

# INVESTOR PRESENTATION

WITH 3Q 2023 FINANCIALS

(Cboe CA: VRNO) (OTCQX: VRNOF)

## BEFORE WE BEGIN

#### Forward-Looking Information

This presentation contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and also contains statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only Verano Holding Corp.'s (the "Company") beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control.

Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "strategies", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information and forward-looking statements contained herein include, but are not limited to statements or information with respect to the Company's position in the marketplace, proposed budgets and guidance, the proposed completion or buildout of Company facilities, the Company's cultivation capacity, the accretive nature of acquisitions, the fortification of the Company's presence in core markets, the possibility of material organic expansion, delivery of shareholder value and the ability to maintain industry-leading margins and add depth to leadership.

Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and forward-looking statements herein, including, without limitation, the risk factors discussed in the Company's filings with the U.S. Securities and Exchange Commission at <a href="https://www.sec.com/edgar">www.sec.com/edgar</a>, including, without limitation, the risk factors described in the Company's annual report on Form 10-K for the year ended December 31, 2022 and subsequent quarterly reports on Form 10-Q for 2023. The forward-looking information and forward-looking statements contained in this presentation are made as of the date of this presentation, and the Company does not undertake to update any forward-looking information or forward-looking statements that are contained or referenced herein, except as may be required in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice regarding forward-looking information and statements.



## BEFORE WE BEGIN

#### Non-GAAP Financial Measures

This presentation refers to certain non-GAAP measures to evaluate the performance of the Company. The terms "EBITDA", "Adjusted EBITDA", "Adjusted EBITDA Margin" and "Free Cash Flow" do not have any standardized meaning prescribed within U.S. Generally Accepted Accounting Principles ("GAAP") and therefore may not be comparable to similar measures presented by other companies. Such measures should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. EBITDA is calculated herein as Net Income (Loss) before interest expense, income tax expense, depreciation, and amortization. The Company presents EBITDA on a consistent basis from period to period. Adjusted EBITDA is calculated herein as Net Income (Loss) attributable to the Company plus net interest expense, income tax expense, depreciation and amortization, and also excludes certain one-time items. Adjusted EBITDA Margin is calculated herein as Adjusted EBITDA divided by Revenue. Free Cash Flow is calculated herein as Net Cash Provided by Operating Activities minus Capital Expenditures. Management believes that these non-GAAP financial measures provide useful information to readers as a supplement to reported GAAP financial information because these measures provide consistency and comparability with past financial performance and assist in comparisons with other companies, some of which use similar non-GAAP information to supplement their GAAP results. Management reviews these non-GAAP financial measures on a regular basis and uses them to evaluate and manage the performance of the Company's operations. These measures should be evaluated only in conjunction with the Company's comparable GAAP financial measures and reconciliations of each non-GAAP measure to its most directly comparable GAAP measure can be found on our website at investors. Verano.com and in the appendix of this presentation.



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# VERANO AT A GLANCE

**VERANO**<sub>18</sub>

# **VERANO**<sub>TM</sub>

EST. 2014



12+ BRANDS



3,700+ EMPLOYEES



13 STATES



138 OPERATING RETAIL LOCATIONS



14 FACILITIES

CULTIVATION &
PRODUCTION FACILITIES
SPANNING 1M+ FT<sup>2</sup>



120M+AMERICAN ADULT POPULATION

WITHIN GEOGRAPHIC FOOTPRINT



~700 ACTIVE WHOLESALE ACCOUNTS



>140
PLANNED RETAIL
LOCATIONS

# OUR FOOTPRINT





# **SCALABLE PLATFORM**

										5				
State	IL.	FL	AZ	ИЛ	PA	NV	MD	ст	ОН	MA	MI	wv	AR	
Population	13M	22M	7M	9M	13M	ЗМ	6M	4M	12M	7M	10M	2M	3M	
Medical/ Adult Use	Both	М	Both	Both	М	Both	Both	Both	М	Both	Both	М	М	
#Dispensaries	10	74 With Additional Openings Planned	6	3	18	5	4	4 With 4 Additional Openings Planned	5	2	1	5 With Option to Open 2 More	1	
Facility Size	192k ft²	262k ft²	62k ft²	120k ft²	62k ft²	42k ft²	38kft²	217k ft²	22k ft²	26k ft²	n/a	40k ft²	n/a	
Cultivation?	X	X	X	X	X	X	X	X	X	X		X		
Processing?	X	X	X	X	X	X	X	X	X	X		X		
Location(s)	Albion	Apollo Beach & Palatka	Coolidge & Winslow	Branchburg	Chester & Upland	North Las Vegas	Jessup	Rocky Hill	Canton	Sharon	n/a	Beaver	n/a	



# THE CASE FOR VERANO



## THE CASE FOR VERANO

#### **PEOPLE**

**Entrepreneurial spirit** 

Culture of diversity & inclusion

Long average tenure

Cannabis advocacy

#### **PROCESS**

Operator's mindset. Stringent SOPs. All about efficiency.

Hospitality-driven

**Extensive R&D** 

Leverage leading-edge production automation

#### **PRODUCT**

Leading genetics

Premium flower & proprietary strains

Comprehensive CPG brand offering

Products cover nearly all formats & formulas



# OPERATIONAL EXCELLENCE VERTICAL INTEGRATION

Balanced approach reduces over-reliance on any single wholesaler or retailer.

Vertically integrated in 11 of 13 markets.



# **GEOGRAPHIC OVERVIEW**

**CULTIVATION & PRODUCTION** 

14

Cultivation & production facilities

**RETAIL SPACES** 

138

Operational locations across 13 states

## **M&A STRATEGY**

#### A DELIBERATE APPROACH

- Grow within states identified to have high likelihood to pass recreational use
- Seek well-performing stores with potential for continued enhancement from integration
- Look for teams that are willing to stay on board and continue as strong operators
- Target attractive 2024 EBITDA multiples



























AGRONOMED BIOLOGICS



# HOUSE OF BRANDS

**Extensive portfolio of trusted consumer products** 





# **VERANO**<sub>TM</sub>

#### **RESERVE**

Our namesake brand, Verano offers a curated collection of coveted genetics - covering classic fan-favorites, the latest trends, and proprietary strains that are cross-bred and pheno-hunted in-house. The vast genetic offering expands into several marquee product lines including premium whole bud flower, pre-rolls, live vapes and concentrates.









# TIME IS PRECIOUS, MAKE IT COUNT

Embrace the possibilities of every moment through (the) Essence. Whether you're looking to unwind after a long day; to soothe or sleep; to get active or creative; all are best done with a present mind. Our genetics are carefully selected, bred and pheno-hunted to deliver a spectrum of experiences, each intended to enrich the everyday.





### **MORE FOR LESS**

Shaped by passion for grassroots cannabis culture, Savvy represents the new age for street smart aficionados who want more for less. Stay wallet smart with disposable pens, 1g cartridges and bulk flower, so you can blaze on without breaking the bank. In a world full of filters, be yourself... be Savvy.









LOW DOSE. HIGH FUNCTION. ALL DELICIOUS. Bits are the everyday cannabis consumable intended to enhance, not overtake. A gentle alternative to indulging without overdoing it. Each bit contains 5mg of THC and a dash of adaptogens, with tailored varieties that add CBD,CBN, or CBG so that you can do more with less.

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### LET THE SHOW GO ON

Like a song that takes you back, Encore Edibles are all timeless hits. Finding comfort in the familiar, these terpene-enriched treats come in classic flavor profiles, reminiscent of your old-school favorites.

VERANO<sub>II</sub> 2





# Avexia

### **HIGHER WELLNESS**

Avexia, meaning "wellness" in Greek, offers product made to effortlessly enhance any self-care routine. Carefully formulated with cannabinoids and other natural ingredients, Avexia harnesses the power of the elements to deliver you the ultimate dose of relief in a range of topicals, tablets, tinctures and RSO.





### HERITAGE, REDEFINED.

On The Rocks is a cannabis collection defined by solventless extraction methods that date back thousands of years. Dry sift and ice water capture the essence of flower by collecting its cannabinoid- and terpene-rich trichomes. These trichomes are then refined in small batches and hand-crafted to extract the purest expression of the plant. No solvents or embellishments...it's cannabis, On The Rocks.







### **FLORIDA'S FINEST**

MÜV makes cannabis-based medicine. In awe of the healing powers of this plant, we tapped top cannabinoid scientists and researchers to develop the MÜV medicinal cannabis line. Fueled by expertise, ingenuity, and a relentless dedication.



**VERANO** 





Zen Leaf<sup>™</sup> aspires to be the most influential cannabis retail brand, and to command brand loyalty of a myriad of cannabis consumers.

Inspiring our customers drives our mission to capture people's imaginations, satisfy deep and important life needs, and offer unparalleled innovative products underpinning our economic success and cultural influence in an increasingly crowded marketplace.

- Custom store designs provide an edge in the market and create an environment that satisfies the myriad of patron needs through reliability, accessibility, and authenticity
- Superior customer service
- Aggressive expansion underway with existing states and across our broader license footprint

VERANO, 33



- 74 operational retail locations in Florida
- State-of-the-art dispensaries offering an extensive selection of award-winning products
- Offers a suite of in-house brands including MÜV, Verano Reserve, Savvy, and Sweet Supply

- One of the widest selections of concentrates for patients needing macro-dosing options
- Knowledgeable and friendly staff dedicated to helping medical patients

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# 3Q2023 FINANCIALS

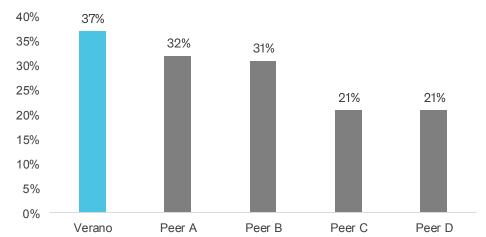


# A TOP COMPETITOR WITH STRONG GROWTH

- Top 5 MSO by revenue
- Experiencing rapid growth (organically and through M&A)
- Our scale allows for operational efficiencies, more profitable cultivation and the ability to quickly adapt to changing legislation

# THE CANNABIS INDUSTRY'S LEADING ADJUSTED EBITDA<sup>1</sup> PROFILE

FY 2022 Adjusted EBITDA Margin<sup>2</sup>



<sup>1</sup>Adjusted EBITDA Margin is a Non-GAAP number the Company defines as income attributable to the Company plus net interest expense, income taxes, depreciation and amortization, and also excludes certain one-time items. Reconciliation for Adjusted EBITDA can be found in past quarterly financial results at investors verano.com in the Newsroom. <sup>2</sup> Peer set includes the largest MSOs by revenue.

## **3Q 2023 FINANCIAL RESULTS**

- Retail / wholesale revenue split of 67% / 33% for the quarter<sup>1</sup>
- \$10M of 3Q 2023 CAPEX fully funded by operating cash flow
- Generated \$27M of Free Cash Flow<sup>2</sup> in 3Q 2023 and \$51M YTD

\$USD thousands	3Q 2023 Results
Revenue	\$240,088
Gross Profit	\$133,220
Income from Operations	\$40,288
Net Loss	\$(17,842)

### FORTIFYING THE BALANCE SHEET

- Holding \$130M cash for flexibility
  - Evaluating best use of excess cash with plans to deploy it in manners that maximize shareholder value
- Made \$115M in tax payments year to date

\$USD thousands	As of September 30, 2023
Cash	\$129,921
Total Assets	\$2,355,103
Debt	\$422,179
Total Liabilities	\$1,041,618



#### **Encouraged by HHS Announcement**

On August 30, 2023, the Department of Health and Human Services issued its recommendation that cannabis be reclassified to Schedule III, from Schedule I.

Next step entails the DEA issuing a final decision regarding a reclassification.

- Recent Ohio legalization underscores Americans' support for the issue<sup>1</sup>
- Continuing our work to ensure we are well positioned for the possibility of entering the US capital markets
- In the interim, we will do what we do best-keep our heads down and efficiently operate the business

## THANK YOU

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**VERANO**...

# APPENDIX

# CORE MARKETS

ILLINOIS, FLORIDA, ARIZONA, NEW JERSEY, PENNSYLVANIA, NEVADA, MARYLAND, CONNECTICUT, OHIO

#### **Market Overview**

- Adult use and medical
- 12.6M population
- Adult use sales began in January 2020
- 130k medical patients; 1.5% penetration
- Total market expected to grow from \$1.9B (2022) to \$2.5B (2027E) in annual sales

#### **Verano Operations**

- 10 operational dispensaries
- 192k sq. ft. cultivation and manufacturing facility in Albion





- 22.3M population
- Medical sales began in September 2016
- 857k medical patients; 4.5% penetration
- Total market expected to grow from \$2.2B (2022) to \$4.3B (2027F) in annual sales

#### **Verano Operations**

- 74 operational dispensaries
- 220k sq. ft. cultivation and manufacturing facility in Apollo Beach
- 42k sq. ft. cultivation and manufacturing facility in Palatka with optionality for further expansion

Market size forecasts based on BDSA estimates. Patient counts based on BDSA estimates. Includes the contribution from the following: (1) licenses directly owned, managed, or operated; (2) those licenses with which Verano has executed management agreements or other commercial agreements







## AZ

#### **Market Overview**

- Adult use and medical
- 7.4M population
- Adult use sales began in January 2021
- 115k medical patients; 2.4% penetration
- Total market expected to grow from \$1.3B (2022) to \$1.6B (2027E)
   annual sales

#### **Verano Operations**

- · 6 operational dispensaries
- 42k sq. ft. cultivation and manufacturing facility in Coolidge
- · 20K sq. ft. cultivation and manufacturing facility in Winslow

#### **VERANO**



#### **Market Overview**

- · Adult use and medical
- 9.2M population
- Adult use sales began in April 2022
- 102k medical patients; 1.7% penetration
- Total market expected to grow from \$593M (2022) to \$2.7B (2027E) in annual sales

- 3 operational dispensaries
- 120k sq. ft. cultivation and manufacturing facility in Branchburg



### PA



#### **Market Overview**

- Medical
- 12.9M population
- Medical sales began in February 2018
- 435k medical patients; 0.5% penetration
- Total market expected to grow from \$1.1B (2022) to \$1.8B (2027E) in annual sales

#### **Verano Operations**

- 18 operational dispensaries; 1 additional opening planned
- 62k sq. ft. cultivation and manufacturing facility in Chester
- · Additional cultivation and manufacturing facility in Upland

#### **VERANO**

## NV

#### **Market Overview**

- Adult use and medical
- 3.3M population
- · Adult use sales began in July 2017
- 12k medical patients; 0.5% penetration
- Total market expected to grow from \$866M (2022) to \$1.0B (2027E) in annual sales

- 5 operational dispensaries
- 42k sq. ft. cultivation and manufacturing facility in North Las Vegas



## MD



#### **Market Overview**

- Medical
- 6.2M population
- Adult use sales approved to begin July 1, 2023
- 170k medical patients; 3.5% penetration
- Total market expected to grow from \$491M (2022) to \$1.3B (2027E) in annual sales

#### **Verano Operations**

- 4 operational dispensaries
- 39k sq. ft. cultivation and manufacturing facility in Jessup

## CT

#### **Market Overview**

- Adult use and Medical
- 3.6M population
- Adult use sales began in January 2023
- 45k medical patients; 1.8% penetration
- Total market expected to grow from \$157M (2022) to \$799M (2027E) in annual sales

- 4 operational dispensaries, 2 of which are through social equity JVs;
   4 additional openings planned
- 217k sq. ft. cultivation and manufacturing facility in Rocky Hill



## OH

#### **Market Overview**

- Medical
- 11.8M population
- Medical sales began in January 2019
- 338k medical patients; 3.7% penetration
- Total market expected to grow from \$479M (2022) to \$1.6B (2027E) in annual sales

- 5 operational dispensaries
- 22k sq. ft. cultivation and manufacturing facility in Canton





# DEVELOPING MARKETS

**MASSACHUSETTS** 

**MICHIGAN** 

**WEST VIRGINIA** 

**ARKANSAS** 



## MA



#### **Market Overview**

- Adult use and medical
- 7.0M population
- Adult use sales began in November 2018
- 92k medical patients; 1.8% penetration
- Total market expected to grow from \$1.7B (2022) to \$1.9B (2027E) in annual sales

#### **Verano Operations**

- 2 operational dispensaries
- 26k sq. ft. cultivation and manufacturing facility in Sharon

## MI



#### **Market Overview**

- Adult use and medical
- 10.0M population
- Adult use sales began in December 2019
- 162k medical patients; 2.5% penetration
- Total market expected to grow from \$2.3B (2022) to \$3.5B (2027E) in annual sales

#### **Verano Operations**

1 operational dispensary

## WV

#### **Market Overview**

- Medical
- 1.8M population
- Medical sales began in November 2021
- 26k medical patients; 1.2% penetration
- Total market expected to grow from \$24M (2022) to \$84M (2027E) in annual sales

#### **Verano Operations**

- 5 operational dispensaries; option to open 2 more
- 40k sq. ft. cultivation and manufacturing facility in Beaver



#### **Market Overview**

- Medical
- 3.1M population
- Medical sales began in May 2019
- 99k medical patients; 4.1% penetration
- Total market expected to grow from \$227M (2022) to 249M (2027E) in annual sales

#### **Verano Operations**

1 operational dispensary



## FINANCIAL APPENDIX



#### VERANO HOLDINGS CORP.

#### Highlights from Unaudited Interim Condensed Consolidated Statements of Operations

(\$ in Thousands)

		For the Three Months Ended,				
	Septe	ember 30, 2023	Jı	une 30, 2023	Sept	tember 30, 2022
Revenues, net of Discounts	\$	240,088	\$	234,115	\$	227,588
Cost of Goods Sold, net		106,868		118,924		104,594
Gross Profit		133,220		115,191		122,994
Gross Profit %		55 %		49 %		54 %
Operating Expenses						
Selling, General and Administrative		86,316		84,660		85,710
Loss on Impairment - Investment in Associates		6,571		_		_
Total Operating Expenses		92,887		84,660		85,710
Loss from Investments in Associates		(45)		(101)		(209)
Income from Operations		40,288		30,430		37,075
Other Income (Expense):						
Gain (Loss) on Disposal of Property, Plant and Equipment		(234)		(388)		1,443
Gain on Deconsolidation		_		_		75
Gain on Previously Held Equity Interest		_		_		175
Interest Expense, net		(15,166)		(14,013)		(11,785)
Other Income (Expense), net		2,145		(1,411)		(595)
Total Other Income (Expense), Net		(13,255)		(15,812)		(10,687)
Income Before Provision for Income Taxes and Non-Controlling Interest		27,033		14,618		26,388
Provision for Income Tax Expense		(44,797)		(27,679)		(69,381)
Net Income Attributable To Non-Controlling Interest		78		_		_
Net Loss Attributable to Verano Holdings Corp. & Subsidiaries		(17,842)		(13,061)		(42,993)

#### VERANO HOLDINGS CORP. $\begin{tabular}{ll} \textbf{Highlights from Condensed Consolidated Balance Sheets} \\ (\$ \ in \ Thousands) \end{tabular}$

	Se	September 30,		ecember 31,
		2023		
	0	Unaudited)		
Cash and Cash Equivalents	\$	129,921	5	84,851
Other Current Assets		225,083		233,424
Property and Equipment, Net		512,589		525,905
Intangible Assets, Net		1,114,088		1,180,766
Goodwill		269,222		269,088
Other Long-Term Assets		104,200		102,021
Total Assets	\$	2,355,103	\$	2,396,055
Total Current Liabilities	\$	352,300	\$	386,645
Total Long-Term Liabilities		689,318		667,860
Total Shareholders' Equity		1,313,407		1,341,550
Non-Controlling Interest		78		
Total Liabilities and Shareholders' Equity	\$	2,355,103	\$	2,396,055

#### VERANO HOLDINGS CORP. Free Cash Flow Guidance Reconciliation (Non-U.S. GAAP)

Full-Year 2023 Guidance						
	Low		High			
(Unaudited)			(Unaudited)			
5	102,000	5	113,000			
	(30,000)		(37,000)			
S	72,000	5	76,000			
	s S	Low (Unaudited) \$ 102.000 (30,000)	Low (Unaudited) \$ 102,000 \$ (30,000)			

#### VERANO HOLDINGS CORP.

Reconciliation of Net Cash Provided by Operating Activities to Free Cash Flow (Non-U.S. GAAP)

	Nine Months Ended September 30,						
		2023		2022			
(S in thousands) Net Cash Provided by Operating Activities	(Unaudited)			(Unaudited)			
	5	77,361	5	65,311			
Purchase of property, plant, and equipment		(26,503)		(109,720)			
Free Cash Flow	5	50,858	5	(44,409)			

		fonths Ended ember 30,
		2023
(S in thousands)	(U	naudited)
Net Cash Provided by Operating Activities	5	36,621
Purchase of property, plant, and equipment		(9,962)
Free Cash Flow	S	26,659

#### VERANO HOLDINGS CORP. Reconciliation of Net Loss to EBITDA (Non-U.S. GAAP)

ber 30, September 2023 dited) (Unaudited		September 30, 2022
lited) (Unaudited	di	
	41	(Unaudited)
(42,993) \$ (40)	(140) 5	5 (53,054)
11,785 45	,084	34,082
69,381 100	796	105,998
20,727 55	,434	59,540
15,592 50	.125	46,690
74,492 S 211	,299 5	5 193,256
	(42,993)     \$ (40       11,785     45       69,381     100       20,727     55       15,592     50	(42,993)     \$ (40,140)       11,785     45,084       69,381     100,796       20,727     55,434       15,592     50,125

VERANO HOLDINGS CORP.
Reconciliation of Net Loss to EBIT (Non-U.S. GAAP) and Adjusted EBITDA (Non-U.S. GAAP)

	For the Three Months Ended,					
	Septe	nber 30, 2023	Jui	ne 30, 2023	Septer	nber 30, 2022
(S in thousands)	(Unaudited)		(Unaudited)		(Unaudited)	
Net Loss Attributable to Verano Holdings Corp. & Subsidiaries	\$	(17,842)	\$	(13,061)	\$	(42,993)
Interest Expense, Net		15,166		14,013		11,785
Income Tax Expense		44,797		27,679		69,381
Earnings Before Interest, Taxes (EBIT)	\$	42,121	\$	28,631	\$	38,173
COGS Add-backs:						
Depreciation and Amortization - COGS		18,384		18,529		20,727
Acquisition, Transaction and Other Non-operating Costs		_		_		111
Employee Stock Compensation		625		488		1,745
SG&A Add-backs:						
Depreciation and Amortization - SG&A		16,882		16,708		15,592
Acquisition, Transaction and Other Non-operating Costs		617		472		(1,791)
Employee Stock Compensation		4,062		3,260		8,075
Acquisition Adjustments and Other Income (Expense), net	\$	6,658	s	3,424	\$	(508)
Adjusted EBITDA	\$	89,349	\$	71,512	\$	82,124