UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☐ Definitive Proxy Statement

☒ Definitive Additional Materials

☐ Soliciting Material Under §240.14a-12

VERANO HOLDINGS CORP.
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

Your **Vote** Counts!

VERANO HOLDINGS CORP.

2026 Annual Meeting
Vote by June 17, 2026
11:59 PM ET

VERANO™

VERANO HOLDINGS CORP.
224 W. HILL STREET, SUITE 400
CHICAGO, IL 60610

V94522-P50176

You invested in VERANO HOLDINGS CORP. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 18, 2026.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 4, 2026. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.

For complete information and to vote, visit **www.ProxyVote.com**

Control #

Smartphone users

Point your camera here and vote without entering a control number

Vote Virtually at the Meeting*

June 18, 2026
9:30 AM Central Time

Virtually at:
www.virtualshareholdermeeting.com/VRNO2026

*Please check the meeting materials for any special requirements for meeting attendance.

Vote at www.ProxyVote.com

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of five directors to serve as directors until the Company's 2027 Annual Meeting and until their successors are duly elected or appointed and qualified; **Nominees:** 01) George Archos 02) Lawrence Hirsh 03) Charles Mueller 04) Cristina Nuñez 05) John Tipton	For All
2. The approval, on a non-binding advisory basis, of the compensation paid to the Company's named executive officers, as disclosed in the Proxy Statement;	For
3. The ratification of the appointment of Macias Gini & O'Connell LLP as the Company's independent registered public accounting firm for the year ending December 31, 2026; and	For
4. The reapproval of the existing Verano Holdings Corp. Stock and Incentive Plan (the "Equity Plan") and approval of all unallocated entitlements thereunder and that the Company be able to continue to grant awards under the Equity Plan until June 18, 2029.	For
NOTE: To transact other business as may properly come before the meeting or any adjournments or postponements thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".