

**Company Number: 09237894**

**THE COMPANIES ACT 2006**

**INDIVIOR PLC**  
**(the 'Company')**

At the Annual General Meeting of the Company duly convened and held at 234 Bath Road, Slough, Berks, SL1 4EE on Thursday, May 6, 2021, the following special business resolutions were passed:

**ORDINARY RESOLUTIONS**

**Political donations and political expenditure**

**Resolution 17**

To authorize the Company and any UK registered company which is or becomes a subsidiary of the Company during the period to which this resolution relates and in accordance with sections 366 and 367 of the Companies Act 2006 to:

- a) make political donations to political parties or independent election candidates, or both, up to a total aggregate amount of £50,000;
- b) make political donations to political organizations other than political parties up to a total aggregate amount of £50,000; and
- c) incur political expenditure up to a total aggregate amount of £50,000

as such terms are defined in Part 14 of the Companies Act 2006 during the period beginning on the date of the passing of this resolution and ending on the date of the Company's AGM to be held in 2022, provided that the aggregate expenditure under paragraphs (a), (b) and (c) shall not exceed £50,000 in total. The authorized sum referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into Pounds Sterling at the exchange rate published in the London edition of the Financial Times on the day on which the relevant donation is made or expenditure incurred or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same (or, if the relevant day is not a business day, the first business day thereafter).

**Directors' authority to allot shares**

**Resolution 18**

THAT the Directors pursuant to and in accordance with section 551 of the Companies Act 2006, in substitution for all existing authorities vested in the Directors on the date of this notice of meeting to the extent they remain unexercised at the commencement of the meeting, are generally and unconditionally authorized to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or to convert any security into, shares in the Company:

- a) up to an aggregate nominal amount of US\$24,487,366; and
- b) up to a further aggregate nominal amount of US\$24,487,366 provided that (i) they are equity securities (as defined in section 560(1) of the Companies Act 2006), and (ii) they are offered in connection with

an offer by way of a rights issue to holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date and to other holders of equity securities entitled to participate therein,

subject to any limits or restrictions or arrangements the Directors may impose which they consider necessary or appropriate to deal with Treasury shares, fractional entitlements, record dates, legal, regulatory, or practical problems in, or laws of, any territory, the requirements of any stock exchange or by virtue of shares being represented by depositary receipts, or any matter, such authority to apply until the close of business on June 30, 2022 or, if earlier, until the conclusion of the Company's AGM to be held in 2022, but during this period the Company may make offers, and enter into agreements,

which would, or might, require equity securities to be allotted and rights to subscribe for, or to convert securities into, shares in the Company to be granted after the authority ends and the Directors may allot equity securities and grant rights under any such offer or agreement as if the authority had not expired.

## **SPECIAL RESOLUTIONS**

### **Disapplication of pre-emption rights**

#### **Resolution 19**

THAT, subject to the passing of Resolution 18 above and in substitution for all existing powers vested in the Directors on the date of this notice of meeting to the extent they remain unexercised at the commencement of the meeting, the Directors are empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the Companies Act 2006) wholly for cash pursuant to the authority conferred by Resolution 18 or by way of sale of Treasury shares as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited:

- a) to the allotment of equity securities (but in the case of the authority granted under paragraph b) of Resolution 18 by way of rights issue only) and sale of Treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities to shareholders in proportion (as nearly as may be practicable) to their existing holdings and that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with Treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory, the requirements of any stock exchange or by virtue of shares being represented by depositary receipts, or any other matter; and
- b) to the allotment of equity securities and the sale of Treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of US\$3,673,104, such power to apply until the close of business on June 30, 2022 or, if earlier, until the conclusion of the Company's AGM to be held in 2022, but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury shares to be sold) after the power ends and the Directors may allot equity securities and sell Treasury shares under any such offer or agreement as if the power had not expired.

#### **Resolution 20**

THAT, subject to the passing of Resolution 18 above, the Directors are empowered pursuant to section 570 and section 573 of the Companies Act 2006 in addition to any power granted under Resolution 19 above to allot equity securities (within the meaning of section 560 of the Companies Act 2006) wholly for cash pursuant to

the authority conferred by Resolution 18 or by way of sale of Treasury shares as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be:

- a) limited to the allotment of equity securities or the sale of Treasury shares up to an aggregate nominal amount of US\$3,673,104; and
- b) used only for the purpose of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group prior to the date of this notice of meeting, such power to apply until the close of business on June 30, 2022 or, if earlier, until the conclusion of the Company's AGM to be held in 2022, but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury shares to be sold) after the power ends and the Directors may allot equity securities and sell Treasury shares under any such offer or agreement as if the power had not expired.

#### **Authority to purchase own shares**

#### **Resolution 21**

THAT the Company is generally and unconditionally authorized for the purpose of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693(4) of that Act) of ordinary shares in the capital of the Company, provided that:

- a) the maximum number of ordinary shares that may be purchased is 73,462,098;
- b) the minimum price that may be paid for an ordinary share shall be not less than the nominal value of such share;
- c) the maximum price to be paid for each ordinary share shall be the higher of (i) an amount equal to 5% above the average of the middle market quotation for the Company's ordinary shares as derived from the London Stock Exchange's Official List for the five business days prior to the purchase being made and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the London Stock Exchange at the time the purchase is carried out;
- d) this authority will expire at the close of business on June 30, 2022 or, if earlier, at the conclusion of the Company's AGM in 2022, unless such authority is previously renewed, varied or revoked by the Company in a general meeting; and
- e) the Company may enter into a contract to purchase its ordinary shares under this authority prior to its expiry, which will or may be executed wholly or partly after such expiry.

#### **Notice of general meetings**

#### **Resolution 22**

THAT a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.