



SHARE OWNERSHIP GUIDELINES

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1. PURPOSE

The purpose of these share ownership guidelines (the “**Guidelines**”) of Canopy Growth Corporation (the “**Company**”) is to confirm and further strengthen the alignment of the interests of the Company’s management detailed below and non-employee directors (respectively, “**Officers**” and “**Directors**”) with those of other Company shareholders.

2. OWNERSHIP REQUIREMENTS

Officers are expected to hold share interests valued at the following multiples of annual base salary by the end of an initial five-year accumulation period and to maintain such an ownership level thereafter:

- Chief Executive Officer: 5 times
- Chief Financial Officer: 3 times
- Chief Legal Officer: 3 times
- Chief Human Resources Officer: 3 times

Directors are expected to hold share interests valued at 2.5 times their annual cash board retainer by the end of an initial five-year accumulation period and to maintain such an ownership level thereafter.

In each case, the accumulation period begins to run when the Officer is first appointed to the relevant office listed above or when the Director is first elected as a member of the board of Directors (the “**Board**”). For greater clarity, an accumulation period cannot begin prior to the effective date of the Guidelines or the date on which the Guidelines become applicable to a given Director or Officer. If the appointment of an Officer or the election of a Director precedes the effective date of the Guidelines, the accumulation period for each of those Officers and Directors will begin on the later of effective date of the Guidelines or the date on which the Guidelines become applicable to a given Director or Officer. Further, any share ownership interests held prior to the effective date of these Guidelines or the date on which the Guidelines become applicable to a given Director or Officer shall be counted toward the ownership level established by the Guidelines.



3. ASSESSING SHARE OWNERSHIP INTERESTS

The following share ownership interests may be used to satisfy the levels of ownership established by the Guidelines:

3.1. Shares of the Company owned¹:

- in the Officer's or Director's own name,
- by entities which he or she directly or indirectly controls, but only to the extent of his or her ownership interest in such entities,
- by trusts or other estate planning vehicles created by the Officer or Director or his or her spouse (to the extent shares held by such trusts or other estate planning vehicles were given or contributed to such trusts or other estate planning vehicles by the Officer or Director or his or her spouse for estate planning purposes), or
- by the spouse or minor children of such Officer or Director sharing the same household as such Officer or Director;

Unvested shares of Company restricted stock and unvested restricted stock units; and

Company performance share units held after (a) the performance period for the relevant award has been completed, (b) the associated achievement level for such performance period has been certified by the Corporate Governance, Nominating and Compensation committee of the Board (the "CGCN Committee"), and (c) the certified performance level has been used to adjust the number of performance share units held by such individual.

4. RETENTION REQUIREMENT

In instances where an Officer or Director has not achieved the ownership level established by the Guidelines within the initial five-year accumulation period, he or she shall be required to retain one hundred percent (100%) of the net after-tax shares acquired upon the exercise of a stock option, vesting of restricted stock, or delivery of shares underlying a restricted stock unit or a performance share unit until the required ownership level is met.

The Company recognizes that, whether due to retirement eligibility, decisions not to stand for re-election, or other special circumstances, it may be appropriate for an Officer or Director who has previously met the applicable ownership requirement to reduce his or her holdings below such level. In such circumstances, discretion shall exist with the CGC&N Committee with regard to application of the Guidelines to such Officer or Director. Unless the CGC&N Committee exercises its discretion as set forth above, once an Officer or Director achieves the ownership level established by the Guidelines and he or she is no longer within the five-year accumulation period, he or she may only engage in a sale transaction to the extent that such

¹ Including shares held by a broker for the account of any such individual, entity or trust. The value of such Company share ownership interests shall be generally calculated by multiplying the current market price of the Company's common shares, as appropriate, by the number of such shares held.



transaction(s) does not reduce his or her holdings below the required ownership level, calculated based on the value of the individual's holdings as of the date the sale transaction is first requested.

The Company also recognizes that stock values continuously fluctuate. Accordingly, once an Officer or Director achieves the ownership level established by the Guidelines and he or she is no longer within the five-year accumulation period, he or she shall be subject to the retention requirement set forth above and shall have a reasonable period of time to return to such ownership level if a shortfall occurs due to a fluctuation in the value of the Company's stock.

In no instance is an Officer or Director required to purchase shares of the Company stock in order to meet the applicable ownership requirement.

5. ANNUAL REVIEW

The CGCN Committee shall annually review and assess the adequacy of the Guidelines and adopt any changes it deems necessary.

In addition, management shall periodically (and not less than annually) produce reports informing each Officer and Director of his or her standing in relationship to the Guidelines taking into account share ownership information in possession of management or provided to management by such Officer or Director.