

CURALEAF COMPLETES ACQUISITION OF BLOOM DISPENSARIES

WAKEFIELD, Mass., Jan. 19, 2022 /PRNewswire/ -- Curaleaf Holdings, Inc. (CSE: CURA / OTCQX: CURLF) ("Curaleaf" or the "Company"), a leading international provider of consumer products in cannabis, today announced the completion of its previously announced acquisition of Bloom Dispensaries ("Bloom"), a vertically integrated, single state cannabis operator in Arizona (the "Transaction"). With the close of the Transaction, Curaleaf's retail footprint has reached 13 dispensaries in Arizona and 121 nationwide.

Boris Jordan, Executive Chairman of Curaleaf, stated, "Bloom is an excellent strategic fit for Curaleaf as it further expands our capacity and retail footprint in Arizona with an attractive set of assets, enabling us to better serve the state's US\$1.4 billion-plus annual market opportunity. Adding to these benefits, Bloom will be immediately accretive to our adjusted EBITDA margins. On behalf of the Board of Directors and management team, I am pleased to officially welcome Bloom to the Curaleaf family."

Joseph Bayern, CEO of Curaleaf, stated, "We are very excited to complete our acquisition of Bloom. Bloom is an ideal asset to expand Curaleaf's presence in Arizona having built a strong and profitable business by consistently delivering the highest quality products to the market. Arizona represents a significant market opportunity with strong long-term growth potential, and we believe the combination of our two companies will enable Curaleaf to accelerate our growth strategy in the state."

Bloom Dispensaries Highlights:

- 2021 revenue of approximately US\$66 million and EBITDA margins of more than 40%.
- Four retail dispensaries located in the cities of Phoenix, Tucson, Peoria, and the only dispensary currently in Sedona.
- Two adjacent cultivation and processing facilities located in north Phoenix totaling approximately 63,500 sq. ft. of space.

Transaction Details:

Under the terms of the agreement, Curaleaf paid an aggregate purchase price of approximately US\$211 million on a cash and debt free basis with target working capital. The purchase price is subject to standard adjustments based on the actual working capital in the company at close. The purchase price will be paid US\$51 million in cash at close, with the remaining approximately US\$160 million to be paid through the issuance three promissory notes of US\$50 million, US\$50 million, and US\$60 million due, respectively, on the first, second and third anniversary of closing of the Transaction. At the option of the sellers of Bloom, the third promissory note may be paid by the Company by issuing up to 4,881,392 subordinate voting shares of Curaleaf Holdings at a fixed price of US\$13.85 per share on the third anniversary of closing. The notes will be recourse only to shares and assets of Bloom and will not be guaranteed by any Curaleaf entity.

About Curaleaf Holdings

Curaleaf Holdings, Inc. (CSE: CURA) (OTCQX: CURLF) ("Curaleaf") is a leading international provider of consumer products in cannabis with a mission to improve lives by providing clarity around cannabis and confidence around consumption. As a high-growth cannabis company known for quality, expertise and reliability, the Company and its brands, including Curaleaf and Select, provide industry-leading service, product selection and accessibility across the medical and adult-use markets. In the United States, Curaleaf currently operates in 23 states with 121 dispensaries, 25 cultivation sites, and employs over 5,200 team members. Curaleaf International is the largest vertically integrated cannabis company in Europe with a unique supply and distribution network throughout the European market, bringing together pioneering science and research with cutting-edge cultivation, extraction and production. Curaleaf is listed on the Canadian Securities 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 Twitter Account: https://twitter.com/Curaleaf_IR

Investor Toolkit: <https://ir.curaleaf.com/investor-toolkit>

Investor Relations Website: <https://ir.curaleaf.com/>

Forward Looking Statements

This media advisory contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. Generally, forward-looking statements and information may be identified by the use of forward-looking terminology such as

"plans", "expects", "proposed", "is expected", "intends", "anticipates", or "believes", or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. More particularly and without limitation, this news release contains forward-looking statements and information concerning the completion of the acquisition of Bloom Companies ("Bloom") and its impacts on the combined business of Curaleaf and Bloom, and the accretive nature of the acquisition of Bloom to Curaleaf's EBITDA margins. Such forward-looking statements and information reflect management's current beliefs and are based on assumptions made by and information currently available to the company with respect to the matter described in this new release. Forward-looking statements involve risks and uncertainties, which are based on current expectations as of the date of this release and subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, amongst other risk factors, the ability of Curaleaf to successfully complete the acquisition of Bloom and successfully integrate the business of Bloom and their respective corporate cultures; the potential delays or failures to receive required regulatory approvals; and the risks that actual financial results of Bloom will not meet expectations. Additional information about these assumptions and risks and uncertainties is contained under "Risk Factors and Uncertainties" in the Company's latest annual information form filed April 28, 2021, which is available under the Company's SEDAR profile at <http://www.sedar.com>, and in other filings that the Company has made and may make with applicable securities authorities in the future. Forward-looking statements contained herein are made only as to the date of this press release and 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 law. We caution investors not to place considerable reliance on the forward-looking statements contained in this press release. The Canadian Securities Exchange has not reviewed, approved or disapproved the content of this news release.

Investor Contact:

Curaleaf Holdings, Inc.
Carlos Madrazo, SVP Head of IR & Capital Markets
IR@curaleaf.com

Media Contact:

Curaleaf Holdings, Inc.
Tracy Brady, VP Corporate Communications
Media@curaleaf.com

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