



## ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Effective May 27, 2021 Version 3.0

Canopy Growth Corporation and its subsidiaries (“Canopy”) are committed to conducting business in accordance with all applicable laws and to maintaining full compliance with Canada’s *Corruption of Foreign Public Officials Act* (“CFPOA”) and the *U.S. Foreign Corrupt Practices Act* (“FCPA”).

This Anti-Bribery and Anti-Corruption Policy (the “Policy”) is applicable to all Canopy employees, including senior executive and financial officers, and to members of the Board of Directors (hereinafter “Personnel”). This Policy is also applicable to Canopy’s agents, contractors and suppliers.

### 1.0 POLICY

The purpose of this Policy is to reiterate Canopy’s commitment to full compliance with the CFPOA, the FCPA, and any local anti-bribery or anti-corruption laws that may be applicable. This Policy supplements Canopy’s Code of Business Conduct and Ethics and all applicable laws and provides guidelines for compliance with the CFPOA, the FCPA, and policies applicable to Canopy operations world-wide. For the purposes of this Policy, an “agent”, “contractor”, or “supplier” is defined as a third-party entity or individual who provides, and receives payment for, services or goods related to any aspect of a Canopy operation, and includes consultants and subcontractors (hereinafter “Third Party”).

### 2.0 DEFINITIONS

Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain. Bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person’s views or conduct or to obtain an improper advantage.

Bribery and corruption can take many forms, including the provision or acceptance of:

- “consulting” relationships;
- business, employment, internships, or investment opportunities;
- cash payments;



- kickbacks;
  - political contributions;
  - charitable contributions;
  - social benefits; or
  - gifts, travel, hospitality, and reimbursement of expenses.
- Public Official means anyone acting in an official capacity for or on behalf of: a national, regional or local government, including collective groups or partnerships of governments (e.g., the European Union); any agency, department or instrumentality of a national, regional or local government, including collective bargaining groups or partnerships of governments; a government-owned or government controlled enterprise, such as a state-owned airline or factory; a public international organization, such as the World Bank or International Monetary Fund; any political party, party official, or candidate for a political party or political party office, civil servants and military personnel.

Improper Payment Activity means: (i) causing the person to act or fail to act in violation of a legal duty; (ii) causing the person to abuse or misuse their position; or (iii) securing any improper advantage, contract or concession.

### 3.0 REQUIREMENTS

Canopy Personnel and Third Parties are strictly prohibited from offering, paying, promising, or authorizing any payment or other thing of value to any person, directly or indirectly through or to a third party, on Canopy's behalf, for the purpose of an Improper Payment Activity. To promote compliance with the CFPOA, the FCPA, and other applicable anti-corruption laws, no Canopy Personnel or Third Party shall undertake any Improper Payment Activity in respect of a Public Official or a person doing business in the private sector. All Canopy Third Parties must be reviewed and approved in accordance with the written policies and procedures implemented by the Company, and updated from time to time. It is everyone's responsibility to monitor Third Parties throughout the life of the relationships. Section 9.0 of this Policy includes a list of possible "red flags" that may arise during the course of your work and which may raise concerns under the CFPOA, the FCPA, and other applicable anti-corruption laws or this Policy. Canopy Personnel shall require that anti-corruption certifications and guarantees are part of all agreements with Third Parties acting on Canopy's behalf.

### 4.0 CONTROLS ON PAYMENTS AND RECORDING PAYMENTS

Any payment to a Public Official must be reviewed and approved by the Company's Chief Legal Officer. Failure to initiate such review before making such payment is a violation of this Policy.

In addition, Canopy's books and records must correctly record both the amount and a written description of any transaction, in accordance with generally accepted accounting principles. Canopy Personnel must ensure that there is a reasonable relationship between the substance of a transaction and how it is described in the books and records. In addition, no Canopy Personnel or Third Party may take action to avoid, hide or otherwise impede the accurate recording of all payments required to be recorded in Canopy's books and records.

## 5.0 GIFTS, HOSPITALITY AND CORPORATE ENTERTAINMENT

Corporate entertaining and hospitality can amount to a bribe if they are excessive or gratuitous, or done with corrupt intent. For example, lunch or dinner with a customer after a meeting is fine, but extravagant hospitality for that customer and the customer's partner to go out to dinner on their own, or to an event or weekend away, are likely to be viewed as excessive.

Gifts, hospitality and corporate entertainment must never be lavish or given too frequently, must be given openly and without any expected action in return, and must be permitted under applicable laws and by the recipient's organization. All hospitality and gifts given, received or declined that are from a Public Official must be notified to the Chief Legal Officer. Any other disbursement made on behalf of or in the name of Canopy including but not limited to bona fide charities, charitable and other commercial sponsorship, must never be given with the intention of obtaining or retaining business or gaining an improper advantage for the Company and must first be approved by the Chief Legal Officer.

## 6.0 AUDITS

Audits of Canopy sites, operating units, and contractors may be conducted periodically to ensure that the requirements of this Policy and applicable procedures and guidelines are being met. Audits may be conducted internally by Canopy, or externally by retained third parties. Audit documentation shall include performance improvement action plans.

## 7.0 DISCIPLINE

Any Personnel who violates the terms of this Policy will be subject to disciplinary action, up to and including termination of employment and/or termination of affiliation with Canopy. Any Personnel who has direct knowledge of potential violations of this Policy but fails to report such potential violations to management will be subject to disciplinary action. Any Personnel who misleads or hinders investigators inquiring into potential violations of this Policy will be subject to disciplinary action. In all cases, disciplinary action may include termination of employment. Any Third Party who violates the terms of this Policy, who knows of and fails to report to Canopy management potential violations of this Policy, or who misleads investigators making inquiries into potential violations of this Policy, may have their contracts re-evaluated or terminated.

## 8.0 NON RETALIATION

Canopy has adopted a Whistleblower Protection Policy, a copy of which may be obtained via LumApps. Any director, officer, employee or Third Party who reports conduct which they believe in good faith to be a violation of this Policy will not be retaliated against in any manner for such reporting, and all such reports will be treated as confidential to the extent allowed by law and to such extent as to enable an appropriate investigation.


Notwithstanding the foregoing, nothing contained in this Policy shall limit the ability of directors, officers, employees and consultants of Canopy to file a charge or complaint with a governmental agency and communicate with any such agency or otherwise participate in any investigation or proceeding that may be conducted by any such agency, including providing documents or other information in connection therewith, without notice to Canopy.

## 9.0 RED FLAGS

The following is a list of possible scenarios that may arise during the course of your work. While the following are not necessarily examples of bribery or improper conduct, they are, at a minimum, "Red Flags" which should trigger further investigation and notice to Canopy's management for guidance.

- A Public Official pointing you in the direction of a specific intermediary to act on Canopy's behalf.
- A request from a Public Official for a small fee to "oil the wheels" (e.g., in customs or to make a governmental permission/act occur more quickly). As discussed above, this is termed a facilitation payment which is illegal under the CFPOA.
- A request for unusually high or additional Third Party's fees (particularly if they are out of line with market rates or excessive/unjustified for the work undertaken).
- A request for cash payments, or payments to be made to a country/known tax haven, in which the Third Party is not domiciled.
- A counterparty that requests payment to a third party (e.g., relatives and charities) not referenced in the contract/agreement or involving several individuals and companies where there is no obvious relationship among the entities.
- The provision of unusually lavish corporate hospitality or a request that Canopy provide such hospitality, even if the request is framed as customary for the market or region.
- A refusal by a counterparty or Third Party to accept an anti-bribery clause in an agreement.
- Transactions where money or property is passed through a consultant or representative with the aim of obtaining or influencing certain government actions or approvals.
- A Canopy Personnel or Third Party favours or promotes a particular service provider/supplier when there is no obvious benefit to Canopy or when other providers offer better value services.
- A suggestion that some form of material reward - "a thank you" - would be appropriate in return for past or future business or government action or inaction.
- A Canopy Personnel or Third Party who is on commission and brings in an unusually high volume of business.
- Doing business where unofficial/off the record payments/gifts are said to be part of local custom and business practice.

## 10.0 POLICY HISTORY

Ver	Comments	Approved by	Name	Position	Date
1.0	Policy Origination		Phil Shaer	CLO	September 15, 2016
2.0	Policy Review	Board of Directors			September 24, 2019
3.0	Policy Review	Board of Directors			May 27, 2021