



CODE OF BUSINESS
CONDUCT
AND ETHICS

MESSAGE FROM THE PRESIDENT AND CEO

This **Code of Business Conduct and Ethics** (the “**Code**”) represents standards of conduct for every **director, officer, consultant and employee of Knight Therapeutics Inc.** (“**Knight**” or the “**Corporation**”) and its subsidiaries.

Knight expects all of its **directors, officers, consultants and employees** to comply with the laws and regulations governing its conduct and further is committed to promoting honesty and integrity and maintaining the highest standard of ethical conduct in all of its activities.

The Corporation’s business success is dependent on trusting relationships, which are built on this foundation of integrity. Knight’s reputation is founded on the personal integrity of the Corporation’s personnel and accordingly **this Code is applicable to all of the Corporation’s directors, officers, consultants and employees.**

Each of us occupies a position of trust in our relations with our colleagues, fellow employees, customers, competitors, suppliers, government authorities, investors and the public. Whatever the area of activity, we should, of course, **be HONEST and RESPONSIBLE** in our relations with others.

If there are any doubts as to whether a course of action is proper, or about the application or interpretation of the Code, discuss your questions with your immediate supervisor.

Policies issued by corporate office, business units or divisions are subject to this Code. **You have an obligation to follow all policies that apply to you, in addition to the content of this Code.** If there’s any discrepancy between the Code and a policy, the Code always prevails.

Any business unit or division that wants to issue a new policy or directive must first contact Knight’s Compliance Officer to receive written approval and ensure coordination at a global level.

As an international company, the Corporation does business in many countries around the world. That means we must follow the laws/regulations of multiple jurisdictions, including nations, provinces, states, municipalities and international bodies, as applicable to our businesses and operations.

When local laws permit something that is prohibited by the Code, our Code always prevails. If you encounter a conflict between the laws of a country where the Corporation does business and this Code, ask your immediate supervisor.

**PLEASE REVIEW THE ATTACHED CODE CAREFULLY
AND SIGN THE ATTACHED FORM OF ACKNOWLEDGEMENT**



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INTRODUCTION

This Code applies, without exception, **to all directors, officers, consultants and employees of Knight** (and references to “employee” in this Code should be read to include directors, consultants and officers). It is the responsibility of each and every employee to live up to the standards outlined in the Code to build on Knight’s foundation of goodwill.

These standards are intended as a guide to making the right choice when faced with a complicated situation and adopting a higher standard of behaviour than simply what is ‘legal’. The President and Chief Operating Officer will report to the Corporation’s board of directors (the “**Board**”) on compliance with the Code.

This is not a complete Code of Conduct. No statement can offer a complete guide to cover all possible situations that might be encountered.

There are some areas, however, which because of their special importance, deserve particular attention and these are set out in this document.

Moreover, in addition to becoming familiar with the information in this document, when you face an ethical question that is difficult to resolve, ask yourself the following questions:

- A** Is the course of action legal and ethical?
- B** Does it comply with Knight’s Code, policy and values?
- C** Will I feel comfortable and true to myself when explaining my choice to my friends or relatives?
- D** Will I be pleased if my actions were to be made public in a newspaper, on television or on the Internet?

Protecting the Corporation and its employees against unethical conduct is a joint responsibility of us all. As employees, you play a central role in adherence to the Code, and your assistance and cooperation are vital to ensure we maintain this high ethical standard:

- **ACT HONESTLY AND WITH INTEGRITY**, obey the law and Knight policy, and protect the Corporation’s reputation and image.
- **ADHERE STRICTLY** to the rules, the law and Knight procedures when acting in the Corporation’s name.
- **ACT RESPECTFULLY** towards your colleagues, customers, business partners and competitors.
- **DON’T HESITATE TO ASK**: if you have any doubt as to the proper course of action, the law, Knight policy, ethics or any other issue related to conduct, check the Code or procedures, ask your direct supervisor, human resources department or compliance person at Knight.
- **IMMEDIATELY REPORT** any suspected violation or infraction of the law, the Code or Knight policy, as well as if anyone asks you or pressures you to act in a manner that may constitute a violation. You can report this to your direct supervisor, human resources department or compliance person or you can report the violation anonymously via the Ethics Hotline.
- **COOPERATE** in any investigation of a violation of the Code and provide the required information reliably, accurately and fully



CONFLICTS OF INTEREST

Disclosing and Avoiding Conflicts

Each employee of Knight must **avoid any conflict, or perception of conflict**, between his or her personal interests and the interests of Knight.

A conflict situation can arise when an employee takes actions or has interests that may make it difficult or even appear to make it difficult to perform his or her work objectively and effectively.

A personal conflict of interest occurs when a personal relationship or activity could influence the judgment and ability to perform one's job in an objective way and fulfill all duties to an employer. Even the appearance or perception of a conflict of interest can place our Corporation at risk. **As employees, we should never allow divided loyalties or personal gain or benefit to prevent us from doing what is in the best interest of Knight and the patients and consumers we serve.**

An organizational conflict of interest can occur when Knight has conflicting relationships with entities such as governments, payor groups, healthcare providers or individuals within these entities. **It's not always clear whether an activity creates a conflict of interest.**

Some examples of a conflict of interest might include:

- Some examples of a conflict of interest might include:
- Employment by a competitor or potential competitor, regardless of the nature of employment, while employed by the Corporation;
- Acceptance of gifts, payment, or services from those seeking to do business with Knight;
- Passing confidential information to competitors;
- Investment activity using insider information;
- Ownership of, or substantial interest in, a company which is a competitor or supplier of the Corporation;
- Acting as a consultant to a customer or supplier of the Corporation.

Employees should fully and promptly disclose all circumstances that could be construed or perceived as a **conflict of interest** as per this Section of this Code.

Full disclosure creates an opportunity to resolve unclear situations and dispose of conflicting interests before any difficulty can arise.

When an employee is in doubt as to whether or not a conflict of interest exists, ask your direct supervisor, human resources department or compliance person at the Corporation.

For more information, please refer to Knight's Conflict of Interest Policy.



Outside Business Activities / Other Employment

The Corporation should not be deprived of any employee's best efforts on the job because of excessive outside demands on his or her time, energy or attention.

In certain cases where allowed by the employment agreement, an employee may, with prior approval from their supervisor **(i) start his or her own outside businesses, or (ii) take on additional part-time work with organizations that are neither competitors, suppliers, nor customers.**

This in itself does not constitute a conflict of interest. It is every employee's responsibility to ensure that **the second job does not conflict with the interests of Knight.** This means, for example, **ENSURING THAT THE TWO ACTIVITIES ARE STRICTLY SEPARATED.**

This can be done by ensuring that:

- The other organization's work is not done on Knight's time;
- Customers and colleagues from the outside activity do not contact an employee at Knight;
- Knight's equipment and supplies, or the time of any corporate personnel, are not used for outside work;
- Products or services from the outside business are not promoted to other corporate employees during working hours;
- Products or services from outside work are not sold to Knight.

While the Corporation may have approved of an employee having outside employment, such **approval may be rescinded** in the event the Corporation, at its own discretion, believes this external employment to have a detrimental impact on the employee's work at the Corporation.

Gifts and Entertainment

Each employee must never use his or her position to obtain personal gain or become obligated to persons with whom the Corporation does business.

Employees must not accept, directly or indirectly, gifts of value, including payments, services, fees, special privileges, pleasure trips, accommodations and loans from any person, organization, or group doing business or seeking to do business with the Corporation.

When an employee is in doubt as to the acceptance of such a gift or benefit, ask your direct supervisor, human resources department or compliance person at the Corporation.



FINANCIAL AND CORPORATE INTEGRITY

Compliance with Laws, Rules and Regulations

The laws of the jurisdiction, where the Corporation does business, cover many aspects of the Corporation's business.

Knight is committed to operating within the framework of these laws and regulations. Therefore, to ensure adherence to all applicable laws, all employees should take reasonable steps to familiarize themselves with the laws and regulations affecting their work and ensure that their conduct complies with those laws. **Ignorance of the law is not a defence.**

While striving to achieve challenging goals and objectives, all employees are expected to comply with the law and must not encourage other employees, contractors or suppliers to engage in any activities that are accomplished by breaking the law, or take part in any unethical business dealings.

Knight will proactively promote compliance with laws, rules and regulations, including, without limitation, all Canadian, U.S. and foreign laws prohibiting money laundering, bribery of public officials and improper payments and insider trading.

Anti-Money Laundering

The use of cash or assets that result from criminal activities or support illegal activities through the use of funds from illegitimate origin is considered money laundering. Knight does NOT accept any act of its companies, employees or third parties that can constitute money laundering or terrorism financing. In order to avoid activities that constitute money laundering or terrorism financing, Knight and its employees shall:

- A** Understand and enforce the policies and procedures established by the Corporation to prevent money laundering and terrorism financing.
- B** Not receive financial or personal benefits from illicit activities.
- C** Check to be sure that the employees, individuals and legal entities the Corporation has relations with are not part of restrictive lists pertaining to money laundering and terrorism financing. This due diligence process shall be conducted before the start of the relationship and shall include the identification of the company (which can include copy of bylaws certificate of incumbency, confirmation of the tax ID number, country of location, etc.) and background checks.
- D** Report suspicious activities (as applicable by local laws) and cooperate with the authorities and internal personnel responsible for the investigations of money laundering and terrorism financing.



Fraud

Fraud is the wrongful or criminal use of Knight's assets or communication devices in order to intentionally deceive, including through material omissions, third parties or the Corporation for financial or other personal gain.

Employees or third parties doing business with Knight who engage in fraudulent activities will have their employment or business relationship with the Corporation terminated and expose themselves to criminal and civil prosecution.

Insider Trading

The Corporation views insider trading as both unethical and illegal and will deal with it decisively. To this end, Knight has adopted a policy relating to trades in securities by "insiders" (the "Insider Trading Policy"), imposing trading restrictions and blackout periods. Employees should be knowledgeable of and comply with the Insider Trading Policy.

A copy of the Insider Trading policy is available on the Corporation's internal intranet.

The Corporation's policy is to ensure full, fair, accurate, and timely and understandable disclosure in reports and documents that Knight files with or submits to securities regulatory authorities and in all other publication communications made by the Corporation.

However, disclosure of information concerning the Corporation is the responsibility of the disclosure committee of the Corporation (the "Disclosure Committee"), and employees should not disclose corporate information, including material information relating to the business and affairs of the Corporation.

Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community or the media unless specifically asked to do so by an authorized spokesperson.

All such inquiries shall be immediately referred to a senior officer of the Corporation. Furthermore, employees are prohibited from participating in Internet chat room or newsgroup discussions on matters pertaining to the Corporation's activities or its securities. Employees who encounter a discussion pertaining to the Corporation should advise a senior officer of the Corporation immediately, so the discussion may be monitored.

The activities of all employees should withstand close scrutiny. If in doubt, employees should discuss the matter with their direct supervisor, human resources department or compliance person at the Corporation.



Anti-Corruption and Anti-Bribery

Any activity of corruption and bribery is forbidden.

Knight opposes corruption and bribery and does **NOT** tolerate practices that seek to obtain business through improper means.

No employee of Knight is authorized to offer, receive or accept any benefit to himself/herself or to third parties that might compromise, or appear to compromise, the ability to make objective business decisions. **Employees should be knowledgeable of and comply with the Anti-Corruption and Anti-Bribery Policy.**

- Knight employees, directly or through intermediaries, shall never offer or promise a personal or financial favor in order to obtain a deal or other advantage from a third party.
- Employees should not accept such an advantage in exchange for preferential treatment to a third party;
- Employees shall not exercise any activity or conduct that could lead to the impression or suspicion of an attempt of this kind of misconduct;
- Inadequate favoritism could include illegal discounts, kickbacks, commissions, underhand payments and any other illegal material or immaterial benefit.

The Corporation shall comply with all applicable anti-corruption laws and regulations in the countries in which it operates, including the **Corruption of Foreign Public Officials Act (Canada)**, the **Bribery Act (UK)** and the **Foreign Corrupt Practices Act (USA)**.

**FOR MORE INFORMATION, PLEASE REFER
TO KNIGHT'S INSIDER TRADING POLICY.**

Financial Integrity

To ensure our integrity in financial matters, compliance with applicable regulations, and transparency with our shareholders, we must keep complete and accurate financial records at all times, that accurately and truthfully reflect the Corporation's financial situation and earnings. It is also essential to protect the Corporation's assets and confidential information.



Why is financial integrity important?

Because it helps us to maintain the trust of our shareholders, governments, patients, health-care professionals, business partners, suppliers, and other third parties with whom we interact or may interact.

We are a publicly traded corporation and we have commercial activities in many countries. We must always keep accurate books and records that adequately reflect our financial situation and that can be used as basis for making good business decisions. The laws require us to be honest and accurate in our financial records. Negative effects derived from inaccurate financial statements could lead to the loss of confidence of our shareholders, negative impact on our reputation, and possible fines and penalties.

Given the great importance of financial integrity and the protection of our assets, we have designed and implemented various internal controls and procedures to ensure that Corporation records are kept, stored, and destroyed in accordance with the Corporation's requirements and the legal regulations in force.

Each employee, regardless of their position, is responsible for complying with policies and procedures that affect the Corporation's financial resources and assets.

Some examples of these processes and controls to protect our financial integrity are:

- We sell and buy products and services based on quality and fair market price, and we never allow to be influenced or to intend to influence with payments, gifts, invitations, favors, or advantages of any kind;
- We record sales, income, and payments of our companies during the corresponding accounting period, in accordance with generally accepted accounting principles (internationally, IFRS);
- We prohibit the use of Corporation funds, assets, or information for any illegal purpose, including bribes;
- We keep accurate books and records of the Corporation and do not, under any circumstances, make false entries. Inadequate favoritism could include illegal discounts, kickbacks, commissions, underhand payments and any other illegal material or immaterial benefit.

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- We record sales, income, and payments of our companies during the corresponding accounting period, in accordance with generally accepted accounting principles (internationally, IFRS);
- We prohibit the use of Corporation funds, assets, or information for any illegal purpose, including bribes;
- We keep accurate books and records of the Corporation and do not, under any circumstances, make false entries. Inadequate favoritism could include illegal discounts, kickbacks, commissions, underhand payments and any other illegal material or immaterial benefit.



Procurement – Sale to Government Entities

Government authorities and departments may be Knight clients. Public entities, such as public hospitals, certain health plans, and health insurances, as well as other institutional buyers, are subject to strict local laws and regulations that regulate the way in which these institutional purchasers and agencies buy products and services.

As suppliers of products, we are also required to comply with these laws and regulations.

Knight employees who participate in bidding processes, offer our products to any government authority or to the buyers detailed above, must understand and comply with public procurement rules. These regulations may be complex, but are of great importance to the Corporation's business.

Third Party Contracts

The Corporation must only engage Third Parties if all of the following requirements are met:

- There is a legitimate need for the services or the goods that they provide;
- The services and goods are priced at no more than market value;
- There is a written contract or other written document with a similar legal effect (e.g., Purchase Order);
- Engagement of Third Parties – including healthcare professionals – must never be used to create an incentive, or to reward or to secure any improper business advantage for the Corporation;
- Third Parties are regularly monitored for any issues with corruption, bribery, money laundering, terrorism or any other similar acts through use of tools such as World-Check One;
- Third Parties report to the Corporation when there is any interaction with government officials pertaining to any of the Corporations' products or activities to ensure the Corporation keeps this information registered in our controls.

All Contracts must be signed prior to the start of the service and must be based on the principles of good faith, experience in the area of **performance, fair value, transparency, integrity and impartiality**.

Contracts may be signed electronically, unless local laws require wet signatures, and shall be stored electronically as per each country's internal procedures.

For contracts specific to healthcare professionals, please refer to the Interactions with Healthcare Professional Standard Operating Procedure.



PLEASE REFER TO THE INTERNAL SIGNATURE AND APPROVAL MATRIX AVAILABLE ON THE INTRANET FOR CONFIRMATION REGARDING THE PROPER SIGNING AUTHORITY AND APPROVAL LEVELS.

Relationships with Government Officials

Relations with government officials must remain within a framework of transparency, both by the Corporation employee and by the government official.

Our business market often requires us to interact with officials of various governments. Transactions with governments are covered by special laws and are not equal to doing business with individuals.

FOR MORE INFORMATION, PLEASE REFER TO KNIGHT'S INSIDER TRADING POLICY.

Political activities

Knight fully believes in the democratic process, but we do not participate in political activities.

Therefore:

- Knight shall not make contributions to political campaigns, support candidates or interfere in political affairs;
- Knight employees are not allowed to exert pressure on other employees regarding political affairs;
- Knight funds and facilities shall not be used for the operation of committees or political action programs or to provide administrative support to these committees.in our controls.



Prevention, Use and Asset Management

All employees should protect the Corporation's tangible (buildings, equipment, etc.) and intangible (data, confidential information, know-how, intellectual property, etc.) assets and ensure their efficient use.

All of Knight's assets should be used for legitimate business purposes. Equipment, materials, supplies and services, including Internet access, that are purchased by Knight are the property of Knight and must be used only in the interest of Knight and must be protected from theft, misuse or damage.

- Knight's assets shall be used solely for the performance of business activities;
- You shall not use Knight's assets for external business or for illegal or unethical activities;
- You shall use Knight's information and communication tools properly and you shall not access, for example, websites that contain obscene, offensive or illegal material;
- You shall not take for yourself or a third party an opportunity for financial gain of which you knew about beforehand due to your position in Knight or through the use of an asset or information of the Corporation;
- You shall protect and safeguard the Corporation's assets avoiding the loss, theft, misuse and waste thereof. Do not commit fraud or damage the Corporation's assets;
- You shall make proper use of corporate e-mail and access codes and use them only for the Corporation's purposes
- Intellectual property created, developed or obtained by employees and related to their employment belongs to the Corporation.

Corporate Opportunities

Employees are prohibited from:

- A** Taking for themselves personally corporate opportunities that are discovered through the use of Knight's property, information or position;
- B** Using the Corporation's property, information or position for personal gain;
- C** Competing with the Corporation.

Employees owe a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises.



Fair Dealing

Each employee should endeavor to deal fairly with the Knight's shareholders, customers, suppliers, competitors and employees.

None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

Knight believes in fair competition and does not use illegitimate means to gain control of markets in which it operates, block competition in contacts with the customers or suppliers, or take pricing steps that may cause damage to its customers.

- **DO NOT DISCUSS OR REACH** agreements with existing or potential competitors relating to pricing policies, discounts and other sales conditions, dividing markets or customers and the sale (or non-sale) of the Corporation products or their products;
- **DO NOT OFFER OR GIVE** a bribe or any favors to customers or suppliers with the goal of promoting our business or causing damage to our competition;
- **DO NOT DISCUSS AND DO NOT REACH** any agreements with distributors and wholesalers regarding retail prices;
- **BE ESPECIALLY** careful to avoid any actions or statements that may create the impression of unfair competition or misuse of our position in the market;
- **DO NOT SCORN OR MAKE** negative statements about the competition;
- **ALWAYS FOCUS** on our advantages and those of our products, and not on the competition.



Confidentiality

Employees will be required to maintain the confidentiality of information entrusted to them by the Corporation or its customers as required by the **Corporation's Corporate Disclosure Policy**.

Employees should be knowledgeable of and comply with the Corporation's Corporate Disclosure Policy. Employees that do not have a copy of the Corporation's Corporate Disclosure Policy should ask your direct supervisor, human resources department or compliance person at the Corporation.

Any employee privy to confidential information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business.

Efforts will be made to limit access to such confidential information to only those who need to know the information and such persons will be advised that the information is to be kept confidential.

Except as required by law, all information regarding the affairs of the Corporation must be considered confidential by all employees until it is available to the public: confidential information includes all **non-public types of corporate data, corporate records and information on individuals and information that might affect the Corporation's competitive position.**

In order to prevent the misuse or inadvertent disclosure of material information, the procedures set forth below should be observed at all times:

- Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis;
- Confidential documents should not be read in public places, left in unattended conference rooms, left behind when a meeting is over or discarded where they can be retrieved by others. Similarly, employees should not leave confidential information at their homes where it can be accessed by others;
- Transmission of documents via electronic means, such as by fax or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions;
- Access to confidential electronic data should be restricted through the use of passwords;
- Unnecessary copying of confidential documents should be avoided and extra copies of confidential documents should be shredded or otherwise destroyed;
- All proprietary information, including computer programs and other records, remain the property of the Corporation and may not be removed, disclosed, copied or otherwise used except in the normal course of employment or with the prior permission of your direct supervisor, human resources department, compliance person or senior officer of the Corporation;
- Documents and files containing confidential information should be kept in safe locations accessible to restricted individuals only.



Confidential information should not be destroyed or removed from the premises without the express consent of management or except as required by the terms of employment.

In the cases of where an employee is working from home, the employee must take the same care with Confidential Information as would be taken in the office.

When leaving the employ of the Corporation, an employee must return all confidential information in any form and all copies which are, or may have been, in his or her possession. Employees are also expected not to divulge confidential information learned during the course of his or her employment.

If an employee has any doubt as to the confidentiality of specific information, or in the event of suspected theft or unauthorized disclosure of Confidential Information, you should discuss with or notify your direct supervisor, human resources department or compliance person at the Corporation.

Social Media

“Social media” includes any digital communication channel that allows to create and share content, posting comments, and interacting with different persons or groups.

As Knight employees, we must comply with all of Knight policies when using online media.

Our policies are applicable to both communications related to work responsibilities and personal communications that may affect the Corporation.

In our personal activities in social media, Knight employees must always be informed, respectful, and remember that our behavior can affect both our personal reputation and the Knight’s reputation. **We must always remember that the internet is a public place and that the contents that we create and publish come out of our domain.**

When participating in Internet chat rooms, blogs, bulletin boards, newsgroups, social networking websites, etc. (“Online Postings”), (as well as in any other fora) unless specifically authorized by the Corporation, employees must make clear that the opinions that they are expressing are strictly those of the employee and do not reflect the opinions of Knight.

Employees are prohibited from giving the impression that they are speaking on behalf of Knight or expressing the Knight’s perspective in any forum. Employees’ obligation of confidentiality extends beyond work hours and outside of the workplace.

In this regard, an employee’s right to express himself or herself on an Online Posting or other forum is subject to his or her obligation of confidentiality and legal duty of loyalty towards the Corporation. Consequently, employees are strictly prohibited from discussing on any Online Postings or other forum any confidential, non-public, proprietary or personal information, trade secrets or other information about the Corporation, its business, executives, management, employees, customers, suppliers, partners, affiliates or competitors, including but not limited to comments about its services, products, operational performance, financial results or stock performance.



Employees are also prohibited from:

- Misrepresenting Knight or the employees' relationship with Knight;
- Using the Knight trademarks (whether owned or licensed by Knight) or copyrighted material on any Online Postings or in any other forum.

Employees **are prohibited** from publishing or posting material on any Online Postings or in any other forum that damages or negatively impacts or disparages the reputation or image of the **Corporation, its policies, operations, executives, management, services, products, customers, suppliers, partners, affiliates, competitors or any of its employees.**



HARASSMENT/DIVERSITY

Harassment and Discrimination

Knight is committed to fair and equal treatment of all employees. We do not tolerate any form of **discrimination or harassment** in the workplace. Any employee whose actions are inconsistent with these principles will be disciplined, up to and including dismissal.

There is no acceptance of employees being subjected to **offensive, abusive or other unwanted behaviour** at the workplace which violates the personal dignity or creates an intimidating, hostile or humiliating environment (e.g. physical, sexual, psychological, verbal or any other form of harassment).

It is our policy to ensure that the behaviour of our employees does not discriminate against anyone on the grounds of gender, age, ethnicity, national origin, religion, disability, sexual orientation, citizenship, their abilities or any other relevant characteristic protected under the applicable law.

All employees of the Corporation are entitled to harassment-free employment. Every customer is entitled to harassment-free services. Each employee has a responsibility to ensure that neither employees nor any external contacts are subjected to harassment.

Complaints will be treated with seriousness, sensitivity and in as discreet and confidential a manner as possible. If any employee believes he or she is being subjected to harassment or observes or knows of a colleague or group of employees who are being harassed, he or she should contact their direct supervisor, human resources department, compliance person at the Corporation for advice and assistance or you can report anonymously via the Ethics Hotline. There will be no retaliation for reporting harassment incidents.

Diversity and Inclusion

Knight values diversity and inclusion and is strongly committed to both diversifying our workforce and to fostering a work culture that provides a professional and fulfilling work environment where all employees feel welcome and respected, for the unique qualities and characteristics they bring to the workplace.

This includes continuously working towards an environment in which diverse thoughts, ideas and contributions from all employees are valued, encouraged and accepted. Knight strives to create an inclusive environment that embraces differences and fosters inclusion.

As part of its diversity policy, the Corporation aspires towards composition which includes strong representation of women, aboriginal persons, persons with disabilities, and members of visible minorities.



Diversity is the variety of unique dimensions, qualities and characteristics people possess. These dimensions include, but are not limited to ethnicity, nationality, culture, language, ability, birth sex, gender identity, sexual orientation, religion, age, immigration status, socioeconomic status, geographic region in which you live, and the infinite list of other qualities we all possess as humans. In the workplace, these differences contribute to **diversity of thought and approach, which enhances development, innovation, creative problem solving and results.**

By increasing the diversity of our workforce and creating an inclusive work environment where differences are respected, accepted and valued, all Knight employee are empowered to contribute to their fullest potential.

As part of its diversity policy, the Corporation aspires towards composition which includes strong representation of **women, aboriginal persons, persons with disabilities, and members of visible minorities.**



REPORTING AND ADMINISTRATION

Disclosure

If any employee breached the Code or observed a breach of the Code by another employee, he or she has a responsibility to report it immediately.

Employees should talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation.

Employees must report violations of laws, rules, regulations or the Code to their immediate supervisor or a senior officer of the Corporation as soon as they become aware of such violations through the following channels:

- For any questions or concerns regarding the Code or regarding ongoing work, the employee should reach out to his/her immediate supervisor;
- For any concerns regarding a breach of the Code, the employee should reach out to their direct supervisor, human resources department or compliance person at Knight, or if the employee feels the issue will not be addressed or it has not been addressed, go through the Ethics Hotline as the listed below:

Ethics Hotline:

Website: <https://knighttx.ethicspoint.com>

E-mail: compliance@knighttx.com

Knight will protect from retaliation any employee who, in good faith, reports actual or perceived breaches by another employee or problems with corporate policies, procedures or controls and those who cooperate in an investigation or other procedure related to the Code.

We prohibit any threat to harm their position or advancement. This policy is applicable to reports made via the channels specified in the Code, or any other acceptable manner. The reporter's details are kept confidential, and will only be revealed to those who must be informed in order to handle the case.

In exceptional cases, we may be forced to reveal the reporter's identity to the authorities. Additionally, it is sometimes difficult to hide the identity of the reporter, since the information included in the report may only be known to a few employees or related to a very specific field.

When making a report, please include as many details and document copies as possible to allow a proper investigation of the situation or behavior reported. Vague or nonspecific complaints are more difficult to investigate.



When making a report, please include as many details and document copies as possible to allow a proper investigation of the situation or behavior reported. Vague or nonspecific complaints are more difficult to investigate.

All reports, whether submitted by phone or online, will have a reference number. You may use that reference number to provide further information or check the status of an investigation by phone or online at <https://knighttx.ethicspoint.com> regardless of how you originally used the hotline. You should note that investigations take time and our ability to share information may be limited.

Where permitted by local laws, you may use the Ethics Hotline to anonymously report known or suspected issues or ask a question. Some countries prohibit or discourage anonymous reporting or restrict the types of information that may be reported. If you use the Ethics Hotline from one of those countries, you will be advised of any specific reporting restrictions. Management will report to the Board on compliance with the Code.

Breaches of the Code will be dealt with promptly and fairly. Any employee who violates this Code, Corporation policy or applicable laws may be subject to disciplinary action, up to and including termination.

Misconduct may include violations of this Code and Corporation policies, failure to raise a known or potential issue, not cooperating with an investigation or intimidating or engaging in retaliation against an employee who raises a potential issue or provides information during an investigation. The Board may, if a conflict of interest is disclosed fully and in advance, permit the conflict in certain limited instances.

Compliance

New directors, officers, consultants and employees of the Corporation and its subsidiaries will be advised of this Code and its importance and this Code will be brought to the attention of all employees on an annual basis. The Board will review and, to the extent necessary, revise and update this Code on an annual basis.

Any employee who violates this Code may face disciplinary action up to and including termination of his or her employment with the Corporation. The violation of this Code may also violate certain laws. If the Corporation discovers that an employee has violated such laws, it may refer the matter to the appropriate legal authorities.

Business Continuity

We believe that business continuity management is critical for our patients, customers, associates and other stakeholders, and is part of responsible management practice. In the event of an emergency or significant business disruption, we are committed to doing our utmost to ensure uninterrupted supply of key products and services.



Waivers

Any waiver of this Code for executive officers or directors of the Corporation may be made only by the Board or a committee of the Board.

Amendments to and waivers of this Code will be publicly disclosed in accordance with applicable laws.

No Rights Created

This Code is a statement of certain fundamental principles, policies and procedures that govern the directors, officers, consultants and employees of the Corporation in the conduct of its business.

It is not intended to and does not create any rights in any employee, director, client, customer, supplier, competitor, shareholder or any other person or entity.



