

## Charter of the Board of Directors

### Purpose

This charter prescribes the role of the board of directors (the “**Board**”) of Curaleaf Holdings, Inc. (the “**Company**”). This charter is subject to the provisions of the Company’s articles of incorporation, as well as applicable laws and the rules of any stock exchange on which the Company’s securities are listed for trading. This charter is not intended to limit, enlarge or change in any way the responsibilities of the Board as determined by such articles, applicable laws and exchange rules.

### Role

The Board is responsible for the stewardship of the Company and its business and is accountable to shareholders for the performance of the Company.

In discharging their duties, directors must act honestly and in good faith, with a view to the best interests of the Company. Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

While it is management’s duty to run the Company’s business on a day-to-day basis, the Board also has a duty to manage the business and affairs of the Company. To this end, the Board is expected to focus on guidance and strategic oversight, with the goal of increasing shareholder value over the long term.

The Board will discharge its duties directly and through the committees that may exist from time to time.

### Composition

The Board shall be comprised of that number of directors as shall be determined from time to time by the Board, in accordance with the Company’s articles.

### Responsibilities

Without limiting the Board’s governance obligations, general Board responsibilities shall include the following:

- (a) approving a corporate philosophy and mission;
- (b) selecting, monitoring, advising, evaluating, compensating, and, if necessary, replacing the Chief Executive Officer (the “**CEO**”) and other senior executives and ensuring orderly and proper management succession;
- (c) reviewing and approving management’s strategic and business plans, including developing an in-depth knowledge of the business being served, understanding and questioning the plan’s assumptions, and reaching an independent judgment as to the probability that the plans can be realized;
- (d) reviewing and approving the Company’s financial objectives, plans, and actions, including significant capital allocations and expenditures;
- (e) reviewing and approving material transactions not in the ordinary course of business;

- (f) monitoring corporate performance against the strategic business plans, including overseeing operating results on a regular basis to evaluate whether the business is being properly managed;
- (g) ensuring ethical behaviour and compliance with laws and regulations, auditing and accounting principles, and the Company's own governing documents;
- (h) assessing its own effectiveness in fulfilling these and other Board responsibilities; and
- (i) performing such other functions as are prescribed by law, or assigned to the Board in the Company's constating documents.

### **Meetings**

The Board will meet at least quarterly, with additional meetings scheduled as required. Each director has a responsibility to attend and participate in meetings of the Board.

The Board shall fix its own procedures at meetings and for the calling of meetings. Independent directors may meet before or after each Board meeting or more often if required. All independent directors shall meet in an executive session in the absence of management and any other non-independent directors following each regularly scheduled and special meeting of the Board.

The Board may invite any of the Company's officers, employees, advisors or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

Directors are expected to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to attend all meetings of the Board and of the Committees on which they serve and review, in advance, the meeting materials.

The proceedings and deliberations of the Board and its Committees are confidential. Each director shall maintain the confidentiality of all information received in his/her capacity as a director of the Company.

Meetings may be held in person, telephonically or virtually.

### **Decisions Requiring Prior Board Approval**

In addition to those specific matters requiring prior Board approval pursuant to the Company's articles or applicable laws, the Board will be responsible for approving the following:

- (a) interim and annual financial statements, provided that the Board may delegate to the Audit Committee the responsibility to review and approve such interim financial statements;
- (b) major strategic plans, business plans and capital expenditure budgets;

- (c) raising of debt or equity capital and other major financial activities;
- (d) hiring, compensation and succession for the CEO and other senior executives;
- (e) major organizational restructurings, including spin-offs;
- (f) material acquisitions and divestitures; and
- (g) major corporate policies.

### **Advisers**

Each director and committee shall have full and complete access to management and any outside advisers and counsel to the Company. The Board shall have authority to engage outside counsel and other outside advisors as it deems appropriate to assist the Board in the performance of its functions. The Company shall provide appropriate funding for such advisors as determined by the Board.

### **Quorum and Voting**

The majority of the Board shall constitute a quorum for the transaction of business at a meeting. At a meeting, any question shall be decided by a majority of the votes cast.

### **Secretary**

Unless otherwise determined by resolution of the Board, the Corporate Secretary of the Company or his/her delegate shall be the Secretary of the Board.

### **Records**

The Board shall keep such records as it may deem necessary of its proceedings. The Chair will prepare and distribute the meeting agenda and minutes to the Board in consultation with the CEO and the Corporate Secretary. Recording of a meeting is not permitted unless all participants to the meeting agree to be recorded.

**Adopted by the Board of Directors on December 5, 2023.**