



BIOTOSCANA INVESTMENTS S.A.

Corporate Taxpayer's ID (CNPJ/ME): 19,688,956/0001-56
L-1470 Luxembourg, 70 route d'Esch, Grand-Duché de Luxembourg
Legal representative in Brazil: Av. dos Imarés, 401, São Paulo, SP

MATERIAL FACT UNIFIED TENDER OFFER

BIOTOSCANA INVESTMENTS S.A. ("**Company**" or "**GBT**") (B3: GBIO33), a leading biopharmaceutical company in Latin America, hereby informs that, following the Material Facts disclosed to its shareholders and the market in general on October 21st, 2019, October 28th, 2019 and November 29th, 2019, relating to the acquisition by 11718991 CANADA INC ("**Offeror**"), a wholly owned subsidiary of Knight Therapeutics Inc. ("**Knight**"), of 54,348,749 ordinary shares, representing 51.21% of the total capital stock of the Company (excluding BDRs held in treasury) (the "**Transfer of Control**"), the Offeror submitted to B3 S.A. – Brasil, Bolsa, Balcão ("**B3**"), on the date hereof, the authorization request to carry-out a Unified Tender Offer (as defined below) for the acquisition of all outstanding Brazilian Depositary Receipts - BDRs of GBT ("**BDRs**").

The Unified Tender Offer aims at (i) fulfilling the Offeror's statutory obligation to conduct a public offer for the acquisition of the outstanding BDRs following the Transfer of Control ("**Tag Along Tender Offer**"); and (ii) the voluntary discontinuity of the BDRs Program of the Company, with the resulting termination of its (a) listing and negotiation of BDRs with B3, and (b) registration as a class "A" foreign issuer with the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) ("**CVM**") ("**Discontinuity of the BDR Program**" and, together with the Tag Along Tender Offer, the "**Unified Tender Offer**"), all pursuant to the Issuer Manual (*Manual do Emissor*), issued by B3 (the "**Manual**"), CVM Instruction No. 332/00 ("**CVM Instruction 332**"), CVM Instruction No. 480/09 ("**CVM Instruction 480**") and CVM Instruction No. 361/02 ("**CVM Instruction 361**"), as applicable.

Considering that the Unified Tender Offer is subject to differentiated procedures for its approval, in accordance with paragraph 6 of Item 6.6.7 of the Manual, all terms and conditions of such offer, including the information provided in this material fact, remains subject to the approval from B3 and ratification from CVM.

The Company selected and the Offeror engaged PricewaterhouseCoopers Serviços Profissionais Ltda., enrolled with the CNPJ/ME under No. 02.646.397/0004-61, with headquarters at Rua do Russel 804, Edifício Manchete, Zip Code 22210-907, in the City of Rio de Janeiro, State of Rio de Janeiro ("**Appraiser**") to carry-out an independent valuation of the Company. The appraisal report prepared by the Appraiser

(“**Appraisal Report**”) is available at the Company’s website at <http://ri.grupobiotoscana.com>. According to the valuation made by the Appraiser the price of the BDR is R\$10.19 based on the discounted cash flow method and calculated within the range of R\$9.68 to R\$10.70.

The Offeror will offer the BDR holders (i) the same price, terms and conditions negotiated with the controlling shareholders in the context of the Transfer of Control, and, alternatively (ii) an alternative price to be paid in cash at the settlement date, as detailed below.

(i) **Offer Price: The Offer Price reflects the same terms and conditions negotiated with the controlling shareholders for the Transfer of Control.** R\$10.96 per BDR as adjusted by the SELIC Rate from the closing date of the Transfer of Control until the settlement date (“**Offer Price**”), provided that (a) R\$8.77 per BDR will be paid in cash, in Brazilian reais on the settlement date; and (ii) R\$2.19 per BDR will be deposited in Brazilian reais in an escrow account for the benefit of the BDRs holders who choose the Offer Price (“**Escrow Account BDR Holders**”), in accordance with the terms and conditions to be provided in the escrow agreement to be executed between the Offeror and the escrow agent for the benefit of the BDR holders (“**Escrow Agreement BDR Holders**”), which shall reflect similar terms and conditions to the ones provided in the escrow agreement executed between the controlling shareholders, the escrow agent and the Offeror (“**Escrow Agreement Controlling Shareholders**”) in the context of the Transfer of Control.

The amounts deposited in the Escrow Account Controlling Shareholders shall be invested in a money market deposit account. The escrow amount will be released equally over a period of three (3) years from closing, net of claims in accordance with the terms and conditions of the Share Purchase Agreement and the Escrow Agreement Controlling Shareholders. The initial cost related to the Escrow Account Controlling Shareholders was borne 50% by the Offeror and 50% by the controlling shareholders and all subsequent costs related to the Escrow Account Controlling Shareholders shall be paid from the funds deposited in the Escrow Account Controlling Shareholders.

(ii) **Alternative Offer Price:** R\$10.15 per BDR, as adjusted by the SELIC Rate from the closing date of the Transfer of Control until the settlement date (“**Alternative Offer Price**”), to be paid in cash, in Brazilian reais, on the settlement date. If the BDR holders choose to receive the Alternative Offer Price, they will not be entitled to receive any amount deposited in the Escrow Account BDR Holders, and will expressly waive any and all claims they would have in respect of such amount, even if the total amount effectively received by the BDR holders who choose to receive the Offer Price receive an amount higher than the Alternative Offer Price.

Each BDR Holder will pay the costs, brokerage commissions and fees on the sale of their BDRs. Payment for the BDRs acquired in the Auction will be subject to applicable withholding taxes.

The Discontinuity of the BDR Program will be effective if the holders of outstanding BDRs participating in the Unified Tender Offer representing a percentage equal to or greater than two thirds (2/3) of the

outstanding BDRs participating in the Unified Tender Offer (a) accept the Unified Tender Offer and effectively sell their BDRs; or (b) expressly agree to the Discontinuity of the BDR Program (“Discontinuity Condition”). If the Discontinuity Condition is not met, the Company will continue to have its BDR program in accordance with applicable regulation.

All further terms and conditions of the Unified Tender Offer, including the specific procedures that should be adopted by the BDR holders to tender, will be disclosed to the Company’s shareholders and the market in compliance with applicable regulation.

The Offeror has retained Banco Itaú BBA S.A. as its financial advisor and intermediary institution and Pinheiro Neto as its legal advisor.

The Company will keep its shareholders and the market informed on the developments of the events mentioned in this material fact, in compliance with applicable regulation.

Montevideo, December 20, 2019

BIOTOSCANA INVESTMENTS S.A.

Claudio Coracini

Legal Representative in Brasil

About GBT Grupo Biotoscana

GBT-Grupo Biotoscana (GBT) is a biopharmaceutical group that operates in the fast-growing Latin American region and focuses on rapidly growing market segments such as infectious diseases, oncology and onco-hematology, special treatments, immunology and inflammation and orphan/rare diseases, among others. GBT is currently present throughout 10 Latin American countries where it operates under its companies Biotoscana, United Medical, LKM and DOSA. GBT’s strong portfolio combines world-class licenses and proprietary products. To find out more, please visit www.grupobiotoscana.com.

About Knight Therapeutics Inc.

Knight Therapeutics Inc., headquartered in Montreal, Canada, is a specialty pharmaceutical company focused on acquiring or in-licensing innovative pharmaceutical products for the Canadian and select international markets. Knight Therapeutics Inc.'s shares trade on TSX under the symbol GUD. For more information about Knight Therapeutics Inc., please visit the company's web site at www.gud-knight.com or www.sedar.com.