



CURALEAF HOLDINGS, INC.

GOVERNANCE CHARTER

1. PURPOSE

The Corporate Governance 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 the development and oversight of corporate governance practices within the Company to facilitate effective operation of the Board and its committees as well as good practices on the part of individual Board members.

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 Chair of the Committee. If a Chair is not so appointed, the members of the Committee may elect a Chair by majority vote. Committee members may be removed by the Board in its discretion.

The Chair and each member of the Committee shall serve until his or her successor is duly appointed, or until his or her earlier death, resignation or removal by the Board.

All members of the Committee shall qualify as an “independent director” as defined by the Canadian securities regulations.

No “independent director” 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.

3. COMPENSATION

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

4. RESPONSIBILITIES OF THE COMMITTEE

The following are the duties and responsibilities of the Committee:

A. Governance

- (a) review the Company’s overall approach to corporate governance in light of applicable securities regulations and corporate governance recommended practices issued by relevant securities regulators and stock exchange rules applicable to the Company;
- (b) review the size, composition and structure of the Board and its committees;
- (c) review the corporate governance practices of the Company in the context of its global business and affairs, taking into account applicable securities regulations and corporate governance recommended practices issued by relevant securities regulators and stock exchange rules applicable to the Company;
- (d) examine the adequacy and effectiveness of the Board’s corporate governance practices in light of changing regulatory requirements and make suggestions for their improvement, as applicable;
- (e) biennially, review the Company’s corporate governance guidelines, board mandate, position description for the Chief Executive Officer, if any, committees’ charters and

principal corporate policies including the Insider Trading Policy and, in the Committee's discretion, recommend any changes to the Board for consideration.

- (f) oversee the Company's policies and practices with respect to Environmental, Social and Governance ("ESG") matters, if any, including climate change, labour, human rights, health and safety and sustainability issues, as well as community and other stakeholder relations, and monitoring the Company's management of significant environmental and social responsibility issues;
- (g) review on a regular basis, with the assistance of the Compensation Committee of the Board when deemed necessary by the Committee, the adequacy and form of compensation of directors in the context of the responsibilities and risks involved in being an effective director, including making recommendations to the Board with respect to the actual remuneration (fees, retainers, and currency) and benefits provided to directors;
- (h) satisfy itself that the Company and its directors and officers comply with applicable legislation regarding governance matters;
- (i) review and approve proposed outside directorships for officers of the Company, with the exception of those related to educational, philanthropic, professional, social, and recreational activities;
- (j) review and make recommendations to the Board with respect to the Related Party Transactions Policy in effect from time to time;
- (k) review the Company's stakeholder engagement policies and programs, if any, to ensure ongoing and proactive oversight of investor sentiment and reputational risks;
- (l) review the annual management information circular of the Company and recommend its adoption by the Board (the Compensation Discussion and Analysis section of the circular having been reviewed by the Compensation Committee and recommended for approval by the Board), oversee the inclusion of a statement of corporate governance practices in the circular, and monitor the continuous improvement and public disclosure of the Company's corporate governance practices and policies.

B. Guiding the Board's Structure and Operations

- (a) monitor the changes made to the Board's practices in response to the feedback received in the annual Board evaluation;
- (b) review annually directors' continuing qualification and any potential conflict of interest;
- (c) advise on the appropriateness of any resignation that may be offered by a director under any Majority Voting Policy in effect from time to time;
- (d) with assistance of the Compensation Committee, review criteria:
 - (1) regarding the composition of the Board and committees of the Board, such as diversity and gender balance, size, proportion of inside to outside directors and their qualifications including relatedness and independence and make recommendations to the Board;
 - (2) relating to tenure as a director, such as retirement age, limitations on the number of times a director may stand for re-election, and the continuation of directors in an honorary or similar capacity; and

- (3) for retention of directors unrelated to age or tenure, such as attendance at Board and committee meetings, health or the assumption of responsibilities which are incompatible with effective Board membership.
- (e) satisfy itself that appropriate structures and procedures are in place so that the Board can function independently of management of the Company, including adequate information flows and by arranging through the Chair of the Committee, at scheduled meetings of the Board, for the independent directors to meet without management present.
- (f) ensure that directors are provided with adequate continuing education opportunities.

C. Other

- (a) report to the Board after each of the Committee's meetings;
- (b) review and reassess annually the adequacy of this Charter and recommend any changes to the Board; and
- (c) 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.

5. MEETINGS

The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate. The Committee shall report regularly regarding the Committee's activities and actions to the Board.

A. Agenda and Notice

The Chair of the Committee shall establish the meeting dates and the meeting agenda. In setting the agenda for a meeting, the Chair of the Committee shall encourage the Committee members, the Chief Executive Officer and other executive officers, and other members of the Board to provide input in order to address emerging issues.

The Chair 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. The Chair or a majority of the members of the Committee may call a special meeting of the Committee at any time.

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.

B. Holding and Recording Meetings

Committee meetings may be held in person, telephonically or virtually. Action may be taken by the Committee upon the affirmative vote of a majority of the members. The Committee shall keep written minutes of its meetings. Recording of a meeting is not permitted unless all participants to the meeting agree to be recorded.

C. Action without Meeting

Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing.

D. Quorum

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

E. Sub-Committees

The Committee shall have the authority to delegate to sub-committees of the Committee, any of the responsibilities of the full Committee.

6. COMMITTEE ADMINISTRATIVE MATTERS

A. Independent Advisers

The Committee shall in its sole discretion, appoint, retain or obtain the advice of corporate governance consultants, legal counsel or other advisers (“**advisors**”). The Committee shall have the sole authority and direct responsibility to approve such advisors’ fees and other retention terms, to oversee the work of and to terminate the services of such advisors, and the authority and responsibility to pay from Company funds reasonable compensation to such advisors, as determined by the Committee.

Before selecting or obtaining the advice of such firm or expert (other than in-house legal counsel), the Committee shall consider all factors relevant to the independence of such consultant, legal counsel or adviser from management, including the factors set forth in any applicable laws, rules or regulations and the rules and policies of the stock exchange on which the subordinate voting shares of the Company are being listed.

B. 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.

C. Reports to Board of Directors

The Committee shall report periodically to the Board regarding Committee matters and/or the meetings of the Committee with such recommendations to the Board as the Committee deems appropriate.

D. 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.

E. Education and Orientation

Members of the Committee shall be provided with appropriate and timely training to enhance their understanding of industry corporate governance practices, disclosure requirements and the corporate governance strategy 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 compensation and other governance practices.

F. Review of this Charter

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

The procedures outlined in this Charter are meant to serve as guidelines, and the Committee may adopt such different or additional procedures as it deems necessary from time to time.

G. 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.

Approved by the Board of Directors on December 5, 2023.