input**	**December 31, 2025**	**December 31, 2024**
Contingent consideration - EMMAC	Monte Carlo simulation	Timing of achievement	2 years	2 years
		Probability of achievement	99.0 %	99.0 %
Investments	Adjusted estimated net asset fair value	Capitalization rate	N/A	8.9 %

There were no transfers between fair value levels during the years ended December 31, 2025 and 2024.

Financial Risk Management

The Company is exposed to financial risks, including credit risk, liquidity risk and market risk. The following discussion summarizes the Company's approach to managing these risks:

Credit risk

Credit risk is the risk the Company incurs a loss on a financial instrument as a result of a customer or third party failing to meet contractual obligations. Credit risk arises principally from the Company's financing receivables, including its accounts receivable and notes receivable. The Company's maximum credit exposure as of December 31, 2025 and 2024 equates to the aggregate carrying amount of its cash and cash equivalents, restricted cash and cash equivalents, accounts receivable and notes receivable.

The majority of the Company's revenues are derived from its retail dispensaries, where customers are required to transfer payment immediately upon purchase. For the years ended December 31, 2025 and 2024, the Company's Retail revenues represented 73% and 77%, respectively, of the Company's Total revenues, net.

In the normal course of business, the Company provides financing to its non-retail customers as trade accounts receivables. The Company may also extend financing, as notes receivable, in connection with an acquisition or divestiture. While the Company has not adopted standardized credit policies, the Company has established processes to mitigate credit risk on such financing receivables, which include assessing creditworthiness on an individual basis.

Given the increasing financial pressure across the cannabis industry, the Company has heightened its monitoring of credit exposure to other cannabis operators and continues to prioritize timely collections of outstanding trade accounts receivables.

The following table presents the aging of the Company's trade accounts receivables as of December 31, 2025 and 2024:

	As of	
	December 31, 2025	December 31, 2024
0 to 90 days	$ 66,649	$ 56,042
91 to 180 days	3,572	4,437
181 days +	3,643	3,511
Trade accounts receivable	$ 73,864	$ 63,990

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient liquidity to settle its financial obligations and liabilities when due. The Company mitigates its liquidity risk through management of its capital structure.

The Company has material debt obligations requiring scheduled principal and interest payments, which are subject to various financial covenants. Non-compliance with these financial covenants or failure to make timely debt service payments could result in the outstanding principal and accrued interest on the Company's debt obligations becoming due immediately or on demand, which would have a material adverse impact on the Company's financial position and cash flows. See *Note 16 — Notes payable* for further details.

Future payment obligations associated with the Company's long-term acquisition-related financial instruments and lease obligations are further discussed in *Note 4 — Acquisitions* and *Note 11 — Leases*, respectively.

Currency risk

The financial position, results of operations and cash flows of the Company are presented in USD, which requires the Company to translate the financial accounts for its international subsidiaries into USD, using exchange rates at specific reporting dates or average rates over the reporting period, as applicable. Transactions which are denominated in currencies other than the USD are subject to both transaction risk and translation risk.

As of December 31, 2025 and 2024, the Company had no hedging agreements in place with respect to foreign exchange rates.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Cash and cash equivalents (including those that are restricted) bear interest at market rates. The Company's notes receivable and notes payable have fixed rates of interest and are carried at amortized cost. The Company does not account for any fixed-rate financial assets or fixed-rate financial liabilities at fair value. Accordingly, the Company has limited exposure to interest rate sensitivity risk with respect to these financial instruments.

Geography risk

The geographic concentration of the Company's domestic and international operations poses potential risks if the domestic and/or international cannabis industry experience significant adverse events and/or if macroeconomic conditions deteriorate significantly.

Factors that may adversely affect domestic and international cannabis markets and macroeconomic environments include, among others, the following:

- weakened consumer demand as a result of economic headwinds, such as industry slowdowns and changing demographics;
- inability or unwillingness of customers to pay current and/or increased prices;
- rising operating expenses, such as taxes, utilities and routine maintenance;
- local conditions, such as oversupply of or reduced demand for cannabis products;
- regulatory restrictions or local laws, which could result in market saturation, price compression and/or increased operating costs;
- concentration of and competition from other cannabis cultivators, manufacturers and distributors; and
- specific regional acts of nature, such as earthquakes, fires and floods.

Disaggregated financial information for the Company's two reportable segments, Domestic and International is presented in *Note 25 — Segment reporting.*

Industry risk

Cannabis-related activities are illegal under U.S. Federal law, and enforcement of such federal laws could have significant adverse risks to the Company. The Company's shareholders should carefully evaluate the risk factors discussed herein and in the Annual Information Form within the section entitled "*Risk Factors*".

Capital management

The Company's primary objective when managing capital is to continually provide returns to its shareholders and benefits to its other stakeholders. The capital structure of the Company consists of shareholders' equity and notes payable, net of cash, cash equivalents and restricted cash and cash equivalents. In order to safeguard the Company's ability to continue as a going concern, management manages and adjusts the Company's capital structure, in response to changes in the economic conditions of the jurisdictions in which the Company operates and on the risk characteristics of the Company's underlying assets. The Company expects its cash on hand together with anticipated cash flows from its operating and financing activities will be sufficient to meet its capital requirements and operational needs over the next 12 months.

Note 28 — Variable interest entities

For further details on the variable interest entities consolidated within the Consolidated Financial Statements, see *Note 1 — Operations of the Company*, *Note 2 — Basis of presentation and consolidation* and *Note 3 — Significant accounting policies*. Because cannabis remains a Schedule I controlled substance for U.S. Federal purposes, the assets of the Company's variable interest entities can typically be used only to settle obligations of the variable interest entities, except for certain grandfathered obligations, such as the Company's Senior Secured Notes – 2026. In addition, the creditors of Curaleaf, Inc. do not have recourse to the general credit of the Company.

Financial Information

The following table presents summarized financial information about the Company's variable interest entities as of December 31, 2025 and 2024:

	As of	
	December 31, 2025	**December 31, 2024**
Included in Consolidated Balance Sheets:		
Current assets	$ 357,373	$ 368,578
Non-current assets	2,034,807	2,179,923
Current liabilities[(1)]	496,678	508,135
Non-current liabilities[(1)]	1,310,344	1,286,514
Equity attributable to Curaleaf Holdings, Inc.	585,158	753,853

(1) In connection with the issuance of the Senior Secured Notes – 2026, the Company entered into an intercompany loan agreement with Curaleaf, Inc. The intercompany loan is reflected herein and eliminated upon consolidation.

The following table presents summarized financial information about the Company's variable interest entities for the years ended December 31, 2025 and 2024:

	Years Ended	
	December 31, 2025	**December 31, 2024**
Included in Consolidated Statements of Operations:		
Revenues, net	$ 1,095,657	$ 1,228,749
Net loss attributable to Curaleaf Holdings, Inc.	(188,615)	(190,007)

Note 29 — Subsequent events

Senior-Secured Notes – 2029

On February 18, 2026, the Company closed on a private placement of senior secured notes due February 18, 2029, for aggregate gross proceeds of $500.0 million (the "Senior Secured Notes – 2029"). Net proceeds, after deducting $ 7.9 million in fees and issuance costs, were used to fully repay the Senior Secured Notes – 2026, including accrued interest (the "2026 Refinancing"). The Senior Secured Notes – 2029 bear an interest rate of 11.5%, payable semi-annually, and are secured by second-priority liens on certain assets of the Company's U.S. subsidiaries. The 2026 Refinancing extends the Company's nearest significant debt maturity to 2029, enhances liquidity and improves overall financial flexibility. In conjunction with the issuance of the Senior Secured Notes – 2029, the maturity of the Amended Needham LOC was extended to February 18, 2029 and the interest rate increased from 7.99% to 8.99%, in accordance with the existing terms of the Amended and Restated Needham Loan Agreement. Consequently, in accordance with ASC 470, the Company reclassified the outstanding balance of the Senior Secured Notes – 2026 and Amended Needham LOC as non-current liabilities within Notes payable - net of current on the Consolidated Balance Sheet as of December 31, 2025.

Exercise of redeemable noncontrolling interest put option — Four20

On February 23, 2026, the selling shareholders of Four20 exercised their put option by delivering an irrevocable notice to the Company to redeem their remaining 45% equity interest in Four20. Upon completion of the transaction, the Company will increase its ownership interest in Four20 to 100%. The transaction is expected to settle in the second quarter of 2026, subject to regulatory approval and the expiration of a 20-day rejection period. Following the settlement of this transaction, the Company will have no further outstanding redeemable non-controlling interests. For further details, see *Note 18 — Redeemable non-controlling interest*.

Exhibit 99.3



CURALEAF HOLDINGS, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations

As of and for the Years Ended

December 31, 2025 and 2024

(Expressed in Thousands United States Dollars Unless Otherwise Stated)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(Amounts in thousands, except share and per share amounts or where otherwise indicated)

This management discussion and analysis ("MD&A") of the financial condition and results of operations of Curaleaf Holdings, Inc. is for the years ended *December 31, 2025 and 2024. For the purposes of this MD&A, the terms "Company", "Curaleaf", "we", "our" or "us" mean Curaleaf Holdings, Inc. and, unless the context otherwise requires, includes its wholly-owned subsidiaries, majority-owned subsidiaries and legal entities in which it holds a controlling financial interest. The MD&A is supplemental to, and should be read in conjunction with, our Consolidated Financial Statements as of and for the years ended December 31, 2025 and 2024 and the accompanying notes (together, the "Consolidated Financial Statements"). Additional information pertaining to the Company is included in the annual information form for the year ended December 31, 2025 (the "Annual Information Form"). Copies of the Consolidated Financial Statements and the Annual Information Form are available under the Company's profiles on SEDAR+ at www.sedarplus.ca and EDGAR at www.sec.gov/edgar.*

This MD&A has been prepared by reference to the MD&A disclosure requirements established under National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators (the "CSA"), Staff Notice 51-352 (Revised) – Issuers with U.S. Marijuana Related Activities ("Staff Notice 51-352") and Regulation S-K 229.303 – Management's discussion and analysis of financial condition and results of operations as issued by the United States ("U.S.") Securities and Exchange Commission (the "SEC").

Cautionary Statement Regarding Forward-Looking Information

This MD&A contains "forward-looking information" and "forward-looking statements" within the meaning of Canadian securities laws and securities laws of the U.S. (together, "forward-looking statements"). Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on our current beliefs, expectations or assumptions regarding the future of our business, future plans and strategies, operational results and other future conditions. In addition, we may make or approve certain statements, in future filings with applicable Canadian regulatory authorities and/or the SEC, in press releases or in presentations by our representatives that are not statements of historical fact and which may also constitute forward-looking statements. All statements, other than statements of historical fact, made by us that address activities, events or developments that we expect or anticipate will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, "followed by" or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal" or the negative of those words or other similar or comparable words and includes, among others, information regarding: expectations of the effects and potential benefits of any transactions; statements relating to our business, future activities and developments after the date of this MD&A, including such things as future business strategy, competitive strengths, goals, expansion and growth; expectations that cannabis licenses applied for will be obtained; potential future legalization of adult use and/or medical cannabis under U.S. federal law and/or foreign jurisdictions; expectations of market size and growth; expectations for other economic, business, regulatory and/or competitive factors related to us or the cannabis industry; the ability for U.S. holders of our securities to sell them on the Toronto Stock Exchange (the "TSX"); and other events or conditions that may occur in the future. Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as of and at the date they are made and are based on information currently available and current expectations at that time. Holders of our securities are cautioned that forward-looking statements are not based on historical facts, but instead are based on reasonable assumptions and our estimates at the time they were provided or made and involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements, as applicable, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties relating to: the legality of cannabis in the U.S., including its classification as a controlled substance under the U.S. Federal Controlled Substances Act; compliance with anti-money laundering laws and regulations; the lack of access to U.S. bankruptcy protections; financing constraints, including limited access to banking and risks associated with raising additional capital; general regulatory and legal restrictions, including limitations imposed by the TSX; potential legal, regulatory or political changes; licensing and ownership limitations; regulatory actions and approvals from the U.S. Food and Drug Administration ("FDA"), including the risk of increased FDA oversight; potential heightened scrutiny by regulators; loss of foreign private issuer status; internal control deficiencies; litigation exposure; higher compliance costs as a public company in both Canada and the U.S.; recent and proposed U.S.

cannabis and hemp licensing legislation; environmental risks, including compliance with environmental regulations and unforeseen environmental liabilities; expansion into foreign jurisdictions and the legality of cannabis abroad; future acquisitions or dispositions; dependence on key suppliers and service providers; enforceability of contracts; risks associated with our subordinate voting shares ("SVS"), including resale limitations, limited liquidity for U.S. investors, market price volatility as well as significant sales of SVS; reliance on senior management and other key personnel, including challenges in recruiting and retaining such personnel; competitive pressures; risks inherent in agricultural operations; adverse publicity or shifts in consumer perception; product liability and recalls; uncertainty regarding results of future clinical research; reliance on agricultural inputs; limited market data and forecasting uncertainty, including the risk that past performance or financial projections may not be reliable indicators of future results; intellectual property risks; marketing and advertising restrictions; fraudulent or illegal activity by employees, consultants or contractors; labor risks, including potential union activity; information technology failures, cyber-attacks or security breaches; reliance on management services agreements with subsidiaries and affiliates; website accessibility and digital compliance requirements; high bonding and insurance costs; risks associated with leverage and debt management; challenges related to growth and scalability; conflicts of interest; global economic pressures, including tariffs, retaliatory measures and trade disputes; currency exchange fluctuations; risks related to our business structure and securities, including our status as a holding company, lack of dividend history, indebtedness and concentrated voting control; limited shareholder rights in corporate affairs; enforcement challenges against directors and officers residing outside Canada; tax risks and those risks described in this MD&A and discussed further under the heading "Risk Factors" in the Annual Information Form.

The purpose of forward-looking statements is to provide the reader with a description of our expectations, and such forward-looking statements may not be appropriate for any other purpose. In particular, but without limiting the foregoing, disclosure in this MD&A as well as statements regarding our objectives, plans and goals, including future operating results and economic performance, may make reference to or involve forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Certain of the forward-looking statements and other information contained herein concerning the cannabis industry, its medical and adult use, our general expectations concerning the industry and our business and operations are based on our estimates. We prepare these estimates using reasonable data from publicly available governmental sources, market research and industry analysis as well as assumptions that we believe to be reasonable based on our data and knowledge of the cannabis industry. Although generally indicative of relative market positions, market shares and performance characteristics, such data is inherently imprecise. While we are not aware of any misstatements regarding any government or industry data presented herein, the cannabis industry involves risks and uncertainties that are subject to change based on various factors.

A number of factors could cause actual events, performance or results to differ materially from what is projected in the forward-looking statements, and undue reliance should not be placed on forward-looking statements contained in this MD&A. Such forward-looking statements are made as of the date of this MD&A. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. Our forward-looking statements are expressly qualified in their entirety by this cautionary statement.

Our Business

We are a leading global cannabis company, delivering a vertically integrated platform with a broad omnichannel distribution footprint and a diversified portfolio of brands and products serving consumers and patients across the U.S., Canada, Europe and Australasia. As of the fourth quarter of 2025, our U.S. operations spanned 15 states, 159 retail locations and over 1,300 wholesale partner accounts. Our international presence is headlined by our position as a key wholesaler in emerging medical cannabis markets, including Australasia, Germany, Poland and the United Kingdom (the "U.K.").

Our vertically integrated business model allows us to manage the end-to-end supply chain in our core markets to focus on product quality and consistency. Our infrastructure includes 17 cultivation sites with approximately 1.5 million square feet of cultivation capacity. This model is complemented by an "asset-light" wholesale and brand-licensing strategy, allowing us to optimize market exposure and growth opportunities, while strategically managing capital allocation. Our revenue is generated primarily through direct-to-consumer or patient retail sales and wholesale channels. For the year ended December 31, 2025, Retail revenues were 73% of Total revenues, net, and Wholesale revenues were 26% of Total revenues, net.

Our product portfolio includes flower, pre-rolls, vaporizer cartridges, concentrates, topicals, tinctures, edibles and beverages. Domestically, these products are marketed under our national brands, including Anthem, Curaleaf, Find, Grassroots, JAMS, Reef and Select. Our prominent international brands are Curaleaf, Four20 and Huala. Curaleaf is led by a seasoned executive team with significant experience, contributing deep knowledge of market dynamics, operational efficiencies and regulatory compliance to drive our growth.

Our principal business address is in Stamford, Connecticut. Our SVS's are listed on the TSX under the symbol "CURA" and quoted on the OTCQX® Best Market under the symbol "CURLF."

Our competitive landscape

The cannabis industry is highly competitive, and we compete with a diverse range of legal and illicit operators on factors such as quality, price, brand recognition and distribution strength.

In the U.S., our competitors range from small, family-owned businesses and single-state operators to multi-state operators ("MSOs") with multi-billion-dollar market capitalization. In addition, we face competition from manufacturers of naturally occurring and synthetic cannabinoids, such as Delta-8 THC, as well as participants in adjacent markets, including the alcoholic beverage, tobacco and health and wellness sectors. Internationally, we primarily face competition from other licensed cultivators and wholesale distributors of medical cannabis. As the industry matures, we anticipate escalating competition from companies with longer operating histories and/or greater financial resources.

Risks related to competition and market dynamics are multifaceted:

- The cannabis industry is characterized by intense and increasing competition from a growing number of licensed operators, including large, well-capitalized multi-state operators and smaller, single-state entities. We face persistent competition from the illicit market, which operates without the significant regulatory, compliance and tax burdens we face, allowing the illicit market to offer lower prices and attract a meaningful portion of the cannabis consumer base.

- We may face resource and experience disadvantages when compared to established MSOs that have greater access to capital and longer operating histories. Increasing competition exerts significant price and margin pressure, leading to price compression and a challenging environment for maintaining profitability.

- We face potential competition from pharmaceutical and synthetic alternatives, as established pharmaceutical companies may produce and market cannabinoid-based drugs or synthetic cannabinoids that could compete directly with our products.

- Successfully competing in the cannabis industry requires us to invest highly in R&D, branding, marketing and quality control to differentiate our product offerings.

- Finally, the industry's dynamic consolidation landscape means we face the continual prospect of competitors merging, creating larger entities with enhanced scale, market share and operational efficiencies that could surpass our own.

As there have been no material changes to our competitive landscape since the beginning of the current fiscal year, we direct our shareholders to the '*Risk Factors*' section of the Annual Information Form for a careful evaluation of these conditions.

Our core strategy and objectives

Our vision is to be the world's leading cannabis company, driven by a mission to democratize cannabis by providing clarity and confidence to consumers and patients through science-backed products and personalized experience. Our strategy is grounded in expanding responsible access to high-quality cannabis, elevating every customer interaction and operating with the rigor required to sustain long-term, profitable growth across our global footprint. Our growth ambitions are centered on disciplined capital allocation to expand our market presence, diversify our product offerings and strengthen our

global supply chain. We continuously evaluate domestic and international opportunities for strategic value, whether through new technologies, innovative products or expanded market access.

Our core strategic pillars are:

Domestic market leadership: We are focused on expanding our U.S. footprint, prioritizing highly populated, limited-license states with significant barriers to entry, such as Florida, Illinois, New Jersey and Pennsylvania. Our strategy involves both organic growth, such as the recent opening of new dispensaries in Ohio and Florida, and the pursuit of strategic acquisitions. We are also focused on continuing to build out our brand portfolio, ensuring we have a range of market-leading brands and products to sell through our physical retail and e-commerce channels and through our wholesale network. We believe this focus on wide distribution in high-barrier markets and development of a trusted national brand portfolio provides a more defensible and profitable long-term revenue stream as compared to more saturated markets.

International expansion: We believe we are the largest cannabis operator in Europe. We continue to invest in opportunities to broaden our market presence across the European continent and to apply elements of our U.S. operating model to maintain our position as a global leader in cannabis. The success of this strategy is evident in the growth of our international revenues, which totaled $172.5 million for the year ended December 31, 2025, representing year-over-year growth of 63%, compared to the same period in 2024. Our objective is to capitalize on the global expansion of medical cannabis programs and the potential legalization of adult-use cannabis markets internationally. To support this strategy, in April 2024, we acquired Northern Green Canada, an EU-GMP[2] certified producer. This acquisition secured a consistent supply of high-quality, non-irradiated indoor flower, which is critical to (i) sustaining our leadership position in Germany, Poland and the U.K., while (ii) enabling entry into emerging jurisdictions, such as Turkey and Australia, where we were awarded operating licenses in 2025.

Consumer education and research & development ("R&D"): We are committed to developing science-backed products and advancing the scientific understanding of cannabis, which we believe to be a key competitive differentiator. Our continued investment in R&D has been instrumental in driving consumer and patient access, brand innovation and new product development across our cannabis markets. Our R&D efforts and collaborations, led by an industry leading team of dedicated scientists at our R&D facilities in California, Massachusetts and the U.K. have resulted in 77 peer-reviewed research papers and partnerships with institutions like Imperial College London, the Institute of Cancer Research London, the University of Insubria and Fondazione Mondino in Italy and an accredited U.S. medical school based in Pennsylvania. Management believes these initiatives not only fuel product innovation for our consumers and patients but also advance the regulated cannabis market and build trust and credibility with regulators.

Intellectual property

We have spent considerable time and resources to establish premium and recognizable brands amongst consumers and retailers in the cannabis industry and have developed a robust global intellectual property ("IP") portfolio to protect our brands, products and proprietary technologies, which we view as a key competitive advantage and a critical part of our business strategy. These proprietary technologies and processes include our cultivation and extraction techniques, product formulations and cannabis delivery and monitoring systems.

Portfolio assets: As of December 31, 2025, our domestic IP portfolio includes two federally registered patents, nine federally registered trademarks with the U.S. Patent and Trademark Office (USPTO) and 70 U.S. state-level trademark registrations. Our international IP portfolio includes 65 registered trademarks and one registered patent. Our digital assets include numerous website domains, such as www.curaleaf.com together with active accounts across major social media platforms.

Risks and mitigation: A significant known uncertainty affecting our U.S. operations is the current federal legal status of cannabis. As long as cannabis remains a Schedule I substance, the benefits and protections of federal IP laws may not be fully available to us for our cannabis-related assets. This creates a risk of infringement that could be costly or difficult to defend. To mitigate this risk, our in-house and outside legal counsel actively monitor for potential infringements of our brands and technologies. All federally registered trademarks are subject to renewal 10 years from their registration date. For a more detailed discussion of these risks, please refer to the heading "*Risk Factors – Intellectual Property Risks*" in the Annual Information Form.

[2] EU-Good Manufacturing Practices ("EU-GMP")

Recent strategic developments

During the year ended December 31, 2025, we executed several initiatives that have had a material impact on our brand portfolio, operational footprint, and financial position. These were fueled in large part by three strategic acquisitions in 2024: Northern Green Canada Inc. ("NGC") to secure our European supply chain, Curaleaf Poland to expand our distribution and Dark Heart Nursery to enhance our cultivation genetics.

Brand and portfolio expansion: In addition, recognizing our unique position as both producer and cultivator, we:

- Introduced Anthem Bold, an infused pre-roll line that further expands our Anthem brand portfolio;
- Launched the Reef flower brand - a fruity, tropical craft quality flower grown at scale;
- Launched six premium flower genetics into the newly created brand, Dark Heart; and
- Internationally we achieved the first EU medically certified liquid inhalant device.

Capital markets activity*:* To enhance our financial flexibility, we executed three significant actions:

- On January 17, 2025, we refinanced $67 million of outstanding debt obligations, by exchanging the Bloom Notes – 2025 into senior secured notes due 2027. This transaction strengthened our balance sheet by improving our debt maturity profile, providing greater flexibility to fund our operations and strategic investments.
- In February 2025, we filed a final short form base shelf prospectus in Canada (the "Base Shelf Prospectus") and Registration Statement pursuant to which we may offer up to $1.0 billion worth of SVS, debt securities, subscription receipts, warrants and units, or any combination thereof, from time to time during the 25-month period that the Base Shelf Prospectus and Registration Statement is effective. As a result of this filing, we secured efficient access to capital over a 25-month period, allowing us to act decisively on strategic opportunities, such as acquisitions or accelerated expansion, as they arise. This access to capital is a significant competitive advantage in an industry where traditional banking remains a challenge. For further details see, see the section of this MD&A titled *Financial condition, liquidity and capital resources — Future capital offerings.*
- On October 10, 2025, we entered into an amended and restated loan agreement with Needham (the "Amended and Restated Needham Loan Agreement") to refinance the Needham LOC. As part of the refinancing, the total borrowing capacity under the Needham LOC was increased from $40 million to $100 million (the "Amended Needham LOC"), and the maturity date was extended to October 10, 2026. The Amended Needham LOC remains secured by a first-priority lien on senior mortgages, guarantees of our U.S. subsidiaries and a parent guaranty limited to our U.S. assets. The Amended Needham LOC bears interest at a rate of 7.99% per annum with an initial term of one year and is subject to extension for up to two years. Proceeds may be utilized for general corporate purposes, including working capital and operational expenses, as well as to reduce outstanding principal balances of certain Indebtedness (as defined in the Amended Needham LOC)Senior Secured Notes – 2026.

Index inclusion: Effective September 22, 2025, we were added to the S&P/TSX Composite Index (the "Index") under the health care sector. As the first U.S.-based cannabis operator included in this benchmark, we anticipate enhanced visibility, credibility and liquidity across institutional and index-based investor channels. While this milestone underscores our market presence, there can be no assurance that it will result in improved share price performance, trading volume or continued inclusion in the Index.

Domestic Growth: During the year ended December 31, 2025, we opened eight new dispensaries across Florida, Maine and Ohio. This expansion underscores our commitment to our core strategic pillar of domestic market leadership by expanding our domestic retail footprint and providing additional points of access to new and existing customers.

International Growth: During the year ended December 31, 2025, we accelerated patient adoption in regulated medical markets including Germany, the U.K. and Poland. Additionally, we began expansion efforts in Australia to bring our Curaleaf brands to the market. We also received a license to operate in Turkey, a country with a population of approximately 87 million people. These opportunities further position our international operations as a material contributor to future growth.

2026 Fiscal Year Outlook

In 2026, management expects the following key trends and strategic initiatives to shape our operational focus and financial performance:

- ***Strengthening our U.S. core retail platform:*** Our U.S. omnichannel retail business remains the foundation of our operating performance and the primary driver of organic growth. To drive market leadership in key U.S. geographies, we are focused on strengthening store-level execution, enhancing product availability and delivering a consistent, differentiated customer experience. Concurrently, we are positioning the Company to capture share in both core and emerging growth markets, including New York, New Jersey, Pennsylvania, Ohio, Illinois, Florida, Maryland and Arizona. The expansion of adult-use programs—particularly in states such as Ohio—and the continued maturation of these markets present meaningful opportunities for revenue and margin growth, subject to the timing of state-level licensing, competitive dynamics and regulatory developments.

- ***Disciplined international expansion:*** We continue to expand our international footprint in a measured, capital-efficient manner, with Europe demonstrating early signs of a scalable, high-margin growth opportunity. Accelerating patient adoption in regulated medical markets, including Germany, the U.K. and Poland, alongside continued development in Turkey and Australia, supports our view that international operations will become a material contributor to future growth. Our strategy applies the same operational rigor, compliance standards and consumer-centric approach that underpinned our U.S. evolution, while maintaining strict investment discipline in light of regulatory timing and market-specific risks.

- ***Consumer engagement and brand-led growth:*** As consumer behavior shifts toward digital discovery, personalization and convenience, we are investing in omnichannel capabilities, data-driven insights and loyalty programs to deepen engagement and transition from transactional interactions to long-term customer relationships. Simultaneously, we are focused on developing a curated portfolio of differentiated brands with clear identities defined by wellness, mainstream and premium categories. We believe that integrating digital engagement with sustained brand investment will support higher customer retention, improved lifetime value, pricing resilience and a defensible long-term competitive position.

- ***Supply chain modernization and capability building:*** Operational efficiency and reliability remain critical to navigating market volatility. We are continuing to modernize our cultivation, manufacturing and distribution networks to improve quality, consistency and responsiveness to consumer demand. In parallel, we are investing in foundational capabilities—including advanced data analytics, merchandising and assortment optimization—to enhance margin performance, shorten fulfillment times and create a scalable platform to support future growth.

- ***Optimizing financial flexibility:*** On February 18, 2026, we closed on a private placement of senior secured notes due 2029 for aggregate gross proceeds of $500.0 million (the “Senior Secured Notes – 2029”). Net proceeds, after deducting $7.9 million in fees and issuance costs, were used to fully repay the Senior Secured Notes – 2026 (as defined within this MD&A), including accrued interest (the “2026 Refinancing”). The Senior Secured Notes – 2029 bear an interest rate of 11.5%, payable semi-annually, and are secured by second-priority liens on certain assets of our U.S. subsidiaries. The 2026 Refinancing extends our nearest debt maturity to 2029, enhances liquidity and improves overall financial flexibility. In conjunction with the issuance of the Senior Secured Notes – 2029, the maturity of the Amended Needham LOC was extended to February 18, 2029, and the interest rate increased from 7.99% to 8.99%, in accordance with the existing terms of the Amended and Restated Needham Loan Agreement.

- ***Exit from Hemp-Derived THC Market:*** Recent federal and state legislative changes have materially restricted the legal definition of hemp and curtailed the sale and distribution of hemp-derived THC products. These developments eliminated viable legal markets and eroded demand, leading us to exit the hemp-derived THC space and shelving initial plans to utilize this pathway for cannabis-infused beverages. While we continue to view cannabis beverages as a long-term opportunity, future initiatives will be pursued within regulated cannabis frameworks where regulatory clarity and scalability are more predictable.

- ***U.S. Federal Reform and Rescheduling:*** In December 2025, the U.S. Administration directed federal agencies to complete the administrative process to reclassify cannabis from Schedule I to Schedule III under the Controlled Substances Act. If finalized, rescheduling would eliminate the application of Section 280E of the Internal Revenue

Code (“Section 280E”) to products classified under Schedule III. Currently, Section 280E disallows deductions for ordinary and necessary business expenses incurred by state-licensed cannabis operators. The removal of Section 280E would be expected to materially improve our tax treatment, cash flows and operating margins. However, the rescheduling process is not yet complete, and there can be no assurance as to the timing or final outcome. Furthermore, rescheduling alone would not result in federal legalization or resolve other federal restrictions, such as those related to interstate commerce and access to traditional banking and capital markets.

Separately, in 2024, we adopted a tax position, supported by legal interpretations, asserting that the restrictions of Section 280E do not apply to our cannabis operations. While we believe this position is supported by sound legal reasoning, there is a risk it may not be upheld by the Internal Revenue Service and/or certain state tax authorities. We have established reserves related to this position, and it is reasonably possible that liabilities for uncertain tax positions could increase over the next 12 months while the matter remains under review. We continue to monitor regulatory developments and participate in industry advocacy to support cannabis reform.

Our production and distribution channels:

Production channels:

Across our global operations, we manage the entire cannabis product lifecycle from seed to sale. This vertically integrated approach provides us with significant control over our supply chain, ensuring high standards for product safety, quality and consistency.

Cultivation and genetics: We have developed a diverse global portfolio of unique cannabis cultivars. These cultivars are systematically tested and characterized for properties such as yield and cannabinoid content. To optimize production, we cultivate cannabis using a variety of methods —including indoor, two-tier indoor and greenhouse environments—across our global footprint. We regularly evaluate our extensive cultivar portfolio to identify the most attractive varieties, replace underperforming varieties and promote operational standardization.

Extraction, formulation and quality control: Our facilities utilize traditional extraction processes as well as proprietary processes for cannabis extraction and terpene purification, highlighted by our ACE (Aqueous Cannabis Extraction) process. ACE is engineered to produce exceptionally clean cannabis oil, setting a new standard for purity and customer experience. Our commitment to achieving the desired composition of cannabinoids and terpenes in finished products enables us to respond timely and effectively to evolving trends in product formulation. Our processing facilities produce a wide spectrum of solid, liquid and inhaled products for both medical and adult-use markets. We have developed a comprehensive in-house quality assurance and quality control program that enables rapid product development cycles and the production of high-quality consumer products. Critically, for our international operations, our manufacturing and processing facilities in Canada, Germany, Portugal, Spain and the U.K. adhere to stringent EU-GMP standards.

Sales and distribution channels:

Domestic channels: Our primary method of cannabis sales in the U.S. is direct-to-consumer retail sales through our U.S. state-licensed dispensaries. To meet modern consumer demand, most of our dispensaries offer online ordering for in-store pickup, and we provide drive-thru service in Nevada, Utah and Florida. We also offer home delivery where permitted by state regulations. Our U.S. wholesale cannabis business also continues to strengthen, generating revenue through sales to third-party dispensaries, distributors and processors.

International channels: In Europe, our sales occur primarily through licensed wholesale distribution channels in Germany, Poland, Switzerland and the U.K. Our model in the U.K. is unique, as we also operate a medical cannabis clinic and a licensed pharmacy, enabling direct-to-patient sales and fostering deeper patient relationships. Additionally, we supply cannabis on a wholesale basis to various other European countries as well as to our Australasian partners. We continue to invest in opportunities to broaden our market presence across the European continent and to maintain our position as a global leader in cannabis.

Operating Segments

We determine our operating segments according to how the business activities are managed and evaluated by our chief operating decision maker (“CODM”).

As of December 31, 2025, we have two operating segments: (i) Domestic operations and (ii) International operations. These two segments reflect the manner in which our operations are managed, how the CODM allocates resources and evaluates performance and how our internal management of financial reporting is structured.

The following table presents an overview of the operating footprint of our continuing Domestic Operations as of December 31, 2025:

	Domestic Operations										
State[1]	Medicinal legalization*	Adult use legalization*	Dispensaries	Manufacturing sites	Cultivation sites	Cultivation square feet	Permitted formats				
							Oil	Edibles	Flower	Delivery	Wholesale
AZ	2010	2020	16	1	2	139,750	X[2]	X	X	X[5]	X
CT	2012	2021	4	1	1	24,510	X[2]	X	X	X	X
FL	2014	—	70	2	1	362,366	X[2]	X	X	X[3]	X
IL[8]	2013	2019	10	1	1	104,418	X[4]	X	X	X[3][5]	X
MA[8]	2012	2016	4	1	1	59,474	X[4]	X	X	X[5]	X
MD	2013	2022	4	1	1	30,982	X[2]	X	X	X[5]	X
ME[8]	1999	2016	5	1	1	79,926	X	X	X	X[5]	X
ND	2016	—	4	1	1	16,500	X[4]	X	X	X[3][5]	X
NJ	2010	2020	3	1	1	55,292	X[2]	X	X	X	X
NV	2000	2016	6	2	—	—	—	—	X	X[5]	—
NY	2014	2021	6	1	1	110,496	X[2]	X	X	X	X
OH[6][8]	2016	2023	5	1	1	20,100	X	—	X	X[5]	X
PA	2016	—	18	2	2	131,500	X[2]	X[7]	X	—	X
UT	2018	—	4	2	1	67,500	X[4]	—	X	X[3]	—
			159	**18**	**15**	**1,202,814**					

*Legalization dates outlined above indicate when legislation was passed to legalize the use of cannabis products.

[1] We have a brand licensing agreement in the state of Oregon, which is not reflected in this table.

[2] Extracted oils only.

[3] Medical only.

[4] Oil-based formulations only.

[5] Permitted, but our dispensaries are not yet participating in home delivery.

[6] We have a Level 1 cultivation facility license, which permits us to grow cannabis on a maximum cultivation area of 25,000 square feet.

[7] Edibles are explicitly prohibited in the Pennsylvania market. Troches (sublingual) are allowed and commercialized.

[8] Certain dispensaries are awaiting regulatory approval for the transfer of the underlying cannabis licenses.

The following table presents an overview of the operating footprint of our International Operations as of December 31, 2025:

International Operations								
Country	Medicinal legalization*	Adult use legalization*	Manufacturing sites	Cultivation sites	Cultivation square feet	Permitted formats (commercial)		
						Oil	Edibles	Flower
Australia[1][4]	2016	—	—	—	—	X	X	X
Canada	2001	2018	1	1	17,000	X[5]	X	X
Czech Republic[1][4]	2013	—	—	—	—	X	—	X
Germany	2017	2024[6]	1	—	—	X	—	X
Italy[1][4]	2015	—	—	—	—	X	—	X
Malta[1][4]	2018	—	—	—	—	X	—	X
New Zealand[1][4]	2018	—	—	—	—	X	X	X
Norway & Sweden[1][4]	2018	—	—	—	—	X	—	X
Poland[1]	2018	—	—	—	—	X	—	X
Portugal[2]	2018	— [7]	2	1	270,000	X	X	X
Spain[8]	2025	—	1	—	—	—	—	—
Switzerland[1]	2022	—	—	—	—	X	—	X
U.K.[3][9]	2018	—	1	—	—	X	X	X
Ukraine[1][4]	2024	—	—	—	—	X	—	—
			6	**2**	**287,000**			

*Legalization dates outlined above indicate when legislation was passed to legalize the use of cannabis products.

[1] Distribution only.

[2] Cultivation and manufacturing only.

[3] Manufacturing and distribution.

[4] Through local customers/partnerships.

[5] Varies by province.

[6] Adult use permitted in social clubs and limited home grow only.

[7] Personal use decriminalized since 2001.

[8] Personal use and private cultivation decriminalized since 1983. Manufacture and export of medical cannabis is regulated.

[9] A virtual pharmacy operates within the U.K.

Components of our results of operations

Revenues, net

Retail and wholesale revenues

We derive revenue from the sale of cannabis products. Domestically, revenue is generated from direct-to-consumer retail sales at our dispensaries and from wholesale sales to third-party dispensaries, distributors and processors. Internationally, revenue is generated from direct-to-patient retail sales through our online cannabis pharmacy in the U.K. and from wholesale sales to distributors in Australia, Canada, Europe and New Zealand. In addition, we generate non-cannabis revenues from wholesale operations in Germany and Spain.

For most of our locations, we offer a loyalty reward program where retail customers can earn points on purchases for redemption on future purchases.

Management fee income

Management fee income is derived from various arrangements with cannabis licensees and other third parties. These arrangements include Management Service Agreements (“MSA”s) through which we provide professional services, such as cultivation, processing and retail know-how; back-office administration; brand licensing and real estate leasing/lending services. In addition, domestically, management fee income is inclusive of royalty fees earned on the use of our licenses by third parties; while, internationally, we earn fees for providing manufacturing, logistics and consultation services.

Cost of goods sold

Cost of goods sold is derived from wholesale purchases of inventory from our third-party licensed producers and from costs internally generated from our internal cultivation, production and manufacturing activities.

Gross profit

Gross profit is Revenues, net less Cost of goods sold. Our current operational capacity fully meets existing demand, and in select states, we have the ability to scale production as required.

Selling, general and administrative

Selling, general and administrative includes:

- Salaries and benefits that have not been allocated to Cost of goods sold as well as corporate labor expenses.
- Sales and marketing that consists of branding, marketing and product development expenses.
- Professional fees that consist of accounting, legal and acquisition-related expenses.
- Other general and administrative that consist of expenses for travel, general office supplies, monthly services, facilities and occupancy, insurance, director fees and new business development.

Typically, expenses for salaries and benefits and sales and marketing rise in proportion to our market expansion efforts; while expenses for professional services and other general and administrative activities fluctuate in response to the volume of complex transactions we enter into, eventually stabilizing as our operations scale and normalize.

Other income (expense)

Interest income

We generate interest income from our notes receivable as well as from certain cash and cash equivalents.

Interest expense

Interest expense, which includes interest related to lease liabilities, financial obligations and deferred consideration, consists of the following components: (i) interest on our outstanding borrowings under various promissory note agreements and other borrowing arrangements; (ii) amortization of debt discounts and deferred financing costs; (iii) interest accreted on outstanding lease and sale-leaseback arrangements and (iv) interest accrued on deferred consideration.

Other income, net

Other income, net primarily consists of (i) gains (losses) related to fair value remeasurements and/or mark-to-market revaluation of our contingent consideration obligations, equity investments and marketable securities; (ii) gains (losses) recognized on the disposal of assets and liabilities and (iii) gains (losses) recognized upon the extinguishment of debt.

Provision for income taxes

Provision for income taxes is comprised of current and deferred taxes. Current income taxes are recognized for the estimated taxes payable or refundable for the current fiscal period and are based on the taxable income (loss) for the current fiscal period (as adjusted for unrealized tax benefits, changes in tax receivables (payables) that arose in a prior period and recovery of taxes paid in a prior period). Current taxes are measured using tax rates and laws enacted during the period within which the taxable income (loss) arose. Current tax assets and liabilities are offset only if the right of offset exists.

Deferred income taxes are recognized for the future tax consequences of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their respective tax basis. Deferred taxes are measured using enacted tax rates expected to apply in the years in which those temporary differences are expected to be recovered or

settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in Provision for income taxes in the period the change is enacted.

Refer to the heading "*Risk Factors*" of the our Annual Information Form for further detail.

Selected financial information

The following select financial information, which were derived from our Consolidated Financial Statements, may not be indicative of our future performance.

The following table summarizes our operating results for the years ended December 31, 2025, 2024 and 2023:

	Years Ended December 31,			Variance			
				2025 vs. 2024		2025 vs. 2023	
	2025	2024	2023	$	%	$	%
Total revenues, net	$ 1,268,135	$ 1,334,299	$ 1,336,375	$ (66,164)	(5)%	$ (68,240)	(5)%
Cost of goods sold	637,113	693,522	726,794	(56,409)	(8)%	(89,681)	(12)%
Gross profit	631,022	640,777	609,581	(9,755)	(2)%	21,441	4 %
Total operating expenses	605,572	616,034	569,564	(10,462)	(2)%	36,008	6 %
Total other expense, net	(103,664)	(138,101)	(169,487)	34,437	(25)%	65,823	(39)%
Provision for income taxes	(123,689)	(98,251)	(114,589)	(25,438)	26 %	(9,100)	8 %
Net loss from continuing operations	(201,903)	(211,609)	(244,059)	9,706	(5)%	42,156	(17)%
Net loss from discontinued operations	(26,250)	(10,398)	(46,276)	(15,852)	152 %	20,026	(43)%
Net loss	(228,153)	(222,007)	(290,335)	(6,146)	3 %	62,182	(21)%
Less: Net income (loss) attributable to non-controlling interest	2,917	(6,584)	(9,140)	9,501	(144)%	12,057	(132)%
Net loss attributable to Curaleaf Holdings, Inc.	$ (231,070)	$ (215,423)	$ (281,195)	$ (15,647)	7 %	$ 50,125	(18)%
Net loss per share attributable to Curaleaf Holdings, Inc.	$ (0.35)	$ (0.32)	$ (0.39)	$ (0.03)	9 %	$ 0.04	(10)%

The following tables summarize our Revenues, net by reportable segment for the years ended December 31, 2025, 2024 and 2023:

Domestic	Years Ended December 31,			Variance			
				2025 vs. 2024		2025 vs. 2023	
	2025	2024	2023	$	%	$	%
Revenues, net - Domestic:							
Retail revenues	$ 868,732	$ 994,715	$ 1,076,101	$ (125,983)	(13)%	$ (207,369)	(19)%
Wholesale revenues	226,334	232,491	196,642	(6,157)	(3)%	29,692	15 %
Management fee income	591	1,543	2,624	(952)	(62)%	(2,033)	(77)%
Total revenues, net - Domestic	$ 1,095,657	$ 1,228,749	$ 1,275,367	$ (133,092)	(11)%	$ (179,710)	(14)%

International	Years Ended December 31,			Variance			
				2025 vs. 2024		2025 vs. 2023	
	2025	2024	2023	$	%		
Revenues, net - International:							
Retail revenues	$ 53,850	$ 38,047	$ 21,071	$ 15,803	42 %	$ 32,779	156 %
Wholesale revenues	105,905	63,078	37,006	42,827	68 %	68,899	186 %
Management fee income	12,723	4,425	2,931	8,298	188 %	9,792	334 %
Total revenues, net - International	$ 172,478	$ 105,550	$ 61,008	$ 66,928	63 %	$ 111,470	183 %

The following table summarizes our total assets and long-term financial liabilities as of December 31, 2025 and 2024:

	As of	
	December 31, 2025	December 31, 2024
Total assets	$ 2,845,315	$ 2,949,536
Long-term liabilities	1,710,720	1,568,218

See the "*Results of Operations for the years ended December 31, 2025 and 2024* " section of this MD&A for further discussion of the key significant drivers of our financial performance during the years ended December 31, 2025 and 2024.

Results of operations – Consolidated

Comparison of the years ended December 31, 2025 and 2024

Our results of operations for the years ended December 31, 2025 and 2024 were as follows:

	Years Ended		Variance 2025 vs. 2024	
	December 31, 2025	December 31, 2024	$	%
Revenues, net:				
Retail revenues	$ 922,582	$ 1,032,762	$ (110,180)	(11)%
Wholesale revenues	332,239	295,569	36,670	12 %
Management fee income	13,314	5,968	7,346	123 %
Total revenues, net	1,268,135	1,334,299	(66,164)	(5)%
Cost of goods sold	637,113	693,522	(56,409)	(8)%
Gross profit	631,022	640,777	(9,755)	(2)%
Gross profit margin	50 %	48 %	2 %	4 %
Operating expenses	605,572	616,034	(10,462)	(2)%
Income from continuing operations	25,450	24,743	707	3 %
Total other expense, net	(103,664)	(138,101)	34,437	25 %
Loss before provision for income taxes	(78,214)	(113,358)	35,144	(31)%
Provision for income taxes	(123,689)	(98,251)	(25,438)	26 %
Net loss from continuing operations	(201,903)	(211,609)	9,706	(5)%
Net loss from discontinued operations	(26,250)	(10,398)	(15,852)	152 %
Net loss	(228,153)	(222,007)	(6,146)	3 %
Less: Net income (loss) attributable to non-controlling interest	2,917	(6,584)	9,501	(144)%
Net loss attributable to Curaleaf Holdings, Inc.	$ (231,070)	$ (215,423)	$ (15,647)	7 %

Revenues, net

Total revenues, net for the year ended December 31, 2025 was $1,268.1 million, a decrease of $66.2 million, as compared to $1,334.3 million for the year ended December 31, 2024.

In contrast, our International operations generated Total revenues, net of $172.5 million in the current year, an increase of $66.9 million, or 63%, from $105.6 million in the prior year. Our international wholesale operations generated revenues of $105.9 million in the current year, an increase of $42.8 million, or 68%, from $63.1 million in the prior year, driven by sales of cannabis flower in Germany during the first half of 2025, favorable product assortments and increased sales of higher margin products. In addition, our international retail operations contributed revenues of $53.9 million in the current year, an increase of $15.8 million, or 42%, compared to $38.0 million from the prior year, supported by increased pharmacy demand and higher patient counts.

In our Domestic operations, Total revenues, net declined by $133.1 million, or 11%, to $1,095.7 million in the current year from $1,228.7 million in the prior year. This year-over-year decrease, which was concentrated in the first half of 2025, was driven primarily by heightened retail competition and new market entrants. These factors contributed to market saturation, lower transaction volumes and increased promotional activity, leading to pricing compression.

These headwinds were partially mitigated by our continued organic expansion in the Florida and Ohio markets. Looking ahead, we anticipate that the influx of new market entrants, while pressuring retail margins, will serve as a strategic tailwind for our wholesale segment.

Cost of goods sold

Cost of goods sold for the year ended December 31, 2025 was $637.1 million, a decrease of $56.4 million, or 8%, compared to $693.5 million for the year ended December 31, 2024.

As a percentage of Total revenues, net, Cost of goods sold was 50% and 52% for the years ended December 31, 2025 and 2024.

Domestically, Cost of goods sold as a percentage of Total revenues, net was 49% and 51% for the years ended December 31, 2025 and 2024, primarily due to improvements in cultivation yields and increases in production. In addition, Cost of goods sold for the current year was positively impacted by the identification of underperforming assets for closure or partial abandonment.

Internationally, Cost of goods sold as a percentage of Total revenues, net was 55% and 58% for the years ended December 31, 2025 and 2024, primarily due to efficiency gains from improved facility utilization and overhead absorption; partially offset by increased labor requirements and capacity expansion in Canada, the U.K., Germany and Portugal.

Gross profit

Gross profit for the year ended December 31, 2025 was $631.0 million, or 50% of Total revenues, net, compared to $640.8 million, or 48% of Total revenues, net, for the year ended December 31, 2024.

The drivers of the change in Gross profit are consistent with the factors discussed above within Revenues, net and Cost of goods sold .

Total operating expenses

Refer to the corresponding sub-section on page 89.

Total other expense, net

Refer to the corresponding sub-section page 90.

Provision for income taxes

We recorded a Provision for income taxes of $123.7 million for the year ended December 31, 2025, an an increase of $25.4 million, or 26%, compared to $98.3 million for the year ended December 31, 2024.

The increase was primarily due to (i) an increase in current state taxes within separate filing jurisdictions, specifically Maryland and Pennsylvania and (ii) an increase in the valuation allowance resulting from net operating losses at NGC; partially offset by a year-over-year decrease in the recognition of uncertain tax positions for our Section 280E Position and a reduction in the U.S. tax impact on international operations due to the non-application of Section 280E to Controlled Foreign Corporations.

Net loss from continuing operations

Net loss from continuing operations for the years ended December 31, 2025 and 2024 was $201.9 million and $211.6 million, respectively, a decrease of $9.7 million. The drivers of the change in Net loss from continuing operations during the year ended December 31, 2025 are correlated with the aggregate net impact of the aforementioned factors discussed in the “Results of operations – Consolidated” section of this MD&A.

Net loss from discontinued operations

Net loss from discontinued operations for the years ended December 31, 2025 and 2024 was $26.3 million and $10.4 million, respectively, representing an increase of $15.9 million, or 152%. On December 30, 2025, management approved plans to discontinue operations in two markets: Hemp-derived THC and Missouri. The financial results for both

operating segments were reclassified as discontinued operations as of and for the years ended December 31, 2025 and 2024. For further details, see *Note 6 — Discontinued operations* of our accompanying Consolidated Financial Statements.

As of December 31, 2025, we have deconsolidated and discontinued all operations classified as discontinued operations in 2023.

Comparison of the years ended December 31, 2025 and 2024

Total operating expenses for the years ended December 31, 2025 and 2024 consisted of the following:

	Years Ended		Variance 2025 vs. 2024	
	December 31, 2025	December 31, 2024	$	%
Salaries and benefits	$ 230,911	$ 227,817	$ 3,094	1 %
Rent and occupancy	59,314	54,105	5,209	10 %
Sales and marketing	45,692	47,075	(1,383)	(3)%
Office supplies and services	45,746	44,046	1,700	4 %
Professional fees	23,538	24,212	(674)	(3)%
Insurance and compliance	9,528	9,066	462	5 %
Travel	7,609	6,580	1,029	16 %
Research and development	805	1,421	(616)	(43)%
Other operating expense	5,299	4,212	1,087	26 %
Total selling, general and administrative expense	428,442	418,534	9,908	2 %
Depreciation and amortization	141,394	171,804	(30,410)	(18)%
Share-based compensation	35,736	25,696	10,040	39 %
Total operating expenses	$ 605,572	$ 616,034	$ (10,462)	(2)%

Total operating expenses for the year ended December 31, 2025 was $605.6 million, a decrease of $10.5 million compared to $616.0 million for the year ended December 31, 2024.

Total operating expenses decreased year-over-year, primarily driven by lower Depreciation and amortization expense due to the non-recurrence of accelerated amortization charges recognized in the prior year related to certain finance lease right-of-use assets. The decrease was further driven by reductions in Sales and marketing, resulting from targeted cost-optimization efforts.

These savings were offset by increased spend on Employee compensation, resulting from headcount additions and higher performance-based compensation (attributable to increased bonus accruals and modified targets for outstanding PSUs). Rent and occupancy expenses also contributed to the increase, primarily due to incremental lease costs supporting our expanding global footprint, as well as accelerated amortization of the operating lease right-of-use assets associated with certain underperforming properties. Additionally, Office supplies and services increased due to strategic technology investments aimed at scaling operations and enhancing efficiency—specifically the implementation of new point-of-sale, and reporting systems.

Total operating expenses represented 48% and 46% of Total revenues, net for the year ended December 31, 2025 and 2024, respectively.

Comparison of the years ended December 31, 2025 and 2024

Total other expense, net, for the years ended December 31, 2025 and 2024 consisted of the following:

	Years Ended		Variance 2025 vs. 2024	
	December 31, 2025	December 31, 2024	$	%
Interest income	$ 663	$ 776	$ (113)	(15)%
Interest expense	(56,753)	(59,353)	2,600	4 %
Interest expense related to lease liabilities and financial obligations	(44,076)	(41,263)	(2,813)	(7)%
Impairment loss	(9,080)	(54,245)	45,165	83 %
(Loss) gain on disposal of assets	(3,049)	4,624	(7,673)	166 %
(Loss) gain on investments	(343)	6,624	(6,967)	105 %
Gain on extinguishment of debt	1,685	257	1,428	(556)%
Foreign exchange gain (loss)	3,686	(1,617)	5,303	328 %
Miscellaneous other income	3,603	6,096	(2,493)	(41)%
Total other expense, net	$ (103,664)	$ (138,101)	$ 34,437	(25)%

Total other expense, net for the year ended December 31, 2025 was $103.7 million, a decrease of $34.4 million, or 25%, compared to $138.1 million for the year ended December 31, 2024.

Total other expense, net decreased year-over-year, primarily driven by the non-recurrence of a significant impairment charge recognized in the prior year related to the strategic reassessment of our cultivation footprint. This prior-year impairment, triggered by the failure of the adult-use ballot initiative, resulted from the (i) identification of excess capacity, (ii) halting of construction, (iii) idling of certain assets and (iv) write-down of assets associated with a failed sale-leaseback arrangement. Additionally, the current year benefited from favorable foreign currency exchange rate fluctuations.

Partially offsetting these favorable variances were losses recognized on the fair value remeasurement of outstanding contingent consideration obligations and disposal of assets during the current year, in contrast to the gains realized on these items in the prior year.

Financial condition, liquidity and capital resources

Liquidity and capital resources

Our primary need for liquidity is to fund our working capital requirements, capital expenditures, acquisitions, debt service and other general corporate requirements. During the years ended December 31, 2025 and 2024, our primary source of liquidity has been funds generated by our continuing operations. We have also generated cash through asset sales and dispositions, while strategically allocating capital to support ongoing operations and pursue new acquisitions aimed at driving long-term earnings growth. Our ability to fund our operations, make planned capital expenditures and acquisitions and service our debt obligations depends on our future operating performance and cash flows, which are subject to prevailing economic conditions and other factors, some of which are beyond our control.

We expect our cash on hand together with anticipated cash flows from our operating and financing activities will be sufficient to meet our capital requirements and operational needs over the next 12 months.

Our financial condition and liquidity positions are discussed further below.

Outstanding financing obligations

As of December 31, 2025, our principal financing obligations consisted of senior secured notes, a revolving line of credit and an asset-based lending facility. Our debt is primarily secured by our assets and those of certain of our subsidiaries. For complete details, including pertinent terms of the associated indentures and loan agreements, refer to *Note 16 — Notes payable* of the accompanying Consolidated Financial Statements.

The following table summarizes our material outstanding debt obligations as of December 31, 2025:

Credit facility	Outstanding balance	Maturity date
Senior Secured Notes – 2026*	$ 456,815	December 15, 2026
Senior Secured Notes – 2027*	56,598	December 17, 2027
Amended Needham LOC*	21,910	October 10, 2026
ABL Facility*	12,000	August 25, 2026
Seller note payable	4,093	December 1, 2036
Other notes payable	3,308	Various

*As defined within

Senior Secured Notes – 2026

In December 2021, we issued $475 million in senior secured notes due 2026 (the “Senior Secured Notes – 2026”). On April 30, 2024, in an arms-length transaction, we purchased $15 million of the face value of the Senior Secured Notes – 2026 for $14.3 million in cash, reducing the outstanding principal. On July 22, 2025, in an arms-length transaction, we purchased $3.2 million of the face value of the Senior Secured Notes – 2026 for $2.9 million in cash, further reducing the outstanding principal.

The note indenture for the Senior Secured Notes – 2026 (the “Note Indenture”) allows for the issuance of additional senior secured notes or other pari passu debt, subject to meeting certain post-incurrence-based financial covenants, including:

- A fixed charge coverage ratio of at least 2.5:1.
- A consolidated secured debt to consolidated EBITDA ratio of no more than 4:1.

In addition, pursuant to the Note Indenture, we can grant a more senior lien to secure up to $200 million of additional financing from commercial banks for revolving credit loans, such as the Needham LOC (as defined herein), provided that the interest rate applicable to such revolving credit loans is lower than the interest rate applicable to the Senior Secured

Notes – 2026. Subject to the consent of Needham Bank, the Senior Secured Notes – 2026, inclusive of accrued and unpaid interest, could be redeemed early without incurring a prepayment premium.

In February 2026, we closed on a private placement of senior secured notes for aggregate gross proceeds of $500 million due February 18, 2029 (the "Senior Secured Notes – 2029"). Net proceeds were used to fully repay the Senior Secured Notes – 2026. Refer to *Note 29 — Subsequent events* of the accompanying Consolidated Financial Statements for further details.

Senior Secured Notes – 2027

On January 17, 2025, we completed a note exchange with the former owners of Bloom, exchanging $60 million of outstanding principal and $7 million of accrued interest on the Bloom Notes – 2025 into senior secured notes with a principal balance of $67 million (the "Senior Secured Notes – 2027"). The Senior Secured Notes – 2027 mature on January 17, 2027 and bear interest at 10.0% per annum. Principal repayments commenced on August 17, 2025.

There are no prepayment penalties on the Senior Secured Notes – 2027.

Needham Bank

On November 6, 2024, we secured a $40 million revolving line of credit with Needham Bank (the "Needham LOC"), which includes an option to request an additional $20 million beginning May 6, 2026. The Needham LOC is secured by a first-priority lien on the mortgages, business assets, including inventories, and collateral of our subsidiary loan parties and is further supported by a limited guaranty on our equity interest in Curaleaf, Inc. The associated loan agreement contains financial covenants, including the requirement to maintain a total loan-to-value ratio of no more than 80.0% based on the "as-is" fair market value of the pledged real estate.

On October 10, 2025, we refinanced its existing Needham LOC and entered into an amended and restated loan agreement with Needham (the "Amended and Restated Needham Loan Agreement"). As part of the refinancing, the total borrowing capacity under the Needham LOC was increased from $40 million to $100 million (the "Amended Needham LOC"), and the maturity date was extended to October 10, 2026. The Amended Needham LOC remains secured by a first-priority lien on senior mortgages, guarantees of our U.S. subsidiaries and a parent guaranty limited to our U.S. assets. The Amended Needham LOC bears interest at a rate of 7.99% per annum with an initial term of one year and is subject to extension for up to two years. Proceeds may be utilized for general corporate purposes, including working capital and operational expenses. The Amended Needham LOC is subject to certain debt covenants including maintaining a post-incurrence debt service coverage ratio of 1.5:1 as well as covenants related to appraised fair value of mortgaged properties (subject to an 80% LTV constraint), receivables and cash, net of reserves.

In conjunction with the origination of the Senior Secured Notes – 2029, the maturity date of the Amended Needham LOC was extended to February 18, 2029, and the interest rate was amended to 8.99% in accordance with the terms of the Amended and Restated Needham Loan Agreement. Refer to *Note 29 — Subsequent events* of the accompanying Consolidated Financial Statements for further details.

Asset-based revolving credit facility

We have a $12 million asset-based revolving credit facility (the "ABL Facility") with East West Bank ("EWB"), which matures on August 25, 2026. The ABL Facility, which is secured by our deposit accounts at EWB, was fully drawn as of December 31, 2025. The ABL Facility was originally established on August 25, 2023 and increased to its current capacity through two amendments in 2024.

Covenant compliance

As of December 31, 2025, we were in compliance with all financial covenants within each credit facility, and we did not observe evidence of any cross-defaults.

Future capital offerings

On February 3, 2025, we filed a Base Shelf Prospectus and on February 5, 2025, filed the Base Shelf Prospectus on a Form F-10 registration statement, (File No 333-284710) (the "Registration Statement"), with the SEC under the U.S./Canada Multijurisdictional Disclosure System ("MJDS"). The Base Shelf Prospectus and Registration Statement allow us to offer up to $1 billion (or the equivalent thereof, at the date of issue, in any other currency, or currencies, as the case may be) worth of SVS, debt securities, subscription receipts, warrants and units, or any combination thereof, from time to time during the 25-month period that the Base Shelf Prospectus and/or Registration Statement are effective (subject to MJDS eligibility). The specific terms of any future offering of securities, including the use of proceeds from any offering, will be established in a supplement to the Base Shelf Prospectus and/or Registration Statement to be filed with the applicable Canadian securities regulatory authorities and/or the SEC.

Working capital

Working capital, defined as current assets minus current liabilities, is a key measure of our short-term liquidity. As of December 31, 2025 and 2024, we had positive working capital of $154.3 million and positive working capital of $46.4 million, respectively, of which Cash and cash equivalents (including restricted cash and cash equivalents) represented $101.6 million and $107.2 million, respectively.

The $107.9 million increase in our positive working capital was driven primarily by reduction in our current notes payable that resulted from the settlement of our remaining obligations under the Bloom Note - 2024 and refinancing of the Bloom Notes – 2025 in exchange for Senior Secured Notes – 2027. Additionally, working capital was positively impacted by the settlement of certain contingent and deferred consideration current liabilities and our ongoing strategic cash management efforts.

For further details, see the *Results of operations – Consolidated* section of this MD&A as well as *Note 16 — Notes payable* and *Note 29 — Subsequent events* of the accompanying Consolidated Financial Statements.

Cash Flows

The following table summarizes our sources and uses of cash during the years ended December 31, 2025 and 2024:

	Years Ended		Variance	
	December 31, 2025	December 31, 2024	$	%
Operating activities:				
Continuing operations	$ 152,025	$ 169,127	$ (17,102)	(10)%
Discontinued operations	(14,319)	(5,503)	(8,816)	160 %
Net cash provided by operating activities	137,706	163,624	(25,918)	(16)%
Investing activities:				
Continuing operations	(69,198)	(95,459)	26,261	(28)%
Discontinued operations	(1,146)	1,629	(2,775)	(170)%
Net cash used in investing activities	(70,344)	(93,830)	23,486	(25)%
Financing activities:				
Continuing operations	(73,493)	(54,094)	(19,399)	36 %
Discontinued operations	—	(144)	144	(100)%
Net cash used in financing activities	(73,493)	(54,238)	(19,255)	36 %
Net (decrease) increase in cash and cash equivalents (including restricted cash and cash equivalents)	$ (6,131)	$ 15,556	$ (21,687)	(139)%

Operating Activities

Net cash provided by operating activities was $137.7 million and $163.6 million for the years ended December 31, 2025 and 2024, respectively.

Net cash provided by operating activities from continuing operations was $152.0 million and $169.1 million for the years ended December 31, 2025 and 2024, respectively. In both years, cash generation was driven primarily by income from operations and our Section 280E Position, which resulted in reduced current tax liabilities and an increase in uncertain tax positions. These inflows were partially offset in both years by cash interest payments on debt and lease obligations. The remaining variance was driven by working capital fluctuations.

On December 30, 2025, management approved plans to discontinue the Hemp-derived THC and Missouri operating segments. Accordingly, the financial results for both operating segments were reclassified as discontinued operations for all periods presented. Net cash used in operating activities from discontinued operations was 14.3 million and 5.5 million for the years ended December 31, 2025 and 2024, respectively. Refer to *Note 6 — Discontinued operations* for further details.

Investing Activities

For the year ended December 31, 2025, Net cash used in investing activities from continuing operations was $69.2 million, driven by strategic capital expenditures and issuances of notes receivable to support our growth trajectory and global expansion. These cash outflows were partially offset by proceeds from asset sales and collections on outstanding notes receivable.

For the year ended December 31, 2024, Net cash used in investing activities from continuing operations was $95.5 million, driven by strategic capital expenditures, business acquisitions and the purchase of adult use licenses (classified as intangible assets) to support our growth trajectory and market expansion. These outflows were partially offset by proceeds from asset sales, including divestitures of certain entities classified as held-for-sale or discontinued operations in 2023.

Financing Activities

For the year ended December 31, 2025, Net cash used in financing activities from continuing operations was $73.5 million, driven primarily by principal payments on the Bloom Notes (as defined herein), other notes payable and lease obligations as well as the settlement of certain acquisition-related contingent obligations. Notably, we settled-in-full the deferred consideration obligations associated with the second and third anniversaries of the Tryke acquisition. These outflows were partially offset by net proceeds from borrowings under our amended revolving line of credit with Needham Bank.

For the year ended December 31, 2024, Net cash used in financing activities from continuing operations was $54.1 million, driven largely by principal payments on the Bloom Notes (as defined herein) and Senior Secured Notes (as defined herein) as well as our lease obligations. In addition, we made partial settlements on the deferred consideration obligation related to the second anniversary of the Tryke acquisition. These outflows were partially offset by proceeds from (i) an additional $5.5 million borrowed under the increased asset-based revolving credit facility with East West Bank and (ii) $11.1 million drawn upon the execution of the revolving line of credit with Needham Bank.

Summary of quarterly results

	Three Months Ended							
	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
Revenues, net	$ 333,068	$ 317,856	$ 310,587	$ 306,624	$ 327,879	$ 328,284	$ 341,075	$ 337,061
Cost of goods sold	171,273	157,280	157,502	151,058	170,419	167,020	180,111	175,972
Gross profit	161,795	160,576	153,085	155,566	157,460	161,264	160,964	161,089
Operating expenses	158,878	153,655	146,839	146,200	165,810	150,037	152,523	147,664
Other expense, net	(27,043)	(28,339)	(22,516)	(25,766)	(67,919)	(21,011)	(24,441)	(24,730)
Net loss from continuing operations	(49,341)	(51,654)	(47,652)	(53,256)	(70,474)	(42,348)	(47,391)	(51,396)
Net (loss) income from discontinued operations	(8,276)	(5,030)	(5,954)	(6,990)	(7,999)	(380)	(2,439)	420
Net loss	(57,617)	(56,684)	(53,606)	(60,246)	(78,473)	(42,728)	(49,830)	(50,976)
Less: Net income (loss) attributable to non-controlling interest	2,200	345	(445)	817	(910)	(2,032)	(945)	(2,697)
Net loss attributable to Curaleaf Holdings, Inc.	$ (59,817)	$ (57,029)	$ (53,161)	$ (61,063)	$ (77,563)	$ (40,696)	$ (48,885)	$ (48,279)
Net loss per share attributable to Curaleaf Holdings, Inc.[1]	$ (0.09)	$ (0.08)	$ (0.08)	$ (0.10)	$ (0.12)	$ (0.07)	$ (0.06)	$ (0.07)
Weighted average SVS outstanding - basic and diluted	771,850,664	764,825,622	757,270,633	744,898,937	748,936,695	742,535,355	740,787,287	736,147,618

[1] Certain non-controlling interests are redeemable at the option of the holders. When the estimated redemption value exceeds the recorded amount, the excess is charged directly to Shareholders' equity on the Consolidated Balance Sheets. This adjustment does not affect our reported net loss; however, under ASC 480-10, *Distinguishing Liabilities from Equity*, the excess redemption value must be included in the calculation of earnings per share - basic and diluted.

Over the last eight quarters, Revenues, net has been impacted by the following factors:

- Organic and acquisitional growth, particularly in our international operations ;
- Increased focus on increasing our brand presence and wholesale operations;
- Launch of diversified product offerings;
- Divestiture of discontinued operations and
- Increased competition due to new market entrants in our more established markets.

Over the last eight quarters, Net loss has been affected by the following factors:

- Impact of the items affecting revenue, as outlined above;
- Impairments and accelerated amortization recognized on discontinued operations, planned facility closures and the retirement of excess and obsolete facilities and equipment;
- Timing of leases signed and costs associated with the opening of new and/or expanded retail locations;
- Impact of lower fixed cost of goods sold absorption resulting from operational capacity adjustments throughout the period;
- Impact of failed adult use initiatives on inventory levels and strategic capital investments;
- Timing, nature and settlement of acquisition-related costs and obligations;
- Costs incurred in connection with debt issuances and debt refinancing;
- Costs incurred in connection with the TSX Listing and the Reorganization;
- Costs incurred and reserves established for certain litigation matters;
- Increased labor and product costs due to inflationary factors and
- Implementation of strategic cost optimization measures.

Acquisitions completed during the year ended December 31, 2025

We did not consummate any acquisitions that were material, individually or in the aggregate. year ended December 31, 2025.

Off-Balance sheet arrangements

We do not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on our results of operations or financial condition including, and without limitation, such considerations as liquidity and capital resources.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

We did not engage in any material related party transactions, outside the normal course of business, during the years ended December 31, 2025 and 2024.

Our key management personnel have the authority and responsibility for planning, directing and controlling the activities of the Company and consist of our executive management team and board of directors.

Compensation related to key management personnel compensation for the years ended December 31, 2025 and 2024 were as follows:

	Years Ended	
Form of compensation	**December 31, 2025**	**December 31, 2024**
Share-based payments	$ 15,584	$ 12,102
Short-term employee benefits	4,919	4,541
Other long-term benefits	43	39
Total compensation[(1)]	$ 20,546	$ 16,682

[(1)] Amounts presented exclude less than $0.1 million of compensation paid to former Chief Executive Officer ("CEO") Matt Darin in 2022 that was subsequently determined to be erroneously awarded following the restatement of our financial results for fiscal year 2021. This amount was fully recovered as of December 31, 2025.

Changes in or adoption of accounting principles

We have implemented all applicable accounting standards recently issued by the Financial Accounting Standards Board, as well as applicable pronouncements from certain other standard-setting bodies, within the prescribed effective dates. Pronouncements that are not applicable or where it has been determined do not have a significant impact to the accompanying Consolidated Financial Statements have been excluded. Refer to *Note 3 — Significant accounting policies* for further details.

Significant accounting judgments, estimates and assumptions

The preparation of financial statements in accordance with U.S. GAAP requires us to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses as well as the disclosure of contingent liabilities. These estimates are developed based on historical experience, observable trends and other information available, and they are reviewed and updated regularly. Although actual results could differ from these estimates, we believe them to be reasonable.

The most significant assumptions and estimates underlying the accompanying Consolidated Financial Statements are described below:

Consolidation and variable interest entities

Significant judgment is applied to determine whether we hold a controlling financial interest in an entity, particularly when we do not hold a majority voting interest. This evaluation considers voting rights, management and service agreements, the entity's design and the existence of financial guarantees. Entities in which we hold a controlling financial interest are consolidated.

Business combinations and asset acquisitions

Significant judgment is applied in determining whether an acquisition is treated as a business combination or an asset acquisition. We use an optional screen test under which a transaction is accounted for as an asset acquisition if substantially all of the fair value of the gross assets acquired (generally 90% or more) is concentrated in a single identifiable asset or group of similar assets.

In a business combination, significant estimates are used to determine the fair value of assets acquired and liabilities assumed. Depending on the complexity of the transaction, an independent valuation expert may be engaged.

- Intangible Assets: The valuation of acquired intangible assets, such as cannabis licenses, requires the development of forward-looking cash flow projections and the selection of appropriate discount and terminal growth rates.

- Contingent Consideration: The fair value of contingent consideration liabilities, such as earn-outs, is estimated based on the probability and timing of achieving specific future outcomes, such as revenue targets.

These valuations are closely linked to the assumptions made by us regarding future performance of the assets acquired and any changes in the discount rate applied.

Goodwill impairment

Goodwill is tested for impairment annually or more frequently if impairment indicators exist. This test requires the estimation of the fair value of our reporting units using income and market-based approaches. This process involves significant judgment in developing business plans and forecasts as well as in selecting appropriate market data.

Share-based compensation - Stock options

Estimating the fair value of share-based awards requires significant assumptions for the inputs used in the Black-Scholes or Monte Carlo valuation models, including expected volatility of our SVS, the expected life of an award and the risk-free interest rate We use an expected dividend yield of zero as we do not currently anticipate paying dividends

Impairment of long-lived assets

We evaluate the recoverability of our long-lived assets when events indicate their carrying value may not be recoverable. This requires judgment in interpreting key factors (e.g., adverse changes in market conditions, regulatory environment or business climate and adverse changes in the extent or manner in which the long-lived assets will be used) and in estimating the undiscounted future cash flows of such assets

Inventories, net

Inventories are measured at the lower of cost or NRV. Determining NRV requires significant judgment regarding future demand, selling prices, shrinkage and inventory aging.

Leases

We apply significant judgment in deriving the lease term and discount rate applicable in a leasing arrangement.

- Lease Term: Determining whether options to extend or terminate a lease are reasonably certain to be exercised involves considering strategic, operational and economic factors, including the size of our investment in the property and the strategic importance of the property location.

- Discount Rate: Determining the incremental borrowing rate for leases where the implicit rate is not readily determinable.

Income taxes

There is inherent uncertainty in quantifying income tax positions. We must exercise significant judgment in evaluating whether our tax positions are more likely than not to be sustained upon examination or audit by tax authorities in the complex federal, state and foreign jurisdictions in which we operate.

Held for sale and discontinued operations

Significant judgment is required to determine if a disposal group meets the specific criteria to be classified as “held for sale.” An asset or disposal group must meet all of the following conditions:

- Management is committed to a plan to sell;
- The asset or disposal group is available for immediate sale in its present condition;
- An active program to locate a buyer has been initiated;
- The sale is highly probable within one year;
- The asset or disposal group is being actively marketed for sale at a reasonable price; and
- It is unlikely that the plan will be significantly changed or withdrawn.

A disposal group classified as held for sale is reported as a “discontinued operation” if it represents a strategic shift that has a major effect on our operations and financial results. Assets held for sale are measured at the lower of their carrying amount or fair value less costs to sell.

Redeemable non-controlling interests

The valuation and classification of redeemable non-controlling interests involve significant judgment, including developing discounted cash flow models with assumptions about future revenue, margins and economic conditions. We also have to assess whether the underlying equity instruments are currently redeemable or likely to become redeemable in the future, adding complexity to their classification on our consolidated balance sheets.

Revenue recognized from contracts with customers

Significant judgment is applied in evaluating the nature of our wholesale and MSA revenue contracts. This includes assessing whether we act as the principal or agent in contracts with customers, particularly where third-party involvement or shared responsibilities exist. We also evaluate whether certain transactions are non-reciprocal in nature, requiring consideration of whether a transfer of assets occurred without commensurate value received. In arrangements involving transfers of inventory between the same counter-parties, we apply judgment to determine whether such transfers represent distinct revenue-generating events. Additionally, the allocation of transaction price across multiple performance obligations necessitates the estimation of standalone selling prices and the timing of satisfaction of each obligation.

Summary of outstanding securities

We had the following securities issued and outstanding as of February 24, 2026:

Securities	Number of Securities
Multiple voting shares	93,970,705
Subordinate voting shares	680,968,806
Restricted stock units	25,953,975
Performance stock units	9,790,436
Stock options	28,495,251

Financial instruments and financial risk management

ASC 820, *Fair Value Measurement* ("ASC 820") defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 also establishes a fair value hierarchy to prioritize the inputs used to measure fair value into three categories based upon the lowest level of input that is available and significant to the fair value measurement.

The three levels of the fair value hierarchy, wherein Level 1 is the highest and Level 3 is the lowest, are as follows:

Level 1 — Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 — Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 — Inputs for the asset or liability that are not based on observable market data.

We evaluate the classification of our financial instruments within the fair value hierarchy at the end of each reporting period. Transfers between levels are recognized based on changes in the observability of the inputs used to measure fair value. Our policy is to recognize transfers between levels of the fair value hierarchy as of the beginning of the reporting period in which the event or change in circumstances that caused the transfer occurs.

Our financial instruments consist of cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, notes receivable, equity investments, accounts payable, accrued expenses, long-term notes payable, contingent and deferred consideration liabilities and redeemable NCI.

The carrying values of cash, restricted cash, cash equivalents, accounts receivable, notes receivable, accounts payable and accrued expenses approximate their fair values due to the relatively short-term to maturity. Our notes payable and deferred consideration liabilities are carried at amortized cost, and our redeemable NCI is recognized at the greater of carrying value or estimated redemption value at the end of each reporting period.

Non-recurring fair value measurements

Our assets measured at fair value on a nonrecurring basis include our long-lived assets and goodwill. We review the carrying amounts of such assets whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable or, at minimum, annually for goodwill. Any resulting asset impairment would require that the asset be written down to fair value. Fair value measurements of these assets are derived using inputs classified within Level 3 of the fair value hierarchy.

Recurring fair value measurements

Our financial instruments measured at fair value on a recurring basis include certain equity investments and contingent consideration liabilities. The lowest level of inputs that are significant to the fair value measurements of these financial instruments are not based on observable market data; and therefore, these financial instruments are classified within Level 3 of the fair value hierarchy.

As of December 31, 2025 and 2024, our financial instruments measured at fair value on a recurring basis were classified in the fair value hierarchy as follows:

	As of December 31, 2025			
	Level 1	Level 2	Level 3	Total
Investments	$ —	$ —	$ —	$ —
Contingent consideration liabilities	—	—	3,358	3,358
	$ —	$ —	$ 3,358	$ 3,358

	As of December 31, 2024			
	Level 1	Level 2	Level 3	Total
Investments	$ —	$ —	$ 1,713	$ 1,713
Contingent consideration liabilities	—	—	6,147	6,147
	$ —	$ —	$ 7,860	$ 7,860

Level 3

As of December 31, 2025 and 2024, the following valuation methodologies and significant unobservable inputs were used to derive the fair value measurements of our financial instruments measured at fair value on a recurring basis:

			As of	
Financial instrument	Valuation methodology	Level 3 input	December 31, 2025	December 31, 2024
Contingent consideration - EMMAC	Monte Carlo simulation	Timing of achievement	2 years	2 years
		Probability of achievement	99.0 %	99.0 %
Investments	Adjusted estimated net asset fair value	Capitalization rate	N/A	8.9 %

There were no transfers between fair value levels during the years ended December 31, 2025 and 2024.

Financial Risk Management

We are exposed to financial risks, including credit risk, liquidity risk and market risk. The following discussion summarizes our approach to managing these risks.

Credit risk

Credit risk is the risk we incur a loss on a financial instrument as a result of a customer or third party failing to meet contractual obligations. Credit risk arises principally from our financing receivables, including our accounts receivable and notes receivable. Our maximum credit exposure as of December 31, 2025 and 2024 equates to the aggregate carrying amount of our cash and cash equivalents, restricted cash and cash equivalents, accounts receivable and notes receivable.

The majority of our revenues are derived from our retail dispensaries, where customers are required to transfer payment immediately upon purchase. For the years ended December 31, 2025 and 2024, Retail revenues represented 73% and 77%, respectively, of our Total revenues, net.

In the normal course of business, we provide financing to our non-retail customers as trade accounts receivables. We may also extend financing, as notes receivable, in connection with an acquisition or divestiture. While we have not adopted standardized credit policies, we have established processes to mitigate credit risk on such financing receivables, which include assessing creditworthiness on an individual basis.

Given the increasing financial pressure across the cannabis industry, we have heightened our monitoring of credit exposure to other cannabis operators and continue to prioritize timely collections of outstanding trade accounts receivables

Liquidity risk

Liquidity risk is the risk that we will not have sufficient liquidity to settle our financial obligations and liabilities when due. We mitigate liquidity risk through management of our capital structure.

We have material debt obligations requiring scheduled principal and interest payments, which are subject to various financial covenants. Non-compliance with these financial covenants or failure to make timely debt service payments could result in the outstanding principal and accrued interest on our debt obligations becoming due immediately or on demand, which would have a material adverse impact on our financial position and cash flows.

Future payment obligations associated with our long-term acquisition-related financial instruments and lease obligations are further discussed in *Note 4 — Acquisitions, Note 11 — Leases and Note 12 — Failed sale leaseback arrangements* in the accompanying Consolidated Financial Statements.

Contractual obligations and commitments

As of December 31, 2025, our future contractual obligations were as follows:

	Contractual Obligations				
	Total	**Less than 1 year**	**1 – 3 years**	**3 – 5 years**	**More than 5 years**
As of December 31, 2025					
Notes payable (principal)[1]	$ 554,723	$ 498,296	$ 31,110	$ 22,457	$ 2,860
Notes payable (interest)[1]	15,999	13,262	2,041	293	403
Operating lease obligations	170,729	31,834	57,108	41,342	40,445
Finance lease obligations	286,849	28,446	57,276	56,000	145,127
Financial obligations on sale lease backs	483,125	33,139	62,847	59,956	327,183
Contingent consideration	3,358	—	3,358	—	—
Deferred consideration	2,966	2,966	—	—	—
Redeemable non-controlling interest contingency	83,931	83,931	—	—	—
Litigation settlements[2]	7,636	—	—	—	—
Uncertain tax positions[2]	531,508	—	—	—	—
Total contractual obligations	$ 2,140,824	$ 691,874	$ 213,740	$ 180,048	$ 516,018

[1] Does not reflect the impact of the origination of the Senior Secured Notes - 2029 in February 2026 on the maturity date and stated interest rate of the Amended Needham LOC.

[2] These obligations have been excluded from the aging columns due to the uncertainty regarding timing of settlement.

Currency risk

Our financial position, results of operations and cash flows are presented in USD, which requires us to translate the financial accounts for our international subsidiaries into USD, using exchange rates at specific reporting dates or average rates over the reporting period, as applicable. Transactions which are denominated in currencies other than the USD are subject to both transaction risk and translation risk.

As of December 31, 2025 and 2024, we had no hedging agreements in place with respect to foreign exchange rates.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Cash and cash equivalents (including those that are restricted) bear interest at market rates. Our notes receivable and notes payable have fixed rates of interest and are carried at amortized cost. We do not account for

any fixed-rate financial assets or fixed-rate financial liabilities at fair value. Accordingly, we have limited exposure to interest rate sensitivity risk with respect to these financial instruments.

Geography risk

The geographic concentration of our domestic and international operations poses potential risks if the domestic and/or international cannabis industry experience significant adverse events and/or if macroeconomic conditions deteriorate significantly.

Factors that may adversely affect domestic and international cannabis markets and macroeconomic environments include, among others, the following:

- weakened consumer demand as a result of economic headwinds, such as industry slowdowns and changing demographics;
- inability or unwillingness of customers to pay current and/or increased prices;
- rising operating expenses, such as taxes, utilities and routine maintenance;
- local conditions, such as oversupply of or reduced demand for cannabis products;
- regulatory restrictions or local laws, which could result in market saturation, price compression and/or increased operating costs;
- concentration of and competition from other cannabis cultivators, manufacturers and distributors; and
- specific regional acts of nature, such as earthquakes, fires and floods.

Disaggregated financial information for our two reportable segments, Domestic and International is presented in *Note 25 — Segment reporting* of the accompanying Consolidated Financial Statements and in the "*Selected Financial Information*" section of this MD&A.

Industry risk

Cannabis-related activities are illegal under U.S. Federal law, and enforcement of such federal laws could have significant adverse risks on our operations. Our shareholders should carefully evaluate the risk factors discussed herein and in the Annual Information Form within the section entitled "*Risk Factors*".

Capital management

Our primary objective when managing capital is to continually provide returns to our shareholders and benefits to our other stakeholders. Our capital structure consists of shareholders' equity and notes payable, net of cash, cash equivalents and restricted cash and cash equivalents. In order to safeguard our ability to continue as a going concern, we manage and adjust our capital structure, in response to changes in the economic conditions of the jurisdictions in which we operate and on the risk characteristics of our underlying assets. We expect cash on hand together with anticipated cash flows from our operating and financing activities will be sufficient to meet our capital requirements and operational needs over the next 12 months.

Regulatory Environment: Issuers With U.S. Cannabis-Related Operations

In response to the on-going conflict between U.S. federal and U.S. state regulatory frameworks governing cannabis-related activities, the Canadian Securities Administrators issued Staff Notice 51-352, *Issuers with U.S. Marijuana-Related Activities,* which outlines industry-specific disclosure requirements for Canadian reporting issuers with operations or investments in the U.S. cannabis industry.

Pursuant to Staff Notice 51-352, the following disclosure is aimed at providing further details regarding:

- our involvement in the U.S. cannabis industry and quantifying our balance sheet and operating statement exposure to U.S. cannabis-related activities;
- statements and other available guidance made by U.S. federal authorities or U.S. federal prosecutors regarding the risk of enforcement action as a result of our involvement with cannabis-related activities;
- risks related to our involvement in cannabis-related activities, including, among others, (i) the risk that third party service providers could suspend or withdraw services and (ii) the risk that regulatory bodies could impose certain restrictions on our ability to operate in the U.S.;
- our ability and our affiliates' ability to access both public and private capital as well as the financing options that are and are not available to us and our affiliates to support continuing operations;
- cannabis-related regulations and applicable licensing requirements of each U.S. state in which we and/or our affiliates operate as well as our program for monitoring compliance with these regulations and licensing requirements; and
- the status of our compliance with the cannabis-related regulatory framework and applicable licensing requirements of each U.S. state in which we and our affiliates operate.

Our Involvement in the U.S. Cannabis Industry

In the U.S., the cannabis industry remains illegal under U.S. federal law, with cannabis listed as a Schedule I drug under the Controlled Substances Act (the "CSA").

In the U.S., we and our affiliates are directly involved in the cannabis industry in certain U.S. states that have legalized the medical and/or adult use of cannabis. Currently, we and our affiliates hold the requisite licenses to engage in the cultivation, manufacture, processing, distribution and sale of cannabis, as permitted, in the states of Arizona, Connecticut, Florida, Illinois, Maine, Maryland, Massachusetts, Missouri, Nevada, New Jersey, New York, North Dakota, Ohio, Pennsylvania and Utah. In addition, we have partnered with an accredited medical school and obtained a "clinical registrant" license in Pennsylvania, and on November 14, 2024, we were granted the license to operate the first Marijuana Research Facility in Massachusetts.

For the year ended December 31, 2025, 86% of our Total revenues, net were directly derived from U.S. cannabis-related activities. We do not differentiate our net assets between those directly derived from cannabis-related activities and those that are unrelated; therefore, such information is not presented.

Regulatory Frameworks Governing Cannabis-Related Activities in the U.S.

Overview of U.S. Federal Regulatory Framework

The Controlled Substances Act

The U.S. federal government regulates drugs, such as cannabis, through the CSA, which places controlled substances in one of five different schedules. Currently, cannabis, except hemp containing less than 0.3% (on a dry weight basis) of tetrahydrocannabinol ("THC"), the psychoactive ingredient in cannabis, is classified as a Schedule I drug. As a Schedule I drug, the Drug Enforcement Administration (the "DEA") considers cannabis to have (i) a high potential for abuse, (ii) no currently accepted medical use in medicinal treatment in the U.S. and (iii) a lack of accepted safety for use under medical supervision[1]. As a result, under U.S. federal law, the possession, use, cultivation and transfer of cannabis and any related drug paraphernalia is illegal, and any such acts are criminal acts.

While most jurisdictions have a uniform national framework for regulation of cannabis-related activities, in the U.S., cannabis is separately regulated at the U.S. state and local jurisdictional levels. As a result, U.S. states that have legalized

[1] 21 U.S.C. 812(b)(1).

the medical and/or adult use of cannabis have regulatory frameworks that are in direct conflict with that of the U.S. federal government.

The Supremacy Clause of the U.S. Constitution establishes that the U.S. Constitution and U.S. federal laws made pursuant to it are paramount and, in case of conflict between U.S. federal and U.S. state law, U.S federal law shall apply. Consequently, although our activities are compliant with applicable cannabis-related U.S. state and local regulations, strict compliance with these U.S. state and local regulations may neither absolve the Company of liability under U.S. federal law nor provide a defense to federal criminal charges that may be brought against the Company.

To address the inconsistent treatment of cannabis under US. federal and U.S. state laws:

- O n August 29, 2013, then U.S. Deputy Attorney General James Cole issued a memorandum (the "Cole Memorandum") offering guidance to federal enforcement agencies as to how to prioritize civil enforcement, criminal investigation and prosecution of cannabis-related activities in all U.S. states. The Cole Memorandum acknowledged that jurisdictions that have legalized cannabis in some form(s) have also implemented strong and effective regulatory and enforcement systems to control the cultivation, processing, distribution, sale and possession of cannabis. As such, conduct in compliance with those laws and regulations is less likely to be a priority at the U.S. federal level. While the Cole Memorandum did not provide specific guidelines for what regulatory and enforcement systems would be deemed sufficient by the Department of Justice (the "DOJ"), the Cole Memorandum was seen by many U.S. state-legal cannabis companies as a safe harbor for their licensed operations that were conducted in full compliance with all applicable state and local regulations.

- On January 4, 2018, then U.S. Attorney General Jeff Sessions rescinded the Cole Memorandum, and in the absence of a uniform federal policy, U.S. Attorneys with state-legal cannabis programs within their jurisdictions became responsible for establishing enforcement priorities for their respective offices. Despite the rescission of the Cole Memorandum, U.S. federal prosecutors appeared to continue to use the Cole Memorandum's priorities as an enforcement guide. Certain U.S Attorneys, such as Andrew Lelling, a former U.S. Attorney for the District of Massachusetts, focused cannabis enforcement efforts on: (i) overproduction; (ii) targeted sales to minors and (iii) organized crime and interstate transportation of drug proceeds. Other U.S. attorneys provided less assurance, promising to enforce federal law, including the CSA, in appropriate circumstances.

- On March 10, 2021, Merrick Garland was appointed U.S. Attorney General. During his confirmation hearing, Garland indicated that, under his leadership, the DOJ would focus its resources on violent crime and cartel activity and deprioritize the enforcement of U.S. federal cannabis laws against individuals and U.S. state-licensed cannabis businesses.

- On December 2, 2022, H.R. 8454, known as the Medical Marijuana and Cannabidiol Research Expansion Act (the "Research Expansion Act"), was signed into law. The Research Expansion Act is the first piece of standalone federal cannabis reform legislation in U.S. history, and it established a new, separate registration process for researchers and manufacturers in the cannabis industry. Amongst other things, the Research Expansion Act (i) directs the DEA to register practitioners who conduct cannabis and cannabidiol ("CBD") research and manufacturers who supply cannabis for research purposes; (ii) permits the DEA to register manufacturers and distributors of cannabis or CBD for the purposes of commercial production of a drug approved by the FDA; (iii) requires the DEA to assess whether there is an adequate and uninterrupted supply of cannabis for research purposes; (iv) permits registered entities to manufacture, distribute, dispense or possess cannabis or CBD for purposes of medical research; (v) clarifies that physicians do not violate the CSA when they discuss the potential harms and benefits of cannabis and CBD with patients; and (vi) directs the the Department of Health and Human Services (the "HHS") to coordinate with the National Institutes of Health and other agencies to report on the "therapeutic potential" of cannabis for conditions, such as epilepsy, and the impact of cannabis on adolescent brain development.

- On April 30, 2024, the HHS, in coordination with the DOJ, recommended to the DEA that cannabis be rescheduled from Schedule I to Schedule III of the CSA ("Rescheduling"), and on May 21, 2024, the DEA published a Notice of Proposed Rulemaking (the "NPRM") signed by U.S. Attorney General Merrick Garland. Rescheduling, which is supported by the National Institute on Drug Abuse, is supported by research studies that concluded cannabis has an accepted medical use in the U.S. and relatively low potential for abuse. The NPRM is subject to evidentiary hearings, a procedural process that allows stakeholders — such as scientists, medical

experts, advocacy groups, industry representations and others — to provide testimony and evidence supporting or opposing the NPRM.

- On August 27, 2024, the DEA announced that it would hold a hearing before an administrative law judge on the cannabis rescheduling proposal, a process effectively resembling a trial. The hearing commenced on December 2, 2024. However, on January 23, 2025, the hearing was suspended indefinitely by the administrative law judge in response to a motion submitted by a pro-rescheduling participant requesting the DEA to take various corrective actions to address asserted anti-rescheduling bias demonstrated by the DEA. As of the date of this MD&A, it is unclear time when such appeal may take place or what its outcome may be.

- On December 18, 2025, President Trump signed an executive order directing the Attorney General and the Drug Enforcement Administration ('DEA') to reclassify cannabis from a Schedule I to a Schedule III controlled substance. This directive represents the most significant shift in federal cannabis policy since the enactment of the Controlled Substances Act in 1970. The order instructs federal agencies to expedite the federal rulemaking process required to finalize this rescheduling, which remains ongoing. While the move to Schedule III is expected to alleviate substantial tax burdens—specifically by eliminating the application of Section 280E of the Internal Revenue Code—and improve access to banking and research, the executive order does not legalize the cultivation, manufacture, distribution, or sale of cannabis under federal law, nor does it authorize interstate commerce. As of the date of this MD&A, the ultimate timing and finalization of the DEA's rulemaking process remain uncertain.

Rescheduling is anticipated to have a substantial impact on the U.S. cannabis industry, including (i) easing restrictions on clinical research into cannabis-based treatments, (ii) eliminating the applicability of Section 280E tax provisions and U.S. federal anti-money laundering regulations to U.S. state-licensed cannabis businesses, (iii) improving access to U.S. banking services and capital markets and (iv) reducing insurance liabilities associated with Schedule I substances. It may also contribute to the destigmatization of cannabis use and cannabis-related businesses. However, Rescheduling will not legalize, under the CSA, the cultivation, manufacture, processing, distribution and sale of cannabis by U.S. state-licensed cannabis business.

Companies that operate in the U.S. medical cannabis industry receive a measure of protection from U.S. federal prosecution through a "rider" provision to the Consolidated Appropriations Acts, which governs the allocation of U.S. federal funding for government operations, programs and agencies. The primary purpose of the rider, known as the "Rohrabacher-Farr Amendment", is to prohibit the DOJ from using congressionally appropriated funds to interfere with the rights of U.S. states to regulate and manage the medical use of cannabis. The Rohrabacher-Farr Amendment must be renewed annually as part of the appropriations process; otherwise, the DOJ will regain the ability to use congressionally appropriated funds to enforce federal cannabis prohibitions in U.S. states where medical use of cannabis is permitted. Since fiscal year 2015, Congress has renewed the Rohrabacher-Farr Amendment, and as of the issuance of this MD&A, Rohrabacher-Farr Amendment remains in effect. However, there is no guarantee that the Rohrabacher-Farr Amendment will be renewed by Congress in subsequent fiscal years, and the Rohrabacher-Farr Amendment does not legalize the use of cannabis on the U.S. federal level.

In recent years, numerous bills have been introduced in the Congress of the United States ("Congress") to directly address directly various aspects of U.S. federal cannabis policies, including the decriminalization of cannabis, the imposition of federal taxes, the establishment of national public health and safety standards and the promotion of social equity and economic opportunities in communities disproportionately impacted by the War on Drugs. Notable amongst these are the Cannabis Administration and Opportunity Act (the "CAOA") and the Marijuana Opportunity Reinvestment and Expungement ("MORE") Act. While neither the CAOA nor the MORE Act succeeded in passing Congress, the increasing frequency of cannabis-related legislation being introduced in Congress reflects a growing consensus among industry stakeholders and many members of Congress that relying solely on prosecutorial discretion and temporary legislative riders, such as the Rohrabacher-Farr Amendment, to regulate the U.S. cannabis industry is insufficient to protect U.S. state-licensed medical cannabis businesses and medical cannabis patients.

Currently, there is no guarantee that U.S. state laws legalizing and regulating cannabis-related activities will not be repealed or overturned or that local governmental authorities will not limit the applicability of U.S. state laws within their respective jurisdictions. In addition, there is no guaranty that comprehensive U.S. federal legislation to de-schedule and decriminalize cannabis will be passed in the near future or at all, or that if such legislation is passed, it will include provisions that preserve the current state-based cannabis programs under which we operate and/or are favorable our U.S. state-licensed operations. Unless and until Congress amends the CSA with respect to cannabis—and notwithstanding the

ongoing federal rulemaking process to potentially reschedule cannabis from Schedule I to Schedule III—the risk remains that federal authorities may enforce current U.S. federal law against U.S. state-licensed cannabis businesses.

Although the Cole Memorandum has been rescinded, we continue to adhere to the operating policies and procedures that became industry best practice while the Cole Memorandum was in effect to ensure our

i. operations are compliant with all licensing requirements as established by the applicable U.S. state, county, municipality, town, township, borough and other political/administrative divisions;

ii. cannabis related activities adhere to the scope of the licensing obtained — for example: in U.S. states where only medical cannabis is permitted, the products are only sold to patients who hold the necessary permits, and in U.S states where cannabis is permitted for adult use, the products are only sold to individuals who meet the requisite age requirements;

iii. policies and procedures are effective in restricting the distribution of cannabis products to minors;

iv. policies and procedures are effective in preventing the distribution of funds to criminal enterprises, gangs or cartels;

v. U.S. state-mandated seed-to-sale inventory tracking systems and related procedures are designed to effectively monitor our cannabis and cannabis-derived inventory and prevent the diversion of cannabis or cannabis-derived products across U.S. state lines or into U.S. states where cannabis remains prohibited under U.S. state law;

vi. U.S. state-licensed cannabis businesses are not used as a cover for the trafficking of other illegal drugs, for engaging in any other unlawful activity or for violating applicable anti-money laundering statutes and

vii. cannabis and cannabis-derived products comply with all applicable regulations and include the necessary disclaimers regarding product contents to help mitigate public health risks and discourage impaired driving.

In addition, we conduct (i) background checks to ensure that our principal officers and management are of good character and not involved with other illicit drugs or activities, including those involving violence or the use of firearms in the cultivation, manufacturing or distribution of cannabis and cannabis-derived products; and (ii) ongoing reviews of our cannabis-related operations, the premises on which these operations occur and the policies and procedures we have established to regulate the possession of cannabis or cannabis-derived products outside our licensed premises. See "*Compliance and Monitoring*" section herein for additional details.

Reform of Federal Legislation on Industrial Hemp

On December 20, 2018, the Agriculture Improvement Act of 2018, Pub. L. 115-334 (the "2018 Farm Bill"), was signed into law. The 2018 Farm Bill amended the definition of cannabis under the CSA to exclude hemp, defining hemp as the plant Cannabis sativa L. and any part of that plant —including seeds, derivatives, extracts, cannabinoids, isomers, acids, salts and salts of isomers—provided it contains no more than 0.3 percent delta-9 tetrahydrocannabinol ("Delta-9 THC") on a dry weight basis. The legislation granted U.S. states the authority to license and regulate the cultivation, production, distribution and sale of hemp and hemp-derived products, such as CBD. In contrast to cannabis, hemp and qualifying hemp-derived products may be distributed and sold across U.S. state lines, provided that the hemp from which such products are derived was cultivated pursuant to a license issued under a U.S. state program approved by the U.S. Department of Agriculture.

Despite the redefinition of hemp under the 2018 Farm Bill, the FDA continues to exercise jurisdiction over hemp-derived products under the Federal Food, Drug, and Cosmetic Act. To date, the FDA (i) has approved only one prescription drug containing CBD, Epidiolex; (ii) prohibits the marketing of CBD as a dietary supplement, as CBD is the active ingredient in Epidiolex; and (iii) prohibits the addition of CBD, THC or other hemp-derived extracts to food or beverages sold in U.S. interstate commerce. The FDA does permit the use of CBD in cosmetic products, provided that such products otherwise comply with the Federal Food, Drug, and Cosmetic Act and do not make therapeutic claims. In January 2023, the FDA announced that existing regulatory frameworks for food and dietary supplements are not appropriate for CBD and indicated its intention to work with Congress to establish a new regulatory pathway for CBD products.

On November 12, 2025, Congress enacted legislation that amended the federal definition of 'hemp' and established a revised federal regulatory framework governing hemp-derived cannabinoid products (collectively, the “Hemp Amendments”). The Hemp Amendments are scheduled to take effect on November 12, 2026 and represent the most significant federal change affecting hemp-derived cannabinoid products since the enactment of the 2018 Farm Bill. Among other things, the Hemp Amendments (i) replace the prior delta-9-THC threshold with a “total THC” standard that includes delta-9 THC, THCA and other specified cannabinoids; (ii) establish new federal limits on total THC permitted in consumable hemp-derived cannabinoid product; (iii) impose expanded compliance obligations on manufacturers, distributors and retailers of hemp-derived cannabinoid products; and (iv) increase federal oversight of the marketing and distribution of intoxicating hemp-derived products. These developments may restrict or prohibit categories of hemp-derived cannabinoid products that previously were marketed as compliant with federal law and may increase regulatory uncertainty and potential enforcement risk with respect to hemp-derived cannabinoid products. As of the date of this MD&A, it remains unclear how federal agencies will implement and enforce the Hemp Amendments or how these changes will integrate with existing U.S. state regulatory frameworks for hemp and consumable cannabinoid products.

Anti-Money Laundering Laws and Access to Capital

U.S. federal law makes it illegal for financial institutions to provide services to U.S. state-licensed cannabis businesses. Accepting proceeds from the sale of cannabis—a Schedule I controlled substance under the CSA—or introducing those proceeds into the U.S. banking system may be considered money laundering. As a result, financial institutions that depend on the U.S. Federal Reserve’s money transfer system are prohibited from accepting cannabis-related deposits. Under the U.S. Currency and Foreign Transactions Reporting Act of 1970 (the “Bank Secrecy Act”), financial institutions that provide checking accounts, credit or debit card services, loans or other banking products to U.S. state-licensed cannabis businesses could be subject to money laundering or conspiracy charges.

In 2014, the Department of the Treasury’s Financial Crimes Enforcement Network (“FinCEN”) issued guidance (the “FinCEN Guidance”) to financial institutions and U.S. prosecutors. The FinCEN Guidance advised U.S. prosecutors not to prioritize enforcement against financial institutions that serve U.S. state-licensed cannabis businesses, provided those businesses comply with U.S. state law and do not violate U.S. federal enforcement priorities under the Cole Memorandum, such as preventing access to cannabis by minors or organized crime. The FinCEN Guidance also outlined how U.S. financial institutions can provide depository services while complying with their obligations under the Bank Secrecy Act, including enhanced customer due diligence and reporting requirements.

The FinCEN Guidance reduced some enforcement risk but did not provide immunity from prosecution. It also increased the cost and burden of compliance, which has discouraged most financial institutions from entering the cannabis sector. Only a limited number of U.S. state-chartered banks and credit unions currently service U.S. state-licensed cannabis businesses. These institutions typically cap cannabis-related deposits at a small portion of their balance sheets, maintain large cash reserves to cover such deposits on demand and charge higher fees to offset compliance costs. In practice, the FinCEN Guidance has not led to a broader willingness among financial institutions to serve U.S. state-licensed cannabis businesses, and most continue to refrain due to the compliance requirements.

Several bills have been introduced in Congress to expand access to banking services, including the Secure and Fair Enforcement Regulation (“SAFER”) Banking Act. In 2023, the Senate Banking Committee approved the SAFER Banking Act by a bipartisan vote of 14-9. The SAFER Banking Act is pending a full Senate vote, but passage remains uncertain. Despite growing support in Congress and among the public, there is no assurance such legislation will be enacted.

Because traditional bank financing is generally unavailable, we rely on equity and debt financing to support our operations, capital expenditures and acquisitions. Until U.S. federal law changes, there can be no assurance that financing will be available to us when needed or on acceptable terms. If additional financing is not available, our ability to fund operations, capital projects, and acquisitions could be limited. Raising funds through equity or convertible debt issuances may also cause significant dilution to our existing shareholders, and new securities may carry rights, preferences or privileges senior to those of our outstanding SVS.

Continued restrictions on financial services available to U.S. cannabis-related businesses may materially and adversely affect our liquidity, growth strategy, and overall financial condition. See the *“Risk Factors”* section of the Annual Information Form for further risk factors associated with limitations on access to U.S. banking and financing.

Service Providers

Adverse changes in the enforcement of U.S. cannabis laws, regulatory or political shifts, increased scrutiny by regulatory authorities or negative changes in public perception regarding cannabis use could cause our third-party service providers to suspend or withdraw their services, which may have a material adverse effect on our operations.

Heightened Scrutiny by Regulatory Authorities

As outlined above, our existing U.S. operations and any future operations or investments may be subject to heightened scrutiny by regulators, stock exchanges and other authorities. Such scrutiny could restrict our ability to operate or invest in certain jurisdictions and may also affect our listings on the TSX and OTCQX and our reporting obligations in Canada and the U.S.

Adverse changes in government policies or public opinion could significantly influence cannabis regulation in Canada, the U.S. and other jurisdictions. A negative shift in public perception of medical or adult-use cannabis could affect future legislation, regulation or enforcement and may result in the abandonment of initiatives or proposals to legalize medical or adult-use cannabis. Violations of U.S. federal laws and regulations could result in fines, penalties, administrative sanctions, civil settlements or criminal charges.

Following the TSX listing, we became subject to TSX Requirements [2] that prohibit direct or indirect ownership or investment in entities engaged in the cultivation, distribution or possession of cannabis in the U.S. in violation of federal law. In addition, Curaleaf Holdings, Inc. is prohibited from transferring cash to Curaleaf, Inc. or its operations engaged in activities that violate U.S. federal cannabis laws, and Curaleaf, Inc. and its subsidiaries or controlled entities are prohibited from transferring cash to Curaleaf Holdings, Inc. whether through dividends or other means. Noncompliance with TSX requirements could result in the denial of certain approvals, including the listing of additional securities or delisting from the TSX.

The clearing of our outstanding SVS depends on the Clearing and Depository Services Inc. (the "CDS") for SVS quoted on the TSX and the Depository Trust Company (the "DTC") for SVS quoted on the OTCQX. If the CDS or the DTC imposed a ban on clearing securities of issuers with cannabis-related activities in the U.S., or if we otherwise became ineligible with the CDS or the DTC, our outstanding SVS could become highly illiquid and shareholders could be prevented from trading their SVS on the TSX or OTCQX.

Compliance and Monitoring

We use reasonable commercial efforts to remain in material compliance with the cannabis regulatory environment in the U.S. In addition, we actively participate in the regulatory and legislative processes at the U.S. federal, state and local levels through our compliance and government relations departments, legal counsel, third-party consultants and engagement with cannabis industry groups. We hold all required licenses to cultivate, manufacture, possess and distribute cannabis in the U.S. states in which we operate and remain in good standing and in material compliance with the applicable cannabis regulatory programs in each such U.S. state.

While we may occasionally be cited or fined by U.S. state regulators for non-compliance with cannabis regulations, including those related to product labeling, testing, potency or the use of banned additives, we are not aware of any circumstances that would likely result in regulatory actions with a material adverse impact on our operations or financial condition.

Our Compliance Department, reporting to the Chief Legal Officer ("CLO"), oversees state-level compliance functions, monitors local regulatory processes, reports developments to the CLO and designs and implements strategies in response to regulatory changes, while also working with third-party legal counsel to ensure compliance with U.S. cannabis laws and regulations. Our Government Relations Department works with management to (i) develop and maintain relationships with U.S. state and local regulators, elected officials and cannabis industry groups and (ii) implement strategies that protect our rights and those of our U.S. affiliates to participate in the U.S. cannabis industry.

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[2] Sections 306 (Minimum Listing Requirements) and 325 (Management) and Part VII (Halting of Trading, Suspension and Delisting of Securities) of the TSX Company Manual and TSX Staff Notice 2017-0009 (collectively, the "TSX Requirements").

See the "*Risk Factors*" section of the Annual Information Form for further risk factors associated with our U.S. operations and those of our U.S. affiliates.

Overview of U.S. State Regulatory Frameworks

Despite the continued illegality of cannabis under U.S. federal law, 48 U.S. states, the District of Columbia and the territories of Puerto Rico, the U.S. Virgin Islands, Guam and the Northern Mariana Islands have legalized some form of cannabis for medical use. In addition, 24 states, the U.S. Virgin Islands, the Northern Mariana Island, Guam and the District of Columbia have legalized cannabis for adult use.

Each U.S. state that has legalized medical or adult-use cannabis imposes unique licensing requirements, limits on the number of facilities a license holder may operate, caps on the number of license holders and other regulatory conditions. All of the U.S. states in which we operate permit the use of cannabis for specific qualifying conditions when recommended by a medical doctor, and cannabis is sold in licensed dispensaries to adults aged 21 or older.

We are, in all material respects, compliant with the laws and regulations governing our U.S. cannabis operations, including those of our affiliates.

The following summary outlines the regulatory frameworks of the U.S. states in which we operate. Dispensary counts may include licensed locations that are temporarily closed or otherwise inactive. For further details on our U.S. operations, see the "Our global footprint" section of this MD&A.

Arizona

Arizona Licensing Scheme

In Arizona, the Arizona Department of Health Services ("AZ DHS") licenses and regulates medical and adult use cannabis. Licenses allow one dispensary, one processing site and one cultivation site per licensee. Vertical integration is not required, and off-site processing and cultivation can be shared by cannabis establishments. As of December 31, 2025, there were 181 operating adult use dispensaries.

Arizona Medical Patient Requirements

Qualifying medical conditions in Arizona include, but are not limited to, Alzheimer's; ALS; cancer; chronic pain; Crohn's disease; glaucoma; HIV/AIDS; hepatitis C; PTSD; severe nausea and severe or persistent muscle spasms, such as those associated with multiple sclerosis ("MS") and epilepsy.

For a comprehensive list of qualifying conditions, refer to the AZ DHS' Medical Marijuana Program: https://www.azdhs.gov/licensing/medical-marijuana/index.php#qualifying-home.

Connecticut

Connecticut Licensing Scheme

In Connecticut, the Connecticut Department of Consumer Protection ("CT DCP") licenses and regulates medical and adult use cannabis. Cannabis licensing is divided into five main categories: (i) retail, (ii) cultivation, (iii) manufacturing, (iv) delivery and (v) individual licenses and registrations; and there are 14 distinct license types. Medical dispensaries are required to have a board-certified pharmacist on-site to dispense cannabis. As of December 31, 2025, Connecticut had one medical dispensary and 40 hybrid retailer licenses approved by the CT DCP.

Connecticut Medical Patient Requirements

Qualifying medical conditions include, but are not limited to,

- **For Individuals Aged 18 and Over**: cancer; glaucoma; HIV/AIDS; neurological disorders (e.g., Parkinson's, MS, epilepsy, ALS); chronic pain; PTSD; autoimmune diseases; gastrointestinal conditions (e.g., Crohn's disease, ulcerative colitis); sickle cell disease and fibromyalgia).

- **For Individuals Under 18:** cerebral palsy; cystic fibrosis; muscular dystrophy; severe epilepsy; terminal illnesses requiring end of life care and intractable neuropathic pain that is unresponsive to standard medical treatments.

For a comprehensive list of qualifying conditions, refer to the DCP's Medical Marijuana Program: https://portal.ct.gov/dcp/medical-marijuana-program/qualification-requirements.

Florida Licensing Scheme

In Florida, the Florida Department of Health Office of Medical Marijuana Use ("FL OMMU") licenses and regulates medical cannabis. The FL OMMU oversees 28 Medical Marijuana Treatment Centers, which encompass all vertically integrated operations, including cultivation, processing, fulfillment/storage and dispensing. Licenses are not capped; however, local zoning approval is required for each dispensary. As of December 31, 2025, Florida had 742 dispensaries throughout the State.

Florida Ballot Initiative

A proposed constitutional amendment to legalize adult-use cannabis for individuals aged 21 and older faces significant uncertainty regarding its placement on Florida's November 2026 general election ballot. On February 1, 2026, the Florida Department of State declared that the initiative failed to qualify after reporting only 783,592 verified signatures, falling short of the required 891,523 threshold. However, the sponsoring group, Smart & Safe Florida, has challenged this determination as premature, alleging that over 1.4 million signatures were submitted and that administrative delays or improper disqualifications at the county level have suppressed the verified total. While the Florida Supreme Court recently dismissed a review of the measure's ballot language based on the state's declaration, ongoing litigation and potential court-ordered recounts leave the amendment's final status in flux. Should the measure overcome these legal hurdles to reach the ballot, it would still require a 60% supermajority vote to pass.

Florida Medical Patient Requirements

Qualifying medical conditions include, but are not limited to, cancer; epilepsy; glaucoma; HIV/AIDS; PTSD; ALS; Crohn's disease; Parkinson's disease; MS; chronic non-malignant pain and terminal conditions.

For a comprehensive list of qualifying conditions, refer to the FL OMMU's Medical Marijuana Use Program: https://knowthefactsmmj.com/patients/cards/.

Illinois

Illinois Licensing Scheme

In Illinois, the cannabis licensing framework is overseen by two departments: the Illinois Department of Financial and Professional Regulation for retail licenses and the Illinois Department of Agriculture for cultivation/processing licenses. License types include (i) retail, (ii) cultivation, (iii) craft growers, (iv) infusers and (v) transporters. Regulations limit each entity to a maximum of three cultivation licenses and 10 retail locations. As of December 31, 2025, Illinois had 274 adult use operational dispensaries.

Illinois Medical Patient Requirements

Qualifying medical conditions include, but are not limited to, cancer; HIV/AIDS; ALS; Crohn's disease; glaucoma; MS; PTSD; intractable pain; fibromyalgia; hepatitis C; Tourette's syndrome and rheumatoid arthritis. Patients with valid opioid prescriptions may also qualify.

For a comprehensive list of qualifying conditions, refer to the Illinois Department of Public Health's Medical Cannabis Program: https://www.dph.illinois.gov/topics-services/prevention-wellness/medical-cannabis.

Maine

Maine Licensing Scheme

In Maine, the Maine Department of Administrative and Financial Services Office of Cannabis Policy is responsible for licensing and regulating medical and adult use cannabis. Licenses are not capped; however, (i) municipalities must opt-in for adult use and (ii) medical dispensary owners must be residents of Maine. Medical licensees can be vertically integrated, with one license allowed per dispensary and one license per entity, subject to local approval and relevant licensing (e.g., tobacco or food licenses). Adult-use cannabis licensing is divided into three categories: retail, cultivation and manufacturing, with licensees permitted to hold licenses in multiple categories. As of December 31, 2025, Maine had 181 operational adult use and 90 medical use dispensaries.

Maine Medical Patient Requirements

Qualifying conditions are determined by a practitioner and include any condition where cannabis is deemed therapeutically or palliatively beneficial.

Maryland

Maryland Licensing Scheme

In Maryland, the Maryland Medical Cannabis Commission ("MD MCC") licenses and regulates medical and adult use cannabis. Licenses are divided into five license types: (i) dispensary, (ii) grower/cultivator, (iii) processor, (iv) independent testing laboratory and (v) ancillary business. Each license is linked to a single facility. Regulations limit an individual or entity to holding an interest in, or control over, no more than one grower license, one processor license and four dispensary licenses. As of December 31, 2025, Maryland had 109 operational dispensaries.

Topicals and edible cannabis products are permitted, provided they are shelf-stable.

Maryland Medical Patient Requirements

Qualifying medical conditions include, but are not limited to, cachexia; chronic pain; severe nausea; severe or persistent muscle spasms; glaucoma; HIV/AIDS; Crohn's disease; PTSD and other severe chronic conditions that are unresponsive to standard medical treatment. Additionally, all dispensaries must have a clinical director available electronically.

For a comprehensive list of qualifying conditions, refer to the MD MCC's Medical Cannabis Program: https://cannabis.maryland.gov/Pages/Medical_Cannabis.aspx.

Massachusetts

Massachusetts Licensing Scheme

In Massachusetts, the Massachusetts Cannabis Control Commission ("MA CCC") licenses and regulates medical and adult use cannabis. Medical licenses are granted to Medical Treatment Centers ("MTCs"), which are vertically integrated businesses engaged in the cultivating, processing and retailing of their own cannabis and cannabis-derived products for medical use. Adult-use licenses are divided into a range of license types, including (i) retail, (ii) cultivation, (iii) product manufacturing, (iv) testing laboratories, (v) transporters, (vi) couriers, (vii) research facilities, (viii) social consumption establishments, (ix) microbusinesses and (x) delivery services. Licensees are permitted to holding no more than three licenses within a single license type. Additionally, canopy space is capped at 100,000 square feet, which must be distributed across no more than three cultivation licenses and three MTCs. As of December 31, 2025, Massachusetts had 89 operational MTCs.

Massachusetts Medical Patient Requirements

Qualifying conditions include, but are not limited to, cancer; glaucoma; HIV/AIDS; hepatitis C; ALS; Crohn's disease; Parkinson's disease and MS, when such diseases are debilitating. Other debilitating conditions require the attestation of a Qualifying Patient's healthcare provider.

For a comprehensive list of qualifying conditions, refer to the MA CCC's Medical Use of Marijuana Program: https://www.mass.gov/info-details/massachusetts-law-about-medical-marijuana.

Massachusetts Ballot Initiative

In Massachusetts, recent legislative activity has focused on expanding, rather than repealing, adult-use cannabis, with the Senate in November 2025 passing a reform bill that would double the adult-use possession limit from one ounce to two ounces and restructure the Cannabis Control Commission to modernize and strengthen the state's regulatory framework.

Missouri

Missouri Licensing Scheme

In Missouri, the Missouri Department of Health and Senior Services ("MD HSS") licenses and regulates medical and adult use cannabis (also known as "comprehensive licenses"). License types are divided into (i) cultivation, (ii) infused product manufacturing, (iii) dispensary, (iv) transportation, (v) testing and (vi) microbusiness. Missouri does not require vertical integration, and each license is tied to a single facility. Facilities are prohibited from being owned, in whole or in part, or managed by any individual with a disqualifying felony offense. Additionally, no owner may hold more than 10% of the total number of medical and adult use licenses within each license type. As of December 31, 2025, Missouri had 225 operational dispensaries.

Missouri Medical Patient Requirements

Qualifying medical conditions include, but are not limited to, cancer; epilepsy; glaucoma; intractable migraines; persistent muscle spasms (e.g., MS and Parkinson's); PTSD; Crohn's disease; HIV/AIDS and terminal illnesses. Physicians may certify other chronic, debilitating conditions.

For a comprehensive list of qualifying conditions, refer to the MD HSS' Medical Marijuana Regulation Program: https://health.mo.gov/safety/cannabis/patient-services.php.

Nevada

Nevada Licensing Scheme

In Nevada, the Nevada Cannabis Compliance Board ("NV CCB") licenses and regulates medical and adult use cannabis. Cannabis licenses types include (i) cultivation, (ii) product manufacturing, (iii) distribution, (iv) dispensary/retail, (v) testing laboratory and (vi) consumption lounge. Licenses are not capped; however, they are issued only during designated licensing rounds, which are conducted only on an as needed, based on jurisdictional regulations. As of December 31, 2025, Nevada had one medical, and 107 adult-use operational dispensaries.

Nevada Medical Patient Requirements

Qualifying medical conditions include, but are not limited to, HIV/AIDS; cancer; anorexia nervosa; epilepsy; glaucoma; autism spectrum disorders; opioid addiction; muscle spasms (including, without limitation, spasms caused by MS) and neuropathic conditions, whether or not such condition causes seizures.

For a comprehensive list of qualifying conditions, refer to the NV CCB's Medical Marijuana Program: https://dpbh.nv.gov/Reg/MM-Patient-Cardholder-Registry/.

New Jersey

New Jersey Licensing Scheme

In New Jersey, the New Jersey Cannabis Regulatory Commission ("NJ CRC") licenses and regulates medical and adult use cannabis. Medical licenses are granted to Alternative Treatment Centers, which are vertically integrated businesses engaged in the cultivating, manufacturing and dispensing of their own cannabis and cannabis-derived products for medical use. Adult use licenses are divided into the following types: (i) cultivation, (ii) manufacturing, (iii) wholesale, (iv) distribution, (v) retail and (vi) delivery. Adult-use licensees may vertically integrate by holding any combination of the license types simultaneously or by holding wholesale and distributor licenses simultaneously. Licenses are not capped; however, adult use licensees are limited to operating one business per license type. As of December 31, 2025, New Jersey had 41 medical, and 400 adult use dispensaries operational.

New Jersey Medical Patient Requirements

Qualifying medical conditions include, but are not limited to, ALS; anxiety; cancer; chronic pain; epilepsy; glaucoma; HIV/AIDS; Crohn's disease; PTSD; MS and terminal illnesses with a prognosis of less than 12 months.

For a comprehensive list of qualifying conditions, refer to the NJ CRC's Medicinal Cannabis Program: https://www.nj.gov/cannabis/medicinalcannabis/medicinal/.

New Jersey Recent Legislation

New Jersey has authorized cannabis consumption lounges under N.J.S.A 24:6I-21, a provision enacted as part of the New Jersey Cannabis Regulatory, Enforcement Assistance, and Marketplace Modernization Act. The NJ CRC began accepting applications from social equity applicants in January 2025, diversely owned businesses and microbusinesses in April 2025 and all interested Class 5 cannabis retail operators in July 2025. The first four approvals were granted in August 2025.

New York

New York Licensing Scheme

In New York, the New York Cannabis Control Board ("NY CCB"), within the Office of Cannabis Management, licenses and regulates medical and adult use cannabis. Medical licenses are granted to 'registered organizations', which are vertically integrated businesses permitted to manage one medical cultivation/processing facility and up to four medical dispensaries. Adult use license types include (i) cultivation, (ii) processing, (iii) distribution, (iv) retail and (v) microbusiness operations. As of December 31, 2025, New York had 38 operational registered organization dispensary locations and 582 operational adult use dispensaries.

New York Medical Patient Requirements

Under the OCM's Medical Cannabis Program certification and registration system, practitioners are authorized to certify patients for medical cannabis use for any condition they believe can be effectively treated with medical cannabis.

For a comprehensive list of qualifying conditions, refer to the NY CCB's Medical Cannabis Program: https://cannabis.ny.gov/medical-cannabis.

New York Recent and Proposed Legislation

New York is implementing Metrc, a seed-to-sale tracking system intended to reduce the availability of illegal cannabis and cannabis-derived products in the state. Full integration of all cannabis licensees registered in New York is expected by December 2025.

North Dakota

North Dakota Licensing Scheme

In North Dakota, the North Dakota Department of Health and Human Services ("ND HHS") licenses and regulates medical cannabis. There are two categories of licenses: manufacturing facilities (which are subdivided into cultivation-only and manufacturing-only) and dispensaries. Each license permits the operation of one dispensary or manufacturing facility per licensee. Currently, the ND HHS is permitted to issue a maximum of two manufacturing facilities licenses and eight dispensary licenses. As of December 31, 2025, all available licenses have been awarded.

Manufacturing facilities are restricted to activities that fall under (i) producing, (ii) processing, (iii) acquiring, (iv) possessing, (v) storing, (vi) transferring and (vii) transporting medical cannabis or medical cannabis-derived products (excluding edibles). Dispensaries are only permitted to purchase cannabis from licensed manufacturing facilities and engage in the storing, delivering, transferring and transporting of medical cannabis.

North Dakota Medical Patient Requirements

Qualifying medical conditions include, but are not limited to, cancer; HIV/AIDS; ALS; PTSD; epilepsy; MS; Crohn's disease; neuropathies; Tourette's syndrome; Ehlers-Danlos syndrome; autism spectrum disorders; brain injuries and terminal illnesses.

For a comprehensive list of qualifying conditions, please refer to the ND HHS' Medical Marijuana Program: https://www.health.nd.gov/mm.

Ohio

Ohio Licensing Scheme

As of January 1, 2024, regulatory oversight of Ohio's cannabis program is shared between two departments. The Division of Cannabis Control ("OH DCC"), within the Ohio Department of Commerce, oversees the registration of patients and caregivers and licenses medical cultivators, processors, dispensaries and testing laboratories. The OH DCC is also responsible for licensing and regulating the adult-use cannabis. The State Medical Board of Ohio certifies physicians to recommend medical cannabis and approve qualifying conditions.

The medical market is divided into the following license types: (i) cultivator (Level I and Level II), (ii) processor, (iii) dispensary and (iv) tes ting. Each license is tied to a single facility. As of December 31, 2025, Ohio had 195 dispensaries with a dual-use Certificate of Operation that are permitted to sell both medical and adult use cannabis.

Ohio Medical Patient Requirements

Qualifying medical conditions include, but are not limited to, ALS; epilepsy; severe chronic or intractable pain; PTSD; MS; Parkinson's disease; Crohn's disease; glaucoma; HIV/AIDS; Tourette's syndrome; traumatic brain injuries; ulcerative colitis and terminal illnesses.

For a comprehensive list of qualifying conditions, refer to the OH DCC's Medical Marijuana Control Program Patient & Caregiver Registry: https://com.ohio.gov/divisions-and-programs/cannabis-control/patients-caregivers.

Pennsylvania

Pennsylvania Licensing Scheme

In Pennsylvania, the Pennsylvania Department of Health ("PA DOH") licenses and regulates medical cannabis. There are three license types: (i) grower/processor, (ii) dispensary and (iii) clinical registrant. As of December 31, 2025, Pennsylvania had 192 operational dispensaries and 12 operational grower/processors. PA DOH also requires each licensed dispensary to have a pharmacist or physician on-site during operating hours.

Pennsylvania Medical Patient Requirements

Qualifying medical conditions include, but are not limited to, ALS; anxiety disorder; cancer; epilepsy; glaucoma; HIV/AIDS; PTSD; MS; severe chronic or intractable pain; neurodegenerative diseases; Huntington's disease; opioid use disorder (unresponsive to standard medical treatment) and terminal illnesses.

For a comprehensive list of qualifying conditions, refer to the PA DOH's Medical Marijuana Program: https://www.pa.gov/agencies/health/programs/medical-marijuana.html.

Utah

Utah Licensing Scheme

As of January 1, 2024, regulatory oversight of Utah's medical-only cannabis program is shared between two departments: (i) the Utah Department of Agriculture and Food ("UDAF"), which oversees the licensing of pharmacies, couriers, cultivation and processors of cannabis for medical use; and (ii) the Utah Department of Health and Human Services ("UDHHS"), which oversees regulation of recommending medical providers, pharmacists and patients. The recently established Cannabis Production Establishment Licensing Advisory Board is responsible for final approval of all medical cannabis licenses. As of the 2025 legislative session, pharmacy licenses are capped at 15 (plus one additional rural license in 2026 and one Closed-Door pharmacy). Standalone Tier 1 Processor licenses are capped at 18 (cap limit has already been reached); however, provisions have been made for cultivation licenses to acquire Tier 2 Processor licenses, which will allow for final packaging of flower. Cultivation licenses are capped at 15 (cap limit has not been reached). Licensees are allowed to hold multiple types of licenses, and licenses are non-transferable and non-assignable. Change in ownership of less than 50% are permitted without requiring a new license application. As of December 31, 2025, Utah had 15 operating medical dispensaries.

Utah Medical Patient Requirements

Qualifying medical conditions include, but are not limited to, Alzheimer's disease; ALS; cancer; epilepsy; chronic pain; autism spectrum disorders; Crohn's disease; ulcerative colitis; MS; HIV/AIDS; terminal illnesses with a life expectancy of less than six months and PTSD. PTSD qualifies if the patient is (i) treated and monitored by a licensed health therapist and either (ii) diagnosed by a Veterans Administration healthcare provider or diagnosed or confirmed by a licensed psychiatrist, psychologist, clinical social worker or psychiatric advanced practice registered nurse.

For a comprehensive list of qualifying conditions, refer to the UDHHS' Center for Medical Cannabis: https://medicalcannabis.utah.gov/.

Evolution of State Hemp-Derived THC Regulatory Frameworks

The market for hemp-derived intoxicating products is undergoing a fundamental transformation driven by the convergence of restrictive state-level frameworks and recent federal legislative amendments. Throughout 2025 and into early 2026, several states, including Connecticut, New Jersey and Massachusetts, implemented or advanced frameworks designed to migrate hemp-derived intoxicants into license-based distribution pathways—such as regulated cannabis dispensaries or liquor retail channels—while imposing strict age-gating, testing and 0.3% THC limits. In Maryland, Nevada and New York, regulatory and judicial actions further narrowed the market by reclassifying delta-8, delta-10 and other conversion-based isomers as controlled substances or regulated cannabis, effectively banning their sale in general retail settings. Even historically permissive markets, such as Pennsylvania and Missouri, are seeing bipartisan momentum toward formal oversight, including mandatory product registration and restricted-access retail requirements. These state efforts were

disrupted by the enactment of federal Hemp Amendments, which established a strict "total THC" standard and 0.4 mg-per-container limit that conflicts with existing state definitions. The Hemp Amendments are expected to necessitate significant legislative revisions across several states, further accelerating the trend toward heightened oversight and more restrictive distribution models. For cannabis operators, these unified regulatory developments signal a rapid contraction of general-market distribution pathways, elevated enforcement risks for non-licensed entities and a fundamental reshaping of competitive dynamics across the broader U.S. cannabinoid marketplace.

Risk Factors

A discussion of the risk factors to which we are subject is presented in the section entitled " *Risk Factors*" of our AIF, which section is incorporated by reference herein. Our shareholders should carefully evaluate the risk factors noted within the AIF, which is made available on SEDAR+ (www.sedarplus.ca) and EDGAR (www.sec.gov/edgar) under our profile.

The risks and uncertainties outlined in the AIF and elsewhere in this MD&A are not the only ones we face. Additional risks and uncertainties not presently known to us or currently deemed immaterial by us may also impair our operations. If any such risks actually occur, our business, financial condition, liquidity, results of operations and prospects could be materially adversely affected; our ability to implement our growth plans could be adversely affected and our shareholders could lose all or part of their investment.

The acquisition of our SVS is speculative, involving a high degree of risk and should be undertaken only by persons whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in our securities should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"). Our disclosure controls and procedures, as such term is defined in Rule 13a-15(e) under the Exchange Act, is a process designed by, or under the supervision of, our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") and is effected by our Board of Directors, management and other personnel, for the purpose of providing reasonable assurance regarding the reliability of our financial reporting process and preparation of the accompanying Consolidated Financial Statements in accordance with U.S. GAAP.

Our disclosure controls and procedures include policies and procedures that (i) relate to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance of the recording of all transactions necessary to permit the preparation of the accompanying Consolidated Financial Statements in accordance with U.S. GAAP and the proper authorization of receipts and expenditures in accordance with our delegation of authority policies and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the our assets that could have a material effect on the accompanying Consolidated Financial Statements. Management, including the CEO and CFO, have evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2025 and have concluded that said disclosure controls and procedures were effective as of December 31, 2025.

Limitations on Effectiveness of Controls and Procedures

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projection of any evaluation of effectiveness to future periods is subject to the risk that controls may become inadequate due to changing conditions or the degree of compliance with policies and procedures may deteriorate.

Management Report on Internal Controls over Financial Reporting

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2025. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control Integrated Framework (2013). Based on its assessment, management determined that our internal control over financial reporting was effective as of December 31, 2025. PKF O'Connor Davies, LLP, an

independent registered public accounting firm, has audited the effectiveness of our internal control over financial reporting, as indicated in their report which is included herein.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Exhibit 99.3

CERTIFICATION

I, Boris Jordan, certify that:

1. I have reviewed this annual report on Form 40-F of Curaleaf Holdings, Inc. (the "report");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: February 26, 2026

By: /s/ Boris Jordan
Boris Jordan
Chief Executive Officer
(Principal Executive Officer)

Exhibit 99.4

CERTIFICATION

I, Ed Kremer, certify that:

1. I have reviewed this annual report on Form 40-F of Curaleaf Holdings, Inc. (the "report");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: February 26, 2026

By: /s/ Ed Kremer
Ed Kremer
Chief Financial Officer
(Principal Financial Officer)

Exhibit 99.5

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Curaleaf Holdings, Inc. (the "Company") on Form 40-F for the period ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Boris Jordan, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 26, 2026

/s/ Boris Jordan
Boris Jordan
Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to Curaleaf Holdings, Inc. and will be retained by Curaleaf Holdings, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 99.6

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Curaleaf Holdings, Inc. (the "Company") on Form 40-F for the period ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ed Kremer, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 26, 2026

/s/ Ed Kremer
Ed Kremer
Chief Financial Officer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to Curaleaf Holdings, Inc. and will be retained by Curaleaf Holdings, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Curaleaf Reports Fourth Quarter and Full Year 2025 Results:

Domestic and International Growth Accelerate with Gross Margin Expansion

Fourth quarter 2025 net revenue of $333 million

Fourth quarter 2025 International revenue of $51 million,

Fourth quarter 2025 gross profit margin of 49%

Full year operating and free cash flow from continuing operations of

$152 million and $89 million, respectively

Stamford, Conn., February 26, 2026 – Curaleaf Holdings, Inc. (TSX: CURA) (OTCQX: CURLF) ("Curaleaf" or the "Company"), a leading international provider of consumer products in cannabis, today reported its financial and operating results for the fourth quarter and full year ended December 31, 2025. All financial information is reported in accordance with U.S. generally accepted accounting principles ("U.S. GAAP" or "GAAP") and is provided in U.S. dollars unless otherwise indicated.

Boris Jordan, Chairman and CEO of Curaleaf, stated, "We closed 2025 with clear momentum, delivering fourth-quarter revenue of $333 million. Revenue increased 5% sequentially and 2% year over year, bolstered by a broad-based return to growth in nearly all of our domestic markets despite a persistently challenging pricing environment. Our international team closed out an impressive year with $51 million in fourth quarter revenue representing 10% sequential growth and 65% year over year revenue growth. Adjusted gross margin expanded to 49%, up 20 basis points from last year as the benefits from productivity gains in our cultivation facilities outweighed price compression. Adjusted EBITDA totaled $69 million, or 21% of sales, inclusive of a 120 basis point drag from international.

For the year, revenue reached $1.27 billion, with adjusted gross margin of 50% and adjusted EBITDA of $275 million, or 22% of revenue. We generated $152 million in operating cash flow and $89 million in free cash flow from continuing operations, while ending the year with $102 million of cash on the balance sheet. These results were delivered despite a third consecutive year of double-digit price compression, underscoring the strength, discipline, and resilience of our operating model and the success of our Return to Our Roots plan."

Mr. Jordan continued, "With our $500 million debt offering and Return to Our Roots plan now complete, we have reset the foundation of our business, and are transitioning from stabilization to acceleration with our Built for Growth strategy. By leveraging the platform we have strengthened—improved cultivation economics, tighter merchandising discipline, brand-led innovation, and enhanced execution—we are positioned to drive sustainable organic growth augmented by opportunistic acquisitions."

Fourth Quarter 2025 Financial Highlights

- Net revenue of $333.1 million, a year-over-year increase of 2% compared to Q4 2024 net revenue of $327.9 million. Sequentially, net revenue increased 5% compared to Q3 2025 net revenue of $317.9 million
- Gross profit of $161.8 million and gross profit margin of 49%, an increase of 60 basis points year-over-year
- Adjusted gross profit[(1)] of $161.9 million and adjusted gross profit margin[(1)] of 49%, an increase of 20 basis points year-over-year
- Net loss attributable to Curaleaf Holdings, Inc. from continuing operations of $49.3 million or net loss per share from continuing operations of $0.06
- Adjusted net loss[(1)] from continuing operations of $39.5 million or adjusted net loss[(1)] per share from continuing operations of $0.05
- Adjusted EBITDA[(1)] of $69.0 million and adjusted EBITDA margin[(1)] of 20.7%, a 250 basis point decrease year-over-year
- Cash at quarter end totaled $101.6 million
- Operating and free cash flow was $42 million and $25 million, respectively

Full Year 2025 Financial Highlights

- Net revenue of $1,268.1 million
- International revenue of $172.5 million, an increase of 63% compared to 2024 revenue of $105.6 million
- Gross profit of $631.0 million and gross margin of 50%
- Adjusted gross profit[(1)] of $632.5 million and adjusted gross profit margin[(1)] of 50%
- Operating cash flow from continuing operations of $152.0 million and free cash flow from continuing operations of $89.3 million
- Net loss from continuing operations of $201.9 million or net loss per share from continuing operations of $0.26
- Adjusted net loss[(1)] from continuing operations of $175.9 million or adjusted net loss per share from continuing operations of $0.23
- Adjusted EBITDA[(1)] of $274.7 million and adjusted EBITDA margin of 21.7%

Fourth Quarter 2025 Operational Highlights

- Expanded retail presence in Florida to 70 dispensaries with the opening of Curaleaf Cape Canaveral bringing the nationwide total to 159
- Introduced Anthem Bold infused pre-rolls further expanding the Anthem brand portfolio
- Launched six premium flower genetics under our premium flower brand, Dark Heart
- Curaleaf portfolio of brands achieved #1 market share position while Select remained the #1 vape brand in the U.S., according to Hoodie Analytics
- Curaleaf International launched the first medically certified liquid inhalation device, the QMID, in the UK and Germany

(1) Adjusted EBITDA, adjusted net income (loss), adjusted gross profit and free cash flow are non-GAAP financial measures, and adjusted EBITDA margin, adjusted net income (loss) per share and adjusted gross profit margin are non-GAAP financial ratios, in each case without a standardized definition under U.S. GAAP and which may not be comparable to similar measures used by other issuers. See “Non-GAAP Financial Performance Measures” below for definitions and more information regarding Curaleaf’s use of non-GAAP financial measures and non-GAAP financial ratios. See “Reconciliation of Non-GAAP financial measures” below for a reconciliation of each non-GAAP financial measure used in this press release from the most directly comparable U.S. GAAP financial measure.

Post Fourth Quarter 2025 Operational Highlights

- Expanded retail footprint in Florida to 71 with the opening of Curaleaf Lauderhill
- Opened an adult-use sales dispensary in Bangor, ME bringing the total retail locations to five in the state, and 161 nationwide
- Curaleaf closed on a private placement of non-dilutive 11.5% senior secured notes due February 18, 2029, for aggregate gross proceeds of $500.0 million, which were used to fully repay the outstanding December 2026 note. In conjunction with the new offering, the maturity of the Amended Needham LOC was extended to February 18, 2029 and the interest rate increased from 7.99% to 8.99%, in accordance with the existing terms of the Amended and Restated Needham Loan Agreement.

Revenues, net by Segment

($ thousands)

	Three Months Ended		
	December 31, 2025	**September 30, 2025**	**December 31, 2024**
Domestic:			
Retail revenue	$ 221,221	$ 211,483	$ 235,697
Wholesale revenue	61,167	60,136	61,146
Management fee income	23	245	363
Total revenues, net - Domestic	$ 282,411	$ 271,864	$ 297,206

	Three Months Ended		
	December 31, 2025	**September 30, 2025**	**December 31, 2024**
International:			
Retail revenue	$ 15,711	$ 14,152	$ 11,704
Wholesale revenue	29,716	27,762	17,636
Management fee income	5,230	4,078	1,333
Total revenues, net - International	$ 50,657	$ 45,992	$ 30,673

	Years ended December 31,	
	2025	2024
Domestic:		
Retail revenue	$ 868,732	$ 994,715
Wholesale revenue	226,334	232,491
Management fee income	591	1,543
Total revenues, net - Domestic	$ 1,095,657	$ 1,228,749

	Years ended December 31,	
	2025	2024
International:		
Retail revenue	$ 53,850	$ 38,047
Wholesale revenue	105,905	63,078
Management fee income	12,723	4,425
Total revenues, net - International	$ 172,478	$ 105,550

Balance Sheet and Cash Flow

As of December 31, 2025, the Company had $101.6 million of cash and $548.7 million of outstanding debt, net of unamortized debt discounts and deferred financing fees.

During the year ended December 31, 2025, Curaleaf invested $63.4 million in capital expenditures, focused on facility upgrades, automation and selective retail expansion in strategic markets.

Shares Outstanding

The Company’s weighted average shares outstanding was 771,850,664 and 748,936,695 for the fourth quarter of 2025 and 2024, respectively.

The Company’s weighted average shares outstanding was 762,090,951 and 740,825,099 for the years ended December 31, 2025 and 2024, respectively.

Conference Call Information

The Company will host a conference call and audio webcast for investors and analysts on Thursday, February 26, 2026 at 5:00 P.M. ET to discuss Q4 2025 earnings results. The call can be accessed by dialing 1-844-512-2926 in North America or internationally at 1-412-317-6300. The conference pin # is 3667642.

A replay of the conference call can be accessed at 1-855-669-9658 in North America or internationally at 1-412-317-0088, using the replay pin # 1190273.

A webcast of the call can be accessed on the investor relations section of the Curaleaf website at ir.curaleaf.com. The teleconference will be available for replay starting at approximately 7:00 P.M. ET on Thursday, February 26, 2026 and will end at 11:59 P.M. ET on March 5, 2026.

Non-GAAP Financial and Performance Measures

Curaleaf reports its financial results in accordance with U.S. GAAP and also uses certain non-GAAP financial measures and ratios to evaluate performance. These measures, which include “adjusted gross profit,” “adjusted gross profit margin,” “adjusted net income (loss),” “adjusted EBITDA,” “adjusted EBITDA margin,” and “free cash flow from operations,” do not have standardized definitions under U.S. GAAP and may not be comparable to similar measures used by other issuers.

Curaleaf defines these non-GAAP measures as follows:

- *Adjusted gross profit*: gross profit net of related add-backs.
- *Adjusted gross profit margin*: adjusted gross profit divided by total revenues, net.
- *Adjusted net income (loss)*: net income (loss) net of impairment losses (recoveries) and related add-backs.
- *Adjusted net income (loss) per share*: adjusted net income (loss) divided by the weighted average common shares outstanding.
- *Adjusted EBITDA*: income (loss) before interest, taxes, depreciation and amortization, net of impairment losses (recoveries), share-based compensation expense and related add-backs.
- *Adjusted EBITDA margin*: adjusted EBITDA divided by total revenues, net.
- *Free cash flow from operations*: net cash provided by operating activities from continuing operations, net of purchases and disposals of property, plant and equipment.

Management believes these measures (i) provide investors with additional insight into the Company’s financial strength and underlying performance, (ii) align external reporting with how management evaluates results and (iii) facilitate comparisons with other issuers. These measures should not be considered in isolation from, or as a substitute for, U.S. GAAP results nor should they be considered as indicators of the Company’s future performance. Reconciliations to the most directly comparable U.S. GAAP measures are provided in the accompanying tables.

Reconciliation of Non-GAAP financial measures

Adjusted Gross Profit from Continuing Operations

($ thousands)

	Three Months Ended		
	December 31, 2025	September 30, 2025	December 31, 2024
Gross profit from continuing operations	$ 161,795	$ 160,576	$ 157,460
Other add-backs[1]	59	216	1,324
Adjusted gross profit from continuing operations [2]	$ 161,854	$ 160,792	$ 158,784
Adjusted gross profit margin from continuing operations[2]	48.6 %	50.6 %	48.4 %

[1] For the fourth quarter of 2025, Other add-backs primarily consisted of cost of goods sold associated with inventory and overhead. For the fourth quarter of 2024, Other add-backs primarily consisted of various non-recurring and/or non-routine transactions to cost of goods sold related to severance, inventory adjustments and facility-related expenses.

[2] Represents a Non-GAAP measure or Non-GAAP ratio. See "Non-GAAP Financial and Performance Measures" section of this press release for definitions and more information regarding Curaleaf's use of Non-GAAP financial measures and Non-GAAP ratios. The table above provides a reconciliation of Gross profit from continuing operations, the most comparable GAAP measure, to Adjusted gross profit from continuing operations, a non-GAAP measure.

Gross profit from continuing operations was $161.8 million in the fourth quarter of 2025, compared with $157.5 million in the prior-year period. On an adjusted basis, gross profit from continuing operations was $161.9 million compared with $158.8 million in the prior-year period, and adjusted gross profit margin from continuing operations was 48.6%, compared with 48.4% in the prior-year period, an increase of 20 basis points.

	Years Ended	
	December 31, 2025	December 31, 2024
Gross profit from continuing operations	$ 631,022	$ 640,777
Other add-backs[1]	1,487	5,260
Adjusted gross profit from continuing operations [2]	$ 632,509	$ 646,037
Adjusted gross profit margin from continuing operations [2]	49.9 %	48.4 %

[1] For the year ended December 31, 2025, Other add-backs primarily consisted of cost of good sold associated with inventory, overhead and labor. For the year ended December 31, 2024, Other add-backs primarily consisted of various non-recurring and/or non-routine transactions to cost of goods sold related to severance, inventory adjustments and facility-related expenses.

[2] Represents a Non-GAAP measure or Non-GAAP ratio. See "Non-GAAP Financial and Performance Measures" section of this press release for definitions and more information regarding Curaleaf's use of Non-GAAP financial measures and Non-GAAP ratios. The table above provides a reconciliation of Gross profit from continuing operations, the most comparable GAAP measure, to Adjusted gross profit from continuing operations, a non-GAAP measure.

Gross profit from continuing operations was $631.0 million in the year ended December 31, 2025, compared with $640.8 million in the prior-year period. On an adjusted basis, gross profit from continuing operations was $632.5 million, compared with $646.0 million in the prior-year period, and adjusted gross profit margin from continuing operations was 49.9%, compared with 48.4% in the prior-year period, an increase of 150 basis points.

Adjusted Net Loss from Continuing Operations

($ thousands)

	Three Months Ended		
	December 31, 2025	September 30, 2025	December 31, 2024
Net loss from continuing operations	$ (49,341)	$ (51,654)	$ (70,474)
Loss on impairment	5,745	848	55,790
Other add-backs[1][3]	4,122	5,500	28,326
Adjusted net (loss) income from continuing operations [2]	$ (39,474)	$ (45,306)	$ 13,642
Adjusted net (loss) income per share from continuing operations[2]	$ (0.05)	$ (0.06)	$ 0.02
Weighted average common shares outstanding – basic and diluted	771,850,664	764,825,622	748,936,695

[1] For the fourth quarter of 2025, Other add-backs primarily consisted of costs related to legal fees and lobbying costs. For the fourth quarter of 2024, Other add-backs primarily consisted of costs related to salaries and benefits, accounting, legal and professional fees and cost of good sold.

[2] Represents a Non-GAAP measure or Non-GAAP ratio. See "Non-GAAP Financial and Performance Measures" section of this press release for definitions and more information regarding Curaleaf's use of Non-GAAP financial measures and Non-GAAP ratios. The table above provides a reconciliation of Net loss from continuing operations, the most comparable GAAP measure, to Adjusted net loss from continuing operations, a non-GAAP measure.

[3] For the three months ended December 31, 2024, other add-backs included $23.5 million of accelerated amortization related leases that were partially abandoned during the period.

	Years Ended	
	December 31, 2025	December 31, 2024
Net loss from continuing operations	$ (201,903)	$ (211,609)
Loss on impairments	9,080	54,245
Other add-backs[1][3]	16,882	44,886
Adjusted net loss from continuing operations [2]	$ (175,941)	$ (112,478)
Adjusted net loss per share from continuing operations [2]	$ (0.23)	$ (0.15)
Weighted average common shares outstanding – basic and diluted	762,090,951	740,825,099

[1] For the year ended December 31, 2025, Other add-backs primarily consisted of costs related to legal fees, non-routine severance, rent and other facility costs and license fees and excise taxes. For the year ended December 31, 2024, Other add-backs primarily consisted of costs related to salaries and benefits, cost of goods sold, accounting, legal and professional fees and lobbyist/PR spend.

[2] Represents a Non-GAAP measure or Non-GAAP ratio. See "Non-GAAP Financial and Performance Measures" section of this press release for definitions and more information regarding Curaleaf's use of Non-GAAP financial measures and Non-GAAP ratios. The table above provides a reconciliation of Net loss from continuing operations, the most comparable GAAP measure, to Adjusted net loss from continuing operations, a non-GAAP measure.

[3] For the year ended December 31, 2024, other add-backs included $23.5 million of accelerated amortization related leases that were partially abandoned during the period.

Adjusted EBITDA

($ thousands)

	Three Months Ended		
	December 31, 2025	September 30, 2025	December 31, 2024
Net loss	$ (57,617)	$ (56,684)	$ (78,473)
Net loss from discontinued operations	(8,276)	(5,030)	(7,999)
Net loss from continuing operations	(49,341)	(51,654)	(70,474)
Interest expense, net	24,324	25,214	24,170
Provision (benefit) for income taxes	25,215	30,236	(5,795)
Depreciation and amortization[1]	49,622	48,992	74,441
Share-based compensation	12,341	10,294	5,327
Loss on impairment	5,745	848	55,790
Total other (income) expense, net	(3,026)	2,277	(12,041)
Other add-backs[2]	4,122	5,500	4,826
Adjusted EBITDA[3]	$ 69,002	$ 71,707	$ 76,244
Adjusted EBITDA Margin[3]	20.7%	22.6%	23.3 %

[1] Depreciation and amortization includes amounts charged to Cost of goods sold on the Statement of Operations.

[2] For the fourth quarter of 2025, Other add-backs primarily consisted of costs related to legal fees and lobbying costs. For the fourth quarter of 2024, Other add-backs primarily consisted of costs related to salaries and benefits, accounting, legal and professional fees and cost of good sold.

[3] Represents a Non-GAAP measure or Non-GAAP ratio. See "Non-GAAP Financial and Performance Measures" section of this press release for definitions and more information regarding Curaleaf's use of Non-GAAP financial measures and Non-GAAP ratios. The table above provides a reconciliation of Net loss, the most comparable GAAP measure, to Adjusted EBITDA, a non-GAAP measure.

Adjusted EBITDA was $69.0 million for the fourth quarter of 2025, compared to $76.2 million for the fourth quarter of 2024, and Adjusted EBITDA margin decreased to 20.7%.

	Years Ended	
	December 31, 2025	December 31, 2024
Net loss	$ (228,153)	$ (222,007)
Net loss from discontinued operations	(26,250)	(10,398)
Net loss from continuing operations	(201,903)	(211,609)
Interest expense, net	100,166	99,840
Provision for income taxes	123,689	98,251
Depreciation and amortization[1]	196,606	231,460
Share-based compensation	35,736	25,696
Loss on impairment	9,080	54,245
Total other income, net	(5,582)	(15,984)
Other add-backs[2]	16,882	21,386
Adjusted EBITDA[3]	$ 274,674	$ 303,285
Adjusted EBITDA Margin[3]	21.7%	22.7%

[1] Depreciation and amortization includes amounts charged to Cost of goods sold on the Statement of Operations.

[2] For the year ended December 31, 2025, Other add-backs primarily consisted of costs related to salaries and benefits, accounting, legal and professional fees as well as rent and other facility costs. For the year ended December 31, 2024, Other add-backs primarily consisted of costs related to salaries and benefits, cost of goods sold, accounting, legal and professional fees and lobbyist/PR spend.

[3] Represents a Non-GAAP measure or Non-GAAP ratio. See "Non-GAAP Financial and Performance Measures" section of this press release for definitions and more information regarding Curaleaf's use of Non-GAAP financial measures and Non-GAAP ratios. The table above provides a reconciliation of Net loss, the most comparable GAAP measure, to Adjusted EBITDA, a non-GAAP measure.

Adjusted EBITDA was $274.7 million in the year ended December 31, 2025, compared with $303.3 million in the prior-year period, and Adjusted EBITDA margin decreased to 21.7%.

Free Cash Flow

($ thousands)

	Year ended December 31, 2025
Net cash provided by operating activities from continuing operations	$ 152,025
Less: Purchases of property, plant and equipment, net of disposals	(62,753)
Free cash flow from continuing operations [1]	$ 89,272

[1] Represents a Non-GAAP measure or Non-GAAP ratio. See "Non-GAAP Financial and Performance Measures" section of this press release for definitions and more information regarding Curaleaf's use of Non-GAAP financial measures and Non-GAAP ratios. The table above provides a reconciliation of Net cash provided by operating activities from continuing operations, a GAAP measure, to Free cash flow from continuing operations, a non-GAAP measure.

Condensed Consolidated Balance Sheets

($ thousands)

	As of	
	December 31, 2025	December 31, 2024
Assets		
Cash and cash equivalents (including restricted cash and cash equivalents)	$ 101,573	$ 107,226
Other current assets	347,050	327,139
Property, plant and equipment, net	520,386	542,604
Right-of-use assets, finance lease, net	97,599	105,168
Right-of-use assets, operating lease, net	113,274	115,829
Intangible assets, net	1,011,115	1,085,397
Goodwill	635,117	628,884
Other long-term assets	19,201	37,461
Total assets	$ 2,845,315	$ 2,949,708
Liabilities, Temporary equity and Shareholders' equity		
Total current liabilities	$ 294,314	$ 387,925
Total long-term liabilities	1,710,720	1,568,390
Redeemable non-controlling interest contingency	83,931	132,179
Total shareholders' equity	756,350	861,214
Total liabilities, temporary equity and shareholders' equity	$ 2,845,315	$ 2,949,708

Condensed Consolidated Statements of Operations

($ thousands, except for share and per share amounts)

	Three months ended December 31,		Years ended December 31,	
	2025	2024	2025	2024
Revenues, net:				
Retail and wholesale revenues	$ 327,815	$ 326,182	$ 1,254,821	$ 1,328,331
Management fee income	5,253	1,697	13,314	5,968
Total revenues, net	333,068	327,879	1,268,135	1,334,299
Cost of goods sold	171,273	170,419	637,113	693,522
Gross profit	161,795	157,460	631,022	640,777
Operating expenses:				
Selling, general and administrative	111,149	100,511	428,442	418,534
Share-based compensation	12,341	5,327	35,736	25,696
Depreciation and amortization	35,388	59,972	141,394	171,804
Total operating expenses	158,878	165,810	605,572	616,034
Income (loss) from continuing operations	2,917	(8,350)	25,450	24,743
Other income (expense):				
Interest income	174	176	663	776
Interest expense	(13,569)	(14,113)	(56,753)	(59,353)
Interest expense related to lease liabilities and financial obligations	(10,929)	(10,233)	(44,076)	(41,263)
Impairment loss	(5,745)	(55,789)	(9,080)	(54,245)
Other income, net	3,026	12,040	5,582	15,984
Total other expense, net	(27,043)	(67,919)	(103,664)	(138,101)
Loss before provision for income taxes	(24,126)	(76,269)	(78,214)	(113,358)
(Provision) benefit for income taxes	(25,215)	5,795	(123,689)	(98,251)
Net loss from continuing operations	(49,341)	(70,474)	(201,903)	(211,609)
Net loss from discontinued operations	(8,276)	(7,999)	(26,250)	(10,398)
Net loss	(57,617)	(78,473)	(228,153)	(222,007)
Less: Net income (loss) attributable to non-controlling interest	2,200	(910)	2,917	(6,584)
Net loss attributable to Curaleaf Holdings, Inc.	$ (59,817)	$ (77,563)	$ (231,070)	$ (215,423)
Per share – basic and diluted:				
Net loss per share from continuing operations	$ (0.06)	$ (0.09)	$ (0.26)	$ (0.29)
Weighted average common shares outstanding – basic and diluted	771,850,664	748,936,695	762,090,951	740,825,099

About Curaleaf Holdings

Curaleaf Holdings, Inc. (TSX: CURA) (OTCQX: CURLF) ("Curaleaf") is a leading international provider of consumer products in cannabis with a mission to enhance lives by cultivating, sharing and celebrating the power of the plant. As a high-growth cannabis company known for quality, expertise and reliability, the Company and its brands, including Anthem, Curaleaf, Find, Grassroots, JAMS, Reef and Select, provide industry-leading service, product selection and accessibility across the medical and adult use markets. Curaleaf International is powered by a strong presence in all stages of the supply chain. Its unique distribution network throughout Europe, Canada and Australasia brings together pioneering science and research with cutting-edge cultivation, extraction and production. Curaleaf is listed on the Toronto Stock Exchange under the symbol CURA and trades on the OTCQX market under the symbol CURLF. For more information, please visit https://ir.curaleaf.com.

Curaleaf IR X Account: https://x.com/Curaleaf_IR

Investor Relations Website: https://ir.curaleaf.com/

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Disclaimer

This press release contains “forward-looking information” and “forward-looking statements” within the meaning of Canadian securities laws and securities laws of the U.S. (together, “forward-looking statements”). Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on management’s current beliefs, expectations or assumptions regarding the future of the Company’s business, future plans and strategies, operational results and other future conditions. In addition, the Company may make or approve certain statements, in future filings with applicable Canadian regulatory authorities and/or the SEC, in press releases or in presentations by representatives of the Company that are not statements of historical fact and which may also constitute forward-looking statements. All statements, other than statements of historical fact, made by the Company that address activities, events or developments that management expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, “followed by” or that include words such as “may”, “will”, “would”, “could”, “should”, “believes”, “estimates”, “projects”, “potential”, “expects”, “plans”, “intends”, “anticipates”, “targeted”, “continues”, “forecasts”, “designed”, “goal” or the negative of those words or other similar or comparable words and includes, among others, information regarding: expectations of the effects and potential benefits of any transactions; statements relating to the Company’s business, future activities and developments after the date of this press release, including such things as future business strategy, competitive strengths, goals, expansion and growth. Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as of and at the date they are made and are based on information currently available and current expectations at that time.

Holders of the Company’s securities are cautioned that forward-looking statements are not based on historical facts, but instead are based on reasonable assumptions and management’s estimates at the time they were provided or made and involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements, as applicable, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties relating to: the legality of cannabis in the U.S., including its classification as a controlled substance under the U.S. Federal Controlled Substances Act; compliance with anti-money laundering laws and regulations; the lack of access to U.S. bankruptcy protections; financing constraints, including limited access to banking and risks associated with raising additional capital; general regulatory and legal restrictions, including limitations imposed by the TSX; potential legal, regulatory or political changes; licensing and ownership limitations; regulatory actions and approvals from the U.S. Food and Drug Administration (“FDA”), including the risk of increased FDA oversight; potential heightened scrutiny by regulators; loss of foreign private issuer status; internal control deficiencies; litigation exposure; higher compliance costs as a public company in both Canada and the U.S.; recent and proposed U.S. cannabis and hemp licensing legislation; environmental risks, including compliance with environmental regulations and unforeseen environmental liabilities; expansion into foreign jurisdictions and the legality of cannabis abroad; future acquisitions or dispositions; dependence on key suppliers and service providers; enforceability of contracts; risks associated with the Company’s subordinate voting shares (“SVS”), including resale limitations, limited liquidity for U.S. investors, market price volatility as well as significant sales of SVS; reliance on senior management and other key personnel, including challenges in recruiting and retaining such personnel; competitive pressures; risks inherent in agricultural operations; adverse publicity or shifts in consumer perception; product liability and recalls; uncertainty regarding results of future clinical research; reliance on agricultural inputs; limited market data and forecasting uncertainty, including the risk that past performance or financial projections may not be reliable indicators of future results; intellectual property risks; marketing and advertising restrictions; fraudulent or illegal activity by employees, consultants or contractors; labor risks,

including potential union activity; information technology failures, cyber-attacks or security breaches; reliance on management services agreements with subsidiaries and affiliates; website accessibility and digital compliance requirements; high bonding and insurance costs; risks associated with leverage and debt management; challenges related to growth and scalability; conflicts of interest; global economic pressures, including tariffs, retaliatory measures and trade disputes; currency exchange fluctuations; risks related to the Company's business structure and securities, including the Company's status as a holding company, lack of dividend history, indebtedness and concentrated voting control; limited shareholder rights in corporate affairs; enforcement challenges against directors and officers residing outside Canada; tax risks and those risks described under the heading "Risk Factors" in the Annual Information Form dated February 26, 2026 for the fiscal year ended December 31, 2025, and additional risks described in the Company's Annual Management's Discussion and Analysis for the year ended December 31, 2025 (both of which documents have been or will be filed on the Company's SEDAR+ profile at www.sedarplus.ca and on its EDGAR profile at www.sec.gov/edgar/html), and as described from time to time in documents filed by the Company with Canadian securities regulatory authorities.

The purpose of forward-looking statements is to provide the reader with a description of our expectations, and such forward-looking statements may not be appropriate for any other purpose. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, the Company can give no assurance that such expectations will prove to be correct. A number of factors could cause actual events, performance or results to differ materially from what is projected in the forward-looking statements, and undue reliance should not be placed on forward-looking statements contained in this press release. Such forward-looking statements are made as of the date of this press release. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement.

Neither the Toronto Stock Exchange nor its Regulation Service Provider has reviewed and does not accept responsibility for the adequacy or accuracy of the content of this press release.

Exhibit 99.8

CONSENT OF PKF O'CONNOR DAVIES, LLP

We hereby consent to the incorporation by reference of:

- our report, dated February 26, 2026, on the consolidated financial statements of Curaleaf Holdings, Inc. (the "Company"), which comprise the consolidated balance sheets as of December 31, 2025 and 2024 and the consolidated statements of operations, comprehensive loss, temporary equity and shareholders' equity, and cash flows for each of the two years in the period ended December 31, 2025, and notes to the consolidated financial statements, including a summary of significant accounting policies, (collectively the "Financial Statement Report"); and

- our report, dated February 26, 2026, on the effectiveness of internal control over financial reporting of the Company as of December 31, 2025 (the "Controls Report" and together with the Financial Statement Report, the "Reports")

into Registration Statements No. 333-250071 on Form S-8 and No. 333-284710 on Form F-10 of the Company and any amendments thereto, which Reports have been included in Exhibit 99.2 of this Annual Report on Form 40-F of the Company for the year ended December 31, 2025 (the "Form 40-F").

We further consent to filing of the Reports with, and the use of our name in reference to the Reports, in the Form 40-F and the above referenced registration statements.

/s/ PKF O'Connor Davies, LLP

New York, New York
February 26, 2026