

Curaleaf Announces Strategic Refinancing with Proposed US\$500 Million Senior Secured Notes Offering

STAMFORD, Conn., Feb. 9, 2026 /PRNewswire/ -- [Curaleaf Holdings, Inc.](#) (TSX: CURA) (OTCQX: CURLF) ("Curaleaf" or the "Company"), a leading international provider of consumer cannabis products, today announced that it has received commitments for a private placement (the "Offering") of US\$500 million aggregate principal amount of 11.5% senior secured notes due February 1, 2029 (the "Notes"). The Company intends to use the proceeds from the Offering to refinance its existing US\$475 million senior secured notes due December 15, 2026 (\$457 million of which is currently outstanding). The balance will provide incremental capital to support global growth initiatives, and to pay transaction fees and expenses.

The non-dilutive Notes, which will be issued at 100% of face value, will be senior secured obligations of the Company bearing interest at a rate of 11.5% per annum, payable semi-annually in equal installments until the maturity date, unless earlier redeemed or purchased. The Notes will be governed by a trust indenture to be supplemented on closing of the Offering (the "Indenture"), which permits additional note issuances subject to leverage covenants and other terms and conditions, as well as up to US\$100 million of senior bank financing. The Offering is expected to close on or about February 18, 2026, subject to customary closing requirements.

"Strong demand from both new and existing investors has delivered a meaningfully oversubscribed Offering that refinances and surpasses our prior commitments, ranking this as the largest note offering in the U.S. cannabis industry to date. There are ten first time cannabis lenders committed in this transaction, which demonstrates the institutional investor confidence in the Curaleaf story buoyed by the exceptional marketing efforts of the placement agents led by Seaport Global Securities," said Boris Jordan, Chairman and CEO of Curaleaf. "This transaction strengthens our balance sheet, extends maturities to 2029, and provides ample flexibility to pursue high-return global growth opportunities, reinforced by our robust and consistent cash generation. With this strategic priority nearing completion, we are well positioned to execute on our long-term growth strategies with strong institutional backing."

The Notes are being offered on a private placement basis in certain provinces and territories of Canada pursuant to applicable exemptions from the prospectus requirements of Canadian securities laws. The Notes may also be sold in the United States to or for the account or benefit of "U.S. persons" (as defined in the United States Securities Act of 1933, as amended (the "U.S. Securities Act")), on a private placement basis to "qualified institutional buyers" and "accredited investors" pursuant to an exemption from the registration requirements of the U.S. Securities Act, and in such jurisdictions outside of Canada and the United States as may be agreed upon by the Agents and the Company, in each case in accordance with applicable laws. The Notes to be issued will be subject to a customary four-month hold period under Canadian securities laws.

No securities regulatory authority has either approved or disapproved of the contents of this news release. The Notes have not been and will not be registered under the U.S. Securities Act or any state securities laws. Accordingly, the Notes may not be offered or sold within the United States or to or for the account or benefit of "U.S. persons" unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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 Curaleaf, Select, Grassroots, Find, and Anthem 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/>

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" or "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 intended use of the net proceeds from the Offering and the expected timing for closing of the Offering. 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. 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 on March 3, 2025, which is available under the Company's SEDAR profile at <http://www.sedarplus.ca>, 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 Toronto Stock Exchange has not reviewed, approved or disapproved the content of this news release.

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