

**TRULIEVE CANNABIS CORP.**

**CONFLICT OF INTEREST POLICY**

**Adopted October 12, 2022**

Trulieve Cannabis Corp. and its subsidiaries and affiliates (“Trulieve”) expects its directors, officers, and employees to conduct their business according to the highest ethical standards of conduct and to comply with all applicable laws. This policy is intended to increase awareness of potential conflicts of interest and establish a procedure for reporting them.

**Conflict of Interest**

Directors, officers, and employees should always act in the best interest of Trulieve and not permit outside interests to interfere with their job duties. Trulieve prohibits all directors, officers, and employees from using their position with Trulieve or Trulieve’s relationship with its business partners for private gain or to obtain benefits for themselves or members of their family. For purposes of this policy “family” means any child, stepchild, parent, stepparent, spouse, domestic partner, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of a director, officer or employee.

A conflict of interest occurs when an individual’s private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of Trulieve as a whole. A conflict of interest can arise when a director, officer, or employee (or a member of his or her family) takes actions or has interests (or appears to take actions or have interests) that may make it difficult to perform his or her work for Trulieve objectively and effectively. Conflicts of interest also arise when a director, officer, or employee (or a member of his or her family) receives improper personal benefits as a result of his or her position in Trulieve.

It is impossible to list all of the situations that could present a conflict of interest, but the following sections outline some of the more common possibilities. It is important that you are familiar with these situations, recognize a potential conflict when you see one and take the appropriate action. Questions about potential conflicts of interest and disclosure of these situations as they arise should be directed to your supervisor or their assigned HR business partner. Additionally, employees submit a report via the EthicsPoint platform.

Directors, officers, and employees should also be aware that there may be a scenario in which a conflict of interest or a potential conflict of interest could also be a transaction with a “related person.” In such a scenario, such a transaction would also be subject to the requirements and procedures set forth in Trulieve’s Amended and Restated Related Person Transaction Policy and Procedures.

## Favors and Gifts

Business decisions should be made in the best interests of Trulieve. Accepting gifts and entertainment can cause a conflict of interest (or the appearance of a conflict) between personal interests and professional responsibility. As a result, Trulieve prohibits its directors, officers, and employees from seeking or accepting any gifts, favors, entertainment, payment, or loans for themselves or their family members from any client, customer, vendor, supplier, contractor, or other party doing business with Trulieve. Cash should never be accepted. If a director, officer, or employee violates this policy, Trulieve will take prompt corrective action, including discipline, if appropriate.

A gift is anything of value. It includes tangible items such as products or tickets to sporting events, but also intangible items such as discounts, favors, special privileges and benefits that are not available to the general public. From time to time, you may be offered gifts from a person that does business with Trulieve or wants to do business with Trulieve. Use the following information to guide your decision-making and ask for help if you are ever unsure of the proper course of action. Note that this policy apply whether you are personally offered a gift or if a gift is offered for the benefit of your department.

- **Gifts worth \$250 or less:** In general, you may accept a gift as long as the total value does not exceed \$250. Anytime you receive a gift that has a value of over \$250, you should return the gift or turn it over to Trulieve through your supervisor and Trulieve will either return it or donate it to charity. Entertainment is not subject to a dollar value limit so long as it meets the “ordinary course of business” test.
- **Entertainment that has a clear business purpose:** Good working relationships are important to our business, but use good judgment and be careful to avoid even the perception of something improper. The exchange of customary business courtesies between suppliers or vendors and team members, including transportation or meals provided in the “ordinary course of business,” is permitted when based on a clear business purpose. Excessive entertainment of any sort is not acceptable. Excessive entertainment is an amount of money spent that is not customary in the area where the entertainment is occurring.
- **Gift baskets:** Gift baskets may be accepted within reason, but they must be made available for sharing with other team members in your store or location.
- **Samples and promotional items:** A reasonable amount of samples of new products, reformulated products and existing products is acceptable. Promotional items, such as those bearing a vendor’s logo, up to a total value of \$250, are also permitted. Directors, officers, and employees are prohibited from receiving any samples or gifts at home – all samples and gifts must be sent to their primary work location.
- **Discounts:** Directors, officers, and employees are prohibited from buying products directly from any Trulieve vendor at a discounted rate not available to all team members.

- **Trips:** With prior approval from your supervisor, you may accept a vendor-paid trip made for the purposes of education and training. The vendor may pay for all expenses including airfare, accommodations and meals. There is a one-time limit on vendor-paid trips unless there is a significant change in products, programs or business practices, or specific approval is granted.

### **Doing Business with Family, Friends, or Your Own Business**

Directors, officers, and employees should not use their positions at Trulieve for personal gain. Even if you work to remain objective in your business dealings, the fact that you share a personal relationship or financial interest with someone with whom the company does business can create the appearance of a conflict. As a result, you are prohibited from doing business on behalf of Trulieve with a member of your family or a company in which you or a member of your family has a financial interest (defined as any paid relationship or arrangement – such as an employee, consultant, finder, representative, agent, etc.).

Loans by Trulieve to, or guarantees by Trulieve of obligations of, directors, officers, and employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by Trulieve to, or guarantees by Trulieve of obligations of, any director or officer or their family members are expressly prohibited

### **Company Business Opportunities**

All directors, officers and employees owe a duty to Trulieve to advance its interests when the opportunity arises. Directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Trulieve assets, property, information or position. Directors, officers and employees may not use Trulieve assets, property, information or position for personal gain (including gain of friends or family members). In addition, no director, officer or employee may compete with Trulieve.

### **Approval Procedure**

Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from their supervisor. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Chief Legal Officer with a written description of the activity and seeking the Chief Legal Officer's written approval. If the Chief Legal Officer is himself involved in the potential or actual conflict, the matter should instead be discussed directly with the Nominating and Corporate Governance Committee of the Trulieve Board of Directors.

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee of the Trulieve Board of Directors.

### **No Retaliation**

Trulieve prohibits any form of discipline, reprisal, intimidation, or retaliation for reporting a potential conflict of interest or violation of this policy or cooperating in related investigations.

### **Administration of This Policy**

The Trulieve Legal Department is responsible for the administration of this policy. If you have any questions regarding this policy or if you have questions about conflicts of interest that are not addressed in this policy, please contact the Trulieve Legal Department.

### **Employees Covered Under a Collective Bargaining Agreement**

The employment terms set out in this policy work in conjunction with, and do not replace, amend, or supplement any terms or conditions of employment stated in any collective bargaining agreement that a union has with Trulieve. Employees should consult the terms of their collective bargaining agreement.

### **Conduct Not Prohibited by This Policy**

This policy is not intended to restrict communications or actions protected or required by state or federal law.

### **Entire Policy**

This policy constitutes the sole terms with respect to the subject matter contained herein and therein, and supersedes all prior and contemporaneous policies, both written and oral, with respect to such subject matter. In the event of any inconsistency between the terms of this policy and those in any other Trulieve code of conduct, policy, or handbook, the terms of this policy will control.

**Acknowledgment of Receipt and Review**

I, \_\_\_\_\_, acknowledge that, I received have received and read a copy of the Trulieve Conflicts of Interest Policy. I understand the contents of the Code and I agree to comply with the policies and procedures set out in the Code.

I understand that I should approach the Chief Legal Officer if I have any questions about the Conflicts of Interest Policy generally or any questions about reporting a suspected conflict of interest or other violation of the Conflicts of Interest Policy.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Date