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**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**

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

**CRONOS**  
G R O U P

**CRONOS GROUP INC.**

(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 the appropriate box):

- 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.
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BROADRIDGE CORPORATE ISSUER SOLUTIONS  
C/O CRONOS GROUP INC.  
111 PETER STREET, SUITE 300  
TORONTO, ONTARIO, CANADA M5S 2H1

V49988-P10155

# Your **Vote** Counts!

**CRONOS GROUP INC.**

2024 Annual Meeting  
Vote by June 18, 2024  
11:59 p.m. Eastern Time



## You invested in **CRONOS GROUP INC.** 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 shareholder meeting to be held on June 20, 2024.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 6, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto: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](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

June 20, 2024  
11:00 AM Eastern Time

Virtually at:  
[www.virtualshareholdermeeting.com/CRON2024](http://www.virtualshareholdermeeting.com/CRON2024)

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

## THIS IS NOT A VOTABLE BALLOT

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

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b>	
1a. Jason Adler	✔ For
1b. Murray Garnick	✔ For
1c. Michael Gorenstein	✔ For
1d. Kamran Khan	✔ For
1e. Dominik Meier	✔ For
1f. James Rudyk	✔ For
1g. Elizabeth Seegar	✔ For
2. Adoption of an advisory (non-binding) resolution to approve the compensation of the Company's named executive officers as disclosed in the proxy statement dated April 26, 2024.	✔ For
3. Appointment of the Company's independent registered public accounting firm to serve as the Company's independent auditor for fiscal year 2024 and to authorize the board of directors of the Company to fix their remuneration.	✔ For
4. Approval of any adjournment of the Annual Meeting of Shareholders to a later date to be determined by the Chair of the Annual Meeting of Shareholders, if necessary, to permit the Company to complete the search for a successor auditor.	✔ For

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

We are using the U.S. "notice-and-access" system for delivery of the proxy materials relating to this year's annual general meeting of shareholders. Under U.S. Securities and Exchange Commission rules, instead of receiving a paper copy of the proxy materials, you are receiving this notice that the proxy materials for the annual general meeting of shareholders are available on the Internet. Follow the instructions on the reverse side to view the materials and vote online or request a paper copy of the materials at no charge. Proxy materials are available under our issuer profile at [www.sedar.com](http://www.sedar.com) and [www.sec.gov/edgar](http://www.sec.gov/edgar) as well as on our website at <https://thecronosgroup.com>.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".