

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Schultze George J</u>  (Last) (First) (Middle) <u>800 WESTCHESTER AVENUE, SUITE S-632</u>  (Street) <u>RYE BROOK NY 10573</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Clever Leaves Holdings Inc. [ CLVR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/31/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common shares	05/31/2023		A		40,000 <sup>(1)(2)</sup>	A	\$0.00	115,276	D	
Common shares								2,248,844 <sup>(3)</sup>	I	See footnote <sup>(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Each restricted share unit represents the contingent right to receive one common share.
- Consists of 33,625 restricted share units granted pursuant to the 2020 Incentive Award Plan and 6,375 restricted share units granted pursuant to the 2020 Earnout Award Plan, all of which will vest on May 31, 2024, subject to the Reporting Person's continuous service with the Issuer through the relevant vesting dates.
- Includes 570,211 shares subject to certain vesting and forfeiture arrangements, as described in the Issuer's registration statement on Form S-4 (File No. 333-241707).
- The securities are held directly by Schultze Special Purpose Acquisition Sponsor, LLC (the "Sponsor") and indirectly by George J. Schultze, who controls both Schultze Asset Management, LP, the manager of the Sponsor, and Schultze Master Fund, Ltd, the majority owner of the Sponsor. Mr. Schultze disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Marta Pinto Leite, under power of attorney 06/27/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these present, that the undersigned hereby constitutes and appoints each of Marta Pinto Leite, Henry R. Hague, III and Amit Pandey and with full power of substitution, as the undersigned’s true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in connection with the undersigned’s beneficial ownership of, or participation in a group with respect to, securities beneficially owned, directly or indirectly, of Clever Leaves Holdings Inc., a corporation organized under the laws of British Columbia, Canada (the “Company”), forms and documents related specifically to Section 13 and Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the “Exchange Act”);

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and documents related specifically to Section 13 and Section 16 of the Exchange Act, complete and execute any amendment or amendments thereto, and timely file such form and documents with the U.S. Securities and Exchange Commission (the “SEC”) and any stock exchange or similar authority; and

(3) take any other lawful action of any type whatsoever in connection with the foregoing which, in the opinion of any such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in any such attorney-in-fact’s discretion.

The undersigned hereby grants to each such attorney-in-fact with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. All lawful acts done by the attorney-in-fact in this regard shall be deemed to have been done by the undersigned. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 13 or Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5, with respect to the undersigned’s holdings of and transactions in securities issued by the Company, or unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

[Signature page follows]

---

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of June 22, 2023.

By: /s/ George Schultze  
Name: George Schultze

---

*[Signature Page to Power of Attorney]*

---