



Indivior PLC Notice of Annual General Meeting

Thursday, May 4, 2023 at 11.00am
At the Marlborough Theatre,
No. 11 Cavendish Square,
London W1G 0AN

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action to be taken, you should immediately consult your stockbroker, solicitor, accountant or other independent advisor who, if you are taking advice in the United Kingdom, is duly authorized under the Financial Services and Markets Act 2000, or an appropriately authorized independent advisor if you are in a territory outside the United Kingdom. If you have recently sold or transferred all of your shares in Indivior PLC, please forward this document, together with the accompanying documents (but not the personalized form of proxy), as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.

Indivior PLC, 234 Bath Road, Slough, Berkshire, SL1 4EE Registered in England & Wales. Company number 09237894

Notice of Meeting

Dear Shareholder,

I am pleased to enclose the notice of meeting for the annual general meeting ('AGM') of the Company. The AGM is to be held on Thursday, May 4, 2023 at 11.00am in the Marlborough Theatre No. 11 Cavendish Square, London W1G 0AN.

The formal notice of AGM ('Notice') and resolutions to be proposed are set out on pages 6 to 11 of this document. Explanatory notes to the business to be considered are set out on pages 12 to 15.

The business of this year's AGM comprises resolutions that are regularly brought to shareholders of listed public companies.

Action to be taken

The Board recognizes the importance of the AGM to shareholders and is keen to ensure that you are able to engage with the business of the meeting. We encourage you to attend the AGM for an opportunity to communicate with the Directors and to vote on the proposed resolutions.

Should you be unable to attend the AGM in person, you can appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at the meeting.

Details of how to appoint a proxy are set out in the notes to the Notice on pages 12 to 14. To be valid, your proxy appointment form or instruction must be received at the address specified in the notes to the Notice by no later than

11.00am on Tuesday May 2, 2023. If you appoint the Chair of the AGM as your proxy, the Chair will vote in accordance with your instructions. If the Chair is given discretion as to how to vote, they will vote in favor of each of the resolutions to be proposed at the AGM. All proposed resolutions will be put to a vote on a poll.

Shareholders can submit any questions relating to the business of the AGM to the Board in advance of the meeting by sending an email to cosec@indivior.com. The Company will respond before the proxy appointment deadline to those questions received by midday on April 27, 2023. Shareholders are also encouraged to check the Company's website (www.indivior.com/en/investors/shareholder-information) where the answers to frequently asked questions will be posted.

Recommendation

The Directors consider that each of the proposed resolutions set out in the Notice is in the best interests of the Company and its shareholders and most likely to promote the success of the Company for the benefit of members as a whole. Accordingly, my fellow Directors and I unanimously recommend that shareholders vote in favor of those resolutions, as we each intend to do in respect of our own beneficial shareholdings in the Company (save in respect of those resolutions in which we are interested).

Yours faithfully,

Graham Hetherington
Chair

March 24, 2023

Indivior PLC, 234 Bath Road,
Slough, Berkshire, SL1 4EE
Company registration number: 09237894



At the Marlborough Theatre, No. 11 Cavendish Square, London W1G 0AN.

Transportation

By underground: Oxford Circus, Bond Street.

By train: Marylebone, Paddington.

By bus: 3, 6, 7, 8, 10, 12, 13, 15, 23, 25, 55, 73, 88, 94, 98, 113, 137, 139, 159, 176, 189, 390, 453, C2

By car: Cavendish Square Car Park, Harley Street Car Park (enter from Chandos Street)

Up to date travel information can be obtained from Transport for London at:
www.tfl.gov.uk

Telephone: 0343 2221234

Notice is hereby given that the Annual General Meeting of Indivior PLC ('Indivior' or the 'Company') will be held on Thursday, May 4, 2023 at 11.00am at the Marlborough Theatre, No. 11 Cavendish Square, London W1G 0AN to transact the following business.

Resolutions 1 to 18 will be proposed as Ordinary Resolutions and Resolutions 19 to 23 will be proposed as Special Resolutions. Voting on all resolutions will be by way of a poll.

Report and Accounts

1. To receive the Company's audited accounts and the reports of the Directors and the Auditor for the year ended December 31, 2022.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy which was approved at the 2021 AGM) for the year ended December 31, 2022.

Re-election of Directors

3. To elect Barbara Ryan as a Director.
4. To re-elect Peter Bains as a Director.
5. To re-elect Mark Crossley as a Director.
6. To re-elect Graham Hetherington as a Director.
7. To re-elect Jerome Lande as a Director.
8. To re-elect Joanna Le Couilliard as a Director.
9. To re-elect Dr A. Thomas McLellan as a Director.
10. To re-elect Lorna Parker as a Director.
11. To re-elect Daniel J. Phelan as a Director.
12. To re-elect Ryan Preblich as a Director.
13. To re-elect Mark Stejbach as a Director.
14. To re-elect Juliet Thompson as a Director.

Re-appointment and remuneration of Auditor

15. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which the accounts are laid before the Company.
16. To authorize the Audit Committee of the Board to determine the remuneration of the Auditor.

Political donations and political expenditure

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 2024, 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

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 \$45,433,801; and
 - b. up to a further aggregate nominal amount of \$22,716,901 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 other matter, such authority to apply until the close of business on June 30, 2024 or, if earlier, until the conclusion of the Company's AGM to be held in 2024, 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.

Disapplication of pre-emption rights

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 generally 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, as if section 561(1) of the Companies Act 2006 did not apply to the allotment. This power:
- a. expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on June 30, 2024), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
 - b. shall be limited to:
 - i. the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority given under paragraph (b) of Resolution 18 by way of a rights issue only):
 - (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,
 - and so 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 or any other matter arising in connection with such offer; and
 - ii. in the case of the authority given under paragraph (a) of Resolution 18 the allotment of equity securities (otherwise than pursuant to paragraph (b)(i) and paragraph (b)(iii)) up to an aggregate nominal amount of \$13,649,779; and
 - iii. when any allotment of equity securities is or has been made pursuant to paragraph (b)(ii) (a paragraph (b)(ii) allotment), the allotment of additional equity securities (also pursuant to the authority given under paragraph (a) of Resolution 18 up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (b)(ii) allotment, provided that any allotment pursuant to this paragraph (b)(iii) is for the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of the meeting; and
 - c. applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 18' were omitted.
20. THAT, subject to the passing of Resolution 18 above and in addition to any power given to them pursuant to Resolution 19, the Directors be generally 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, as if section 561(1) of the Companies Act 2006 did not apply to the allotment. This power:
- a. expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on June 30, 2024), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
 - b. in the case of the authority given under paragraph (a) of Resolution 18 shall be limited to:
 - i. the allotment of equity securities (otherwise than pursuant to paragraph (b)(ii)) up to an aggregate nominal amount of \$6,815,752, provided that the allotment is for the purposes of financing (or refinancing, if the power is used within twelve months of the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of the notice of the meeting; and

- ii. when any allotment of equity securities is or has been made pursuant to paragraph (b)(i) (a paragraph (b)(i) allotment), the allotment of equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (b)(i) allotment, provided that any allotment pursuant to this paragraph (b)(ii) is for the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of the meeting; and
- c. applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 18' were omitted.

Authority to purchase own shares

- 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 13,631,504;
 - 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 trading venue(s) where the purchase is carried out;
 - d. this authority will expire at the close of business on June 30, 2024 or, if earlier, at the conclusion of the Company's AGM in 2024, 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

- 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.

Articles of Association

- 23. THAT the articles of association produced to the meeting (and for the purposes of identification signed by the Chair of the meeting) be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the company with effect from the effective time of the additional listing of the Company's ordinary shares on the NASDAQ Stock Market.

By order of the Board

Kathryn Hudson
Company Secretary

March 24, 2023

Indivior PLC, 234 Bath Road,
Slough, Berkshire, SL1 4EE
Company registration number: 09237894

Notes to the Resolutions

Resolutions 1 to 18 are to be proposed as Ordinary Resolutions. This means that for each of those resolutions to be passed, more than half of the total voting rights of members who vote must be in favor of the resolution. Resolutions 19 to 23 are to be proposed as Special Resolutions. This means that for each of those resolutions to be passed, not less than three-quarters of the total voting rights of members who vote must be in favor of the resolution. An explanation for each resolution is set out below.

Ordinary Resolutions

Resolution 1 – Report and Accounts

Resolution 1 asks shareholders to receive the Company's reports and accounts for the financial year which ended on December 31, 2022. These include both the consolidated accounts and Indivior's stand-alone accounts, together with the strategic report and the other reports of the Directors and of the Auditor. These are all contained in the Annual Report and Accounts 2022.

Resolution 2 – Directors' Remuneration Report

Resolution 2 seeks shareholder approval of the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy. The vote on Resolution 2 is advisory in nature, meaning that payments and benefits made or promised to Directors would not have to be repaid or withheld should the resolution not be passed. The Directors' Remuneration Report can be found on pages 103 to 123 of the Annual Report and Accounts 2022 and gives details of the Directors' remuneration for the year ended December 31, 2022.

The Company's Auditor, PricewaterhouseCoopers LLP, has audited those parts of the Directors' Remuneration Report that are required to be audited and their report can be found on pages 130 to 140 of the Annual Report and Accounts 2022.

Resolutions 3 to 14 – Re-election of Directors

Resolutions 3 to 14 relate to the election and re-election of each of the Company's Directors.

The Company's Articles of Association require any person who has been appointed as a Director by the Board of Directors since the date of the Company's last AGM to retire at the next AGM following their appointment. Barbara Ryan was appointed as a Director in June 2022 and, consequently, she will retire from office at the 2023 AGM and will stand for election by the Company's shareholders. The Board unanimously recommends the election of Barbara Ryan by shareholders at the AGM.

The Company's Articles of Association require any Director who held office at the time of the two preceding AGMs and who did not retire at either of them to retire at the next AGM. Additionally, any Non-Executive Director who has held office for nine years or more at the date of the meeting is required to retire.

Notwithstanding the provisions of the Company's Articles, the Board has determined that each of the remaining Directors shall also retire from office at the 2023 AGM in accordance with the UK Corporate Governance Code 2018. Each of the Directors intends to submit themselves for annual re-election by shareholders.

Each of the Directors who are seeking re-election have been, and continue to be, effective members of the Board and demonstrate commitment to their role and responsibilities. The Board believes that the considerable and wide-ranging experience of its Directors will continue to be invaluable to the Company.

Resolution 3 - Barbara Ryan – Independent Non-Executive Director

Barbara was appointed a Non-Executive Director in June 2022. Prior to founding Barbara Ryan Advisors, a capital markets and communications firm in 2012, she covered the U.S. Large Cap Pharmaceutical Industry for more than 30 years as a Wall Street sell-side research analyst. Barbara is also the Founder of Fabulous Pharma Females, a non-profit organization whose mission is to advance women in the biopharmaceutical industry. She has deep experience in equity and debt financings, M&A, valuation, SEC reporting, financial analysis and corporate strategy across a broad range of life sciences companies.

Other current appointments:

- › Ernst & Young: Senior Advisor
- › INVO Bioscience, Inc.: Non-Executive Director
- › MiNK Therapeutics, Inc.: Non-Executive Director
- › OcuTerra Therapeutics, Inc.: Board Member

Board Committees:

- › Audit Committee
- › Science & Policy Committee

Resolution 4 - Peter Bains – Independent Non-Executive Director

Peter was appointed a Non-Executive Director in August 2019. He has over 30 years of experience in the pharmaceutical and biotechnology industries, including a 23-year career at GlaxoSmithKline where he held numerous senior operational and strategic roles. Peter's background provides international experience and a deep commercial understanding of sustained delivery coupled with investment appraisal and contracting. The Board values his experience in understanding the risks and opportunities present in these industries.

- › Sosei Group Corporation: Chief Executive Officer
- › Syngene International: Chief Executive Officer Other current appointments:
- › ILC Therapeutics Limited: Non-Executive Chair
- › Biocon Limited: Non-Executive Director
- › MiNA Therapeutics Limited: Chief Business Officer (part-time role)
- › Apterna Limited: Non-Executive Director

Board Committees:

- › Science & Policy Committee (Chair)
- › Remuneration Committee

Resolution 5 - Mark Crossley – Chief Executive Officer

Mark was appointed Chief Executive Officer in June 2020. He was appointed to the Board in February 2017 and served as Chief Financial Officer between 2017 and 2019 and as Chief Financial & Operations Officer between 2019 and 2020. Mark has a wealth of financial and pharmaceutical industry experience and knowledge. His extensive career experience across multiple disciplines covering strategy, finance, information technology and systems, treasury, supply and procurement allows him to bring a valuable perspective to the Board. This, complemented with an understanding of the risks and opportunities within the pharmaceutical industry, is highly valued by the Board.

- › Indivior: Chief Strategy Officer
- › Reckitt Benckiser Pharmaceuticals Inc.: Global Finance Director
- › Procter and Gamble: Associate Director Corporate Portfolio Finance
- › Procter and Gamble: Associate Director Female Beauty Strategy & Business Planning

Other current appointments: None

Board Committees: None

Resolution 6 - Graham Hetherington – Chair

Graham was appointed a Non-Executive Director in November 2019 and Chair of the Board in November 2020. He brings substantial financial and industry experience having served as Chief Financial Officer of two FTSE 100 companies. Graham has a wide knowledge of international financial management and planning, including M&A and audit and risk management, coupled with an in-depth understanding of the US market. This broad mix of skills and experience allows him to make an effective and valuable contribution to the Board. Graham is a Fellow of the Chartered Institute of Management Accountants (CIMA).

- › BTG plc: Non-Executive Director & Senior Independent Director
- › Shire plc: Chief Financial Officer
- › Bacardi and Company: Chief Financial Officer
- › Allied Domecq plc: Chief Financial Officer

Other current appointments: None

Board Committees:

- › Nomination & Governance Committee (Chair)
- › Remuneration Committee

Resolution 7 - Jerome Lande – Non-Executive Director

Jerome was appointed a Non-Executive Director in March 2021. He has over 20 years of experience as a professional investor, including substantial investing in medical device, pharmaceutical and healthcare services companies. He currently serves as Partner and Deputy Chief Investment Officer at Scopia Capital Management. Jerome co-founded Coppersmith Capital Management, where he was managing partner and portfolio manager until it combined with Scopia in 2016. Jerome became a Non-Executive Director in connection with the Relationship Agreement between the Group and Scopia.

- › MCM Capital Management, LLC: Partner
- › Forest City Realty Trust, Inc.: Director

Other current appointments:

- › CONMED Corporation: Non-Executive Director
- › Itron, Inc.: Non-Executive Director

Board Committees:

- › Nomination & Governance Committee

Resolution 8 - Joanna Le Couilliard – Independent Non-Executive Director

Jo was appointed a Non-Executive Director in March 2021 and has recently been appointed as Chair of the Remuneration Committee, with effect from October 1, 2023. She is a healthcare industry veteran with 25 years of healthcare management experience gained in Europe, the US and Asia. Much of her career has been in pharmaceuticals at GlaxoSmithKline where, amongst other roles, she headed the US vaccines business and Asia Pacific Pharmaceuticals business and led a program to modernize the commercial model. Jo is a Chartered Accountant holding an ACA from the Association of Chartered Certified Accountants.

- › BMI Healthcare: Chief Operating Officer
- › Frimley Park NHS Foundation Trust: Non-Executive Director
- › Cello Health PLC: Non-Executive Director (2018-2020)
- › Duke NUS Medical School in Singapore: Non-Executive Director

Other current appointments:

- › Niox Group plc (formerly Circassia Group plc): Non-Executive Director
- › Alliance Pharma plc: Non-Executive Director
- › Recordati S.p.A.: Non-Executive Director
- › Circassia Group Plc: Non-Executive Director

Board Committees:

- › Audit Committee
- › Remuneration Committee

Resolution 9 - Dr A. Thomas McLellan – Independent Non-Executive Director

Tom was appointed a Non-Executive Director in November 2014. He has extensive experience in the field of addiction, which spans more than 40 years as a career researcher in the treatment of and policy-making around substance use and abuse. This experience enables him to contribute valuable insight and perspective to his work on the Science & Policy Committee, which can have a material impact on the operating context within a regulatory and political environment. Tom was the principal developer of the Addiction Severity Index (ASI) and Treatment Services Review (TSR), among the most widely used substance abuse assessment instruments globally. He has published over 650 articles and chapters on addiction research and has received a range of Life Achievement Awards, including from the American, Swedish, Italian and British Societies of Addiction Medicine and the American Public Health Association.

- › Treatment Research Institute (TRI): Co-founder (1992), CEO and Chairman
- › White House Office of National Drug Control Policy: Deputy Director

Other current appointments:

- › Recover Together, Inc.: Director
- › Several Editorial Boards of Scientific Journals
- › Shatterproof Foundation: Scientific Advisor
- › Cytogel Pharma: Scientific Advisor

Board Committees:

- › Nomination & Governance Committee
- › Science & Policy Committee

Resolution 10 - Lorna Parker – Independent Non-Executive Director

Lorna was appointed a Non-Executive Director in November 2014. She will retire from the Board on September 30, 2023.

Lorna has over 26 years of executive search, management assessment and board consulting experience, and UK-listed company experience. She provides strong leadership on governance matters including succession planning. Her experience and insight in collating and understanding wide-ranging views contribute to making her an invaluable source of knowledge for the Board. As an advisory partner at Manchester Square Partners, and as an independent consultant, Lorna conducts board effectiveness reviews for FTSE 100 companies.

- › CVC Capital Partners: Senior Advisor
- › Future Academies: Director
- › BC Partners: Senior Advisor
- › Spencer Stuart: Partner leading the private equity practice across Europe and the global legal search practice group

Other current appointments:

- › PAI Partners SAS: Supervisory Board Member
- › Royal Horticultural Society: Trustee
- › National Opera Studio: Trustee
- › Manchester Square Partners: Advisory Partner

Board Committees:

- › Nomination & Governance Committee
- › Remuneration Committee

Resolution 11 - Daniel J. Phelan – Independent Non-Executive Director

Dan is the Senior Independent Director and Designated Non-Executive Director for Workforce Engagement. He was appointed to the Board in November 2014. Dan will retire from the Board on September 30, 2023.

Dan possesses over 30 years of pharmaceutical and executive management experience, including extensive experience dealing with executive remuneration matters. Having overseen and led operational teams, Dan brings valuable perspectives regarding people, leadership and development coupled with a wide-ranging knowledge of inclusion and diversity, thereby bringing a cultural focus to the Board. He is conscious of the value of shareholder engagement. Dan is an active and knowledgeable Chair of the Remuneration Committee.

- › Rutgers University Board of Trustees: Member
- › Computer Sciences Corporation: Health Care & Life Sciences Advisory Board member
- › RiseSmart, Inc.: Advisory Board member
- › GlaxoSmithKline plc: Advisor to three CEOs and member of the Corporate Executive Team
- › TE Connectivity Ltd.: Director

Other current appointments:

- › GLG Institute: Advisor
- › Kraton Corporation: Non-Executive Director

Board Committees:

- › Remuneration Committee (Chair)
- › Nomination & Governance Committee

Resolution 12 - Ryan Preblich – Chief Financial Officer

Ryan was appointed Chief Financial Officer and Executive Director in November 2020, having served as Interim Chief Financial Officer since June 2020. He has been in a financial leadership capacity since joining Indivior in 2012 as U.S. Commercial Controller. Ryan has a wealth of financial and pharmaceutical industry knowledge and experience across multiple disciplines covering strategy, finance, information technology, commercial and supply, which allows him to bring a valuable perspective to the Board.

- › Indivior: Senior Vice President, Global Finance & Commercial Operations and Vice President, U.S. Finance
- › Altria Group, Inc.: Senior Manager, Financial Planning & Analysis
- › Honeywell International: Corporate Finance

Other current appointments: None

Board Committees: None

Resolution 13 - Mark Stejbach – Independent Non-Executive Director

Mark was appointed a Non-Executive Director in March 2021. He has over 30 years of experience in biotechnology and pharmaceuticals, including senior roles in a broad range of commercial functions including marketing, sales, economic affairs, managed care and finance. Mark most recently served as Senior Vice President and Chief Commercial Officer at Alkermes plc, a publicly traded global biopharmaceutical company, where he was responsible for building sales of Vivitrol from ~\$40m to ~\$300m.

- › Flexion Therapeutics, Inc.: Non-Executive Director
- › Tengion, Inc.: Chief Commercial Officer
- › EIP Pharma Inc.: Senior Commercial Advisor

Other current appointments: None

Board Committees:

- › Audit Committee
- › Science & Policy Committee

Resolution 14 - Juliet Thompson – Independent Non-Executive Director

Juliet was appointed a Non-Executive Director in March 2021 and has recently been appointed as Senior Independent Director with effect from October 1, 2023. She has over 30 years of finance, banking and board experience with significant focus on the healthcare sector. She is a proven FTSE 250 audit chair and a former investment banker who has spent her career advising pharmaceutical companies. Juliet played a leading role in setting up Code Securities, which was later acquired by Nomura (becoming Nomura Code). At Nomura Code, Juliet was a member of the Board and head of corporate finance, and as Managing Director worked on over 50 transactions including IPOs, secondary offerings, private placements and M&A. Juliet is a Chartered Accountant holding an ACA from the Association of Chartered Certified Accountants.

› Stifel: Head of life sciences and clean tech teams advising CEOs and CFOs in the healthcare sector (2013-2015)

› Vectura plc: Non-Executive Director (2017-2021)

› GI Dynamics: Non-Executive Director (2017-2020)

Other current appointments:

- › Novacyt SA: Non-Executive Director
- › Organox Limited: Non-Executive Director
- › Angle PLC: Non-Executive Director

Board Committees:

- › Audit Committee (Chair)
- › Nomination & Governance Committee

Resolutions 15 and 16 – Auditor re-appointment and remuneration

The Company is required to appoint an auditor at each general meeting at which accounts are presented, to hold office until the end of the next meeting of that type.

The Audit Committee has recommended to the Board the re-appointment of the Company's existing Auditor, PricewaterhouseCoopers LLP. The Audit Committee has confirmed that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on the Company limiting the choice of auditor. Accordingly, the Board proposes as Resolution 15 an ordinary resolution to re-appoint PricewaterhouseCoopers LLP as the Auditor.

Resolution 16 follows best practice in corporate governance by separately seeking authority for the Audit Committee to determine the Auditor's remuneration.

Resolution 17 – Political donations

Resolution 17 deals with the rules on political donations and expenditure contained in the Companies Act 2006. The definition of political donations and expenditure in this context is very wide and extends to donations and expenditure incurred in relation to bodies or activities concerned with policy review, law reform and the representation of the business community. It could also include special interest groups, such as those involved with the environment even though these activities are not designed to support or influence support for a particular political party. Whilst the Company and its UK subsidiaries do not intend to incur political expenditure nor make donations to political parties, political organizations or to independent election candidates, within the normal meaning of that expression, the Directors consider that it is in the best interests of the shareholders for the Company to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertently infringing the Companies Act 2006, the Directors are seeking authority for the Company and its UK subsidiaries to make political donations and to incur political expenditure during the period from the date of the AGM in 2023 to the end of the AGM in 2024 up to an aggregate amount of £50,000.

It is worth noting, however, that the Company's US subsidiaries do make political donations as defined under UK law. Donations by the Company's US subsidiaries are not permitted to exceed \$500,000.

Resolution 18 – Directors' authority to allot shares

Resolution 18 seeks authority under the Companies Act 2006 for Directors to allot ordinary shares in the capital of the Company. The Directors' existing allotment authority is due to expire at the 2023 AGM. The UK Investment Association's guidelines on Directors' authority to allot shares state that its members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital, provided that any amount in excess of one-third of the Company's issued share capital is only used to allot shares pursuant to a fully pre-emptive rights issue.

In light of these guidelines, the Board considers it appropriate that Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of \$45,433,801 representing two-thirds or approximately 67% of the Company's issued ordinary share capital as at March 1, 2023 (the latest practicable date prior to publication of this document).

Of this amount, a nominal amount of \$22,716,901 (representing one-third or approximately 33% of the Company's issued ordinary share capital) can only be allotted pursuant to a rights issue. The authority will last until the close of business on June 30, 2024 or, if earlier, until the conclusion of the Company's 2024 AGM. The Directors have no present intention to allot new ordinary shares other than to fulfil the Company's obligations under its executive and employee share plans. As at March 1, 2023 the Company held no ordinary shares in Treasury.

Special Resolutions

Resolutions 19 and 20 – Disapplication of pre-emption rights

If the Directors wish to allot shares, or grant rights to subscribe for, or convert securities into, shares, or sell treasury shares, for cash (unless pursuant to an employees' share scheme), they must first offer them to existing shareholders in proportion to their holdings. There may be occasions when the Directors need the flexibility to finance business opportunities by allotting shares without a pre-emptive offer to existing shareholders, and this can be done if the shareholders have first given a limited waiver of their pre-emption rights.

Resolution 19 and Resolution 20 ask shareholders to grant this limited waiver. The resolutions will be proposed as special resolutions.

Resolution 19 contains a three-part waiver. The first part is limited to the allotment of shares for cash on a pre-emptive basis to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders. The second part is limited to the allotment of shares for cash up to an aggregate nominal value of \$6,815,752 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents less than /approximately 10% of the Company's issued ordinary share capital as at March 1, 2023 (the latest practicable date before the publication of this document). The third part applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the second waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the second waiver. The follow-on offer must be determined by the Directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles.

The waiver granted by Resolution 20 is in addition to the waiver granted by Resolution 19 and itself has two parts. The first part is limited to the allotment of shares for cash up to an aggregate nominal value of \$6,815,752 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents a further 10% (approximately) of the Company's issued ordinary share capital as at March 1, 2023 (the latest practicable date before the publication of this document). The first part of the waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within twelve months of the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the Pre-emption Group's 2022 Statement of Principles. The second part of the waiver applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the first part of the waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the first waiver. The follow-on offer must be determined by the Directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles.

If the resolutions are passed, the waivers will expire at the conclusion of the AGM in 2024 or, if earlier, the close of business on June 30, 2024.

Resolution 21 – Authority to purchase own shares

Resolution 21 will authorize the Directors to make market purchases of the Company's own ordinary shares pursuant to sections 693 and 701 of the Companies Act 2006. The authority limits the number of ordinary shares that could be purchased up to a maximum of 13,631,504 ordinary shares (equivalent to approximately 10% of the Company's issued ordinary share capital as at March 1, 2023, being the latest practicable date prior to publication of this document) and sets a minimum and maximum price for such market purchases. This authority will expire at the close of business on June 30, 2024 or, if earlier, at the conclusion of the Company's AGM in 2024.

The Company may consider holding any of its own ordinary shares which it purchases pursuant to the authority conferred by this resolution as Treasury shares. This would allow the Company to sell ordinary shares out of Treasury. No dividends will be paid on any ordinary shares held in Treasury and no voting rights will attach to such shares. It will also be possible for the Company to transfer shares out of Treasury pursuant to an employees' share scheme. As at the latest practicable date prior to publication of this document, the Company held no ordinary shares in Treasury.

As at March 1, 2023 (the latest practicable date prior to the publication of this document), there were awards and options to subscribe for 8,039,510 ordinary shares in the capital of the Company representing 5.9% of the Company's issued share capital. If the authority to purchase the Company's ordinary shares (both existing and being sought in Resolution 21) were to be exercised in full, these awards and options would represent 6.55% of the Company's issued share capital.

The Directors have no present intention of exercising this authority to purchase the Company's shares but will keep the matter under review. The Directors will use this authority to purchase shares only after careful consideration (taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company). Further, the Directors intend to use this authority to buy back shares only if they believe that to do so would have a positive effect on earnings per share and would be in the best interests of the Company and its shareholders taken as a whole.

Resolution 22 – Notice of general meetings

Resolution 22 is a special resolution to allow the Company to hold general meetings, other than AGMs, on not less than 14 clear days' notice. Under the Companies Act 2006 the minimum notice period for listed company general meetings is 21 clear days unless (i) shareholders approve a shorter notice period, which cannot be less than 14 clear days and (ii) the Company offers the facility for all shareholders to vote by electronic means. The current authority will expire at the Company's AGM in 2023 and the Company would like to renew this authority.

The Board is therefore proposing Resolution 22 as a special resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval will be effective until the Company's next AGM in 2024. The shorter notice period would not be routinely used. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time-sensitive and whether it is thought to be to the advantage of shareholders as a whole.

Resolution 23 – Articles of Association

Resolution 23 is a special resolution, which seeks approval to adopt new articles of association (the 'New Articles') in connection with (and conditional upon the effectiveness of) the Company's proposed additional listing of its ordinary shares on the NASDAQ Stock Market.

The following updates to the Company's existing articles of association are proposed to be made under the New Articles:

- a. amending the quorum requirements for general meetings so as to require at least two or more persons entitled to vote at least one-third of the Company's issued ordinary shares to be present at a general meeting in order to align with the quorum requirements for shareholder meetings under the NASDAQ listing rules; and
- b. including express provisions permitting the Company to utilize and rely on the notice-and-access method of delivering shareholder meeting materials, soliciting proxies and receiving voting instructions from shareholders as adopted by the US Securities and Exchange Commission in line with the market practice of US listed companies. Pursuant to the notice-and-access method, shareholders are provided with access to shareholder meeting materials on the internet instead of receiving printed copies (unless printed copies are requested), allowing the Company to save time, lower costs of delivery and reduce the Company's environmental impact. The Company intends to provide further information and instructions to shareholders should it wish to start utilizing the notice-and-access method in the future and will ensure that it does so in a manner that is compliant with the applicable requirements of the Companies Act 2006.

A copy of the New Articles marked up to show all the proposed changes to the existing articles of association are available for inspection, as noted on page 5 of this document.

Notes

Entitlement to attend and vote

1. Entitlement to attend and vote at the AGM, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at the close of business on Tuesday May 2, 2023 or, if the meeting is adjourned, at the close of business on the day which is two working days before the day of the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

Attendance

2. To facilitate entry to the meeting, members are requested to bring with them the attendance slip which is attached to the Form of Proxy. Alternatively, an attendance slip may be downloaded from www.investorcentre.co.uk/eproxy. Registration shall be open from 10.30am at the Marlborough Theatre, No. 11 Cavendish Square, London W1G 0AN.

Proxies

3. If you are a member of the Company at the time set out in Note 1 above, you are entitled (subject to the Company's Articles of Association) to appoint a proxy to exercise all or any of your rights to attend and to speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy which is enclosed with this Notice. If you are a Nominated Person, please see Note 16 below.
4. A proxy need not be a shareholder of the Company, but the proxy must attend the AGM to represent you. Your proxy could be the Chair or any other person who has agreed to represent you. Details of how to appoint the Chair of the Meeting or another person as your proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the AGM, you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.
5. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
6. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register.
7. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. You may not appoint more than one proxy to exercise rights attached to any one share. A space has been included in the Form of Proxy to allow members to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the Form of Proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares.

Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's Registrars, Computershare Investor Services PLC, on +44 (0) 370 707 1820 for additional Forms of Proxy, or you may photocopy the Form of Proxy provided with this document indicating on each copy the name of the proxy you wish to appoint and the number of ordinary shares in the Company in respect of which the proxy is appointed. All Forms of Proxy should be returned together in the same envelope. Where you wish to appoint more than one proxy, failure to specify the number of ordinary shares in the Company in respect of which each proxy is appointed or specifying more ordinary shares than you hold will result in the proxy appointments being invalid.

8. The notes on the Form of Proxy explain how to direct your proxy to vote on the resolutions or withhold their vote. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or withhold the vote at his or her discretion. Your proxy will vote (or withhold the vote) as he or she thinks fit in relation to any other matter which is put before the AGM.
9. To appoint a proxy either:
 - a. the enclosed Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be completed and deposited with the Company's Registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, UK. In the case of a member which is a company, the Form of Proxy should either be sealed by that company or signed by someone authorized to sign it; or
 - b. a proxy appointment must be lodged online using Computershare's eProxy service in accordance with Note 10 below or (in the case of an institutional investor) using the Proxymity platform in accordance with Note 11 below; or
 - c. a proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Notes 12 to 14 below,

in each case so as to be received by no later than 11.00am on Tuesday May 2, 2023 or, if the meeting is adjourned, by no later than 48 hours (excluding any part of a day that is not a working day) before the time of the holding of the adjourned meeting. If lodging a proxy instruction electronically, there is no need to return a hard-copy Form of Proxy.

Proxy appointment via eProxy service

10. Computershare's eProxy service, also known as Electronic Proxy Appointment, is a fast and secure online system for lodging proxy instructions. It offers members an efficient alternative to returning a paper Form of Proxy. In order to lodge a proxy instruction electronically, members should access www.investorcentre.co.uk/eproxy.

For security purposes, members will need to provide their Control Number, Shareholder Reference Number (SRN) and Personal Identification Number (PIN) to validate the submission of their proxy online. The Control Number, SRN and PIN numbers are shown on the printed Form of Proxy.

Proxy appointment via Proxymity platform

11. A member that is an institutional investor may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Before appointing a proxy via this platform, members will need to have agreed to Proxymity's associated terms and conditions. It is important that members read these carefully as they will be bound by them and they will govern the electronic appointment of a proxy.

Proxy appointment via CREST

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
13. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in Note 9 above.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

After this time any change of instructions to a proxy appointed through CREST should be communicated to them by other means.

14. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Changing and revoking proxy instructions

15. Members may change their proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any amended proxy appointments received after the relevant cut-off time will be disregarded.

Where a member has appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, the member should contact Computershare in any of the ways specified in Note 24 below.

If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

A member may revoke a proxy instruction by informing the Company in writing by sending a signed hard-copy notice clearly stating the member's intention to revoke the proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, UK. In the case of a member that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Computershare Investor Services PLC by no later than 11.00am on Tuesday May 2, 2023 or, if the meeting is adjourned, by no later than 48 hours (excluding any part of a day that is not a working day) before the time of the holding of the adjourned meeting. If a member attempts to revoke a proxy appointment but the revocation is received after the time specified, the original proxy appointment will remain valid.

Nominated persons

16. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ('Nominated Persons'). Nominated Persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy.

Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights. The main point of contact in terms of the investment of Nominated Persons in the Company remains the member who holds shares on their behalf (or the custodian or broker of the Nominated Person). All queries relating to the personal details or investment of Nominated Persons should be directed to the relevant member and not the Company. The only exception is where the Company expressly requests a response to communications from a Nominated Person.

Corporate representative

17. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

Poll voting

18. All resolutions contained in this Notice will be put to a vote on a poll. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Poll voting is in line with practice adopted by many UK public companies. Holders of ordinary shares who are entitled to attend and vote at general meetings of the Company have one vote in respect of each share on a poll. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and announced via a Regulatory Information Service once the votes have been counted and verified.

Questions

19. Each member has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered. Members who wish to ask questions relating to the business of the AGM can do so by attending the AGM or by sending their questions in advance of the meeting by email to cosec@indivior.com. To ensure that a response is received before the AGM, members should submit their questions by midday on April 27, 2023. The Company will publish a list of the questions asked on the Company's website (www.indivior.com/en/investors/shareholder-information) as soon as reasonably practicable after the conclusion of the meeting. Please note that there will be no ability to operate a live poll so votes will need to be registered in advance.

Members' rights

20. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on a website setting out any matter relating to (a) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the meeting; or (b) any circumstances connected with an Auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Any statement placed on the website under section 527 of the Companies Act 2006 must also be sent to the Company's Auditor no later than the time the Company makes such statement available on the website. The business which may be dealt with at the meeting includes any such statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Conduct of the meeting

21. We ask all those present at the meeting to facilitate the orderly conduct of the meeting and reserve the right, if orderly conduct is threatened by a person's behavior, to require that person to leave. For security reasons, all hand luggage may be subject to examination prior to entry to the meeting. Cameras, tape recorders, laptop computers and similar equipment may not be taken into the meeting.

Additional information

22. A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at www.indivior.com.
23. Copies of Directors' service contracts with the Company and the terms and conditions of the Non-Executive Directors' appointment are available for inspection at the Company's registered office at any time during normal business hours on weekdays, (Saturdays, Sundays and public holidays excepted) up to and including the day of the AGM and at the venue for the AGM from 10.45am on May 4, 2023 until the conclusion of the AGM. The New Articles, showing the changes to the current articles proposed in resolution 23, are available for inspection on the national storage mechanism from the date of this notice and will be available at the venue of the AGM from 15 minutes before the AGM until it ends. So that appropriate arrangements can be made for any requests to inspect documents, shareholders are requested to email cosec@indivior.com in advance to ensure that access can be arranged.

Communication

24. Except as provided above, a member who has queries about their shareholding, voting, the appointment of a proxy, accessing the online facility or who requires any other assistance should use the following means of communication (no other methods of communication will be accepted):
- by calling our shareholder helpline on +44 (0) 370 707 1820; or
 - in writing to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ; or
 - online at www.investorcentre.co.uk

Members may not use any electronic address provided either in this Notice; or any related documents (including the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

Total voting rights

25. The total number of issued ordinary shares in the Company on March 1, 2023, which is the latest practicable date before the publication of this document, were 136,315,035. Therefore, the total number of votes exercisable as at March 1, 2023 were 136,315,035.

The Company's website will include information on the total number of issued shares and voting rights after the date of the publication of this document.

All references to times in this Notice are to UK time.



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Registered in England & Wales
Company number 09237894