



MANDATORY DIRECTOR RETIREMENT AGE POLICY

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POLICY**

Effective: May 31, 2024

In order to ensure that the interests of directors (“**Directors**”) serving on the board of directors (the “**Board**”) of Canopy Growth Corporation (the “**Company**”) are fully aligned with those of the Company, the Board believes that Directors should be subject to a Mandatory Director Retirement Age Policy as further described below.

Directors shall be required to retire from the Board at the age of 75 (the “**Mandatory Retirement Age**”). Twelve months prior to a given Director attaining the Mandatory Retirement Age, the Corporate Governance, Compensation, and Nomination committee of the Board (the “**CGCN Committee**”) will convene to begin the process for identifying a suitable replacement for the retiring Director.

In exceptional circumstances, the CGCN Committee may recommend to the Board to exempt a Director from application of the Mandatory Director Retirement Age Policy.