



Majority Voting Policy

KNIGHT THERAPEUTICS INC.

AMENDED AND RESTATED MAJORITY VOTING POLICY

The board of directors (the “**Board**”) of Knight Therapeutics Inc. (the “**Company**”) believes that each of its members should carry the confidence and support of its shareholders. The Board has unanimously adopted this majority voting policy (the “**Policy**”) to which all future nominees for election to the Board will be asked to subscribe before their names are put forward for election at any Company shareholders’ meeting at which directors are to be elected (an “**Election Meeting**”).

In accordance with the *Canada Business Corporations Act* (the “**CBCA**”), forms of proxy or voting instruction forms for an Election Meeting will enable each shareholder to vote “**for**”, or “**against**”, separately for each nominee. At the meeting, the Chair of the meeting (the “**Chair**”) will call for a vote and the scrutineers will record with respect to each nominee the number of votes cast “**for**” his or her election and the number of votes “**against**” his or her election. Prior to receiving the scrutineers’ report, the Chair may announce the vote results based on the number of proxies received by the Company. Forthwith following the meeting, if any nominee is not elected by at least a majority of the votes cast “**for**” his or her election, the Company shall issue a press release disclosing the detailed voting results for the election of each director.

In an uncontested election, if any director nominee receives a greater number of votes “**against**” his or her election than votes “**for**” such election (a “**Majority Against Vote**”), in accordance with the CBCA the nominee shall be considered not to have been elected as a director of the Company. The Board, upon recommendation of the Governance and Compensation Committee (or any equivalent thereof) (the “**Committee**”), may allow the director to continue in office until the earlier of (i) the 90th day after the day of the election; and (ii) the day on which his or her successor is appointed or elected.

Any nominee who is not elected as a director of the Company shall not participate in any meeting of either the Committee or the Board at which such director’s continuation as a director of the Company is considered. However, if a sufficient number of the Committee members receive a Majority Against Vote in the same election such that the Committee no longer has a quorum, then the remaining directors who did not receive a Majority Against Vote shall appoint a committee amongst themselves to consider the continuation and make a recommendation to the Board. If the directors who did not receive a Majority Against Vote in the same election do not constitute a quorum for a Board meeting, then all directors may participate in the determination of whether or not the directors shall continue in office provided that a director who received a Majority Against Vote shall not speak or otherwise participate in any part of such Board meeting where his or her continuation as a director or a related resolution is discussed or voted upon.

This Policy only applies in the case of uncontested elections of directors. An “**uncontested election**” means an election where there is only one candidate nominated for each position available on the Board and where no proxy materials are circulated in support of the election of one or more nominees who are not included among the nominees supported by the Board.

The Committee and/or the Board may adopt such procedures as it sees fit to assist in its determinations with respect to this Policy.

DATED this 6th day of April, 2023.