

Indivior PLC

Schedule of Matters Reserved for the Board

SCHEDULE OF RESERVED MATTERS FOR THE BOARD

Strategy

1. Approval of Group strategic aims and objectives and review of performance against those aims and objectives.
2. Approval of the Company's annual budgets and corporate plans.

Structure and capital

3. Approval of major changes to the Group's capital structure, including issues of securities (except those issued in connection with employee share plans) and any purchase/redemption of securities (including the use of treasury shares).
4. Any changes to the Company's listing or its status as a plc.

Financial reporting and controls

5. Approval of the preliminary announcement of final results, the half-yearly report and quarterly financial results announcements.
6. Approval of the annual report and accounts including the Strategic report, the corporate governance report and directors' remuneration report.
7. Approval of the Company's dividend policy, declaration of any interim dividend and recommendation of the final dividend.
8. Approval of any significant change in accounting policies or practices.
9. Treasury policies and risk management policies.
10. Foreign currency transactions beyond normal trading requirements (i.e. forward purchases to meet trading forecasts over the next 18 months).
11. Any increase in, or significant variation in the terms (other than arising from changes in interest rates) of, the borrowing facilities available to the Group.

Capital expenditure, acquisitions and divestments

12. Making or responding to any takeover bid subject to the City Code on Takeovers and Mergers.
13. Acquisitions/disposals of private companies or businesses not within the City Code on Takeovers and Mergers, subject to the following level of delegated authority:

Chief Executive Officer: Up to \$50 million
14. Capital expenditure projects outside the scope of the approved annual budgets and corporate plans, subject to the following levels of delegated authority:

Chief Executive Officer: Up to \$50 million

(Note: the acquisition of leasehold premises or leased equipment is subject to the same limits based on the discounted value of projected lease payments).
15. Transactions of subsidiaries within the same constraints detailed in 13 and 14 above.

Communication

16. Approval of all circulars to holders of the Company's securities or prospectuses and recommendations in respect of any matters which may be submitted to holders of the Company's securities in accordance with statutory, FCA or London Stock Exchange requirements or the Company's Articles of Association.

Board membership and other appointments

17. Board appointments or removals (including the selection of the Chairman of the Board, the Chief Executive Officer and the Senior Independent Director), remuneration arrangements and termination payments.
18. The appointment or dismissal of the Company Secretary.
19. The appointment or dismissal of the VP. Corporate Compliance or Chief Compliance Officer.
20. Membership and chairmanship of the board committees following recommendation from the Nomination & Governance Committee.
21. Succession planning for the Board and senior management (Executive Committee).
22. Making recommendations to shareholders about the appointment, re-appointment or removal of the Group's external auditors, following recommendations from the Audit Committee.

Remuneration

23. Review and approval of recommendations of the Remuneration Committee.
24. Approval of the fees of the non-executive directors.

Delegation of authority

25. The division of responsibilities between the Chairman and the Chief Executive Officer (which are set out in writing).
26. Establishing and determining the terms of reference of board committees and approving any amendments thereto and receiving reports and recommendations from the committees.

Corporate governance matters

27. Undertaking a formal and rigorous annual review of the Board's performance and that of its committees and individual directors.
28. Approval of directors' conflicts of interest upon recommendation of the Nomination & Governance Committee.

Policies

29. Approval of material Group policies including, but not limited to, the Code of Business Conduct, the Dealing Code and Group-Wide Dealing Policy.

Other

30. Appointment of advisers in relation to any matters reserved for the Board.
31. Approval of the charitable donations policy. No political donations will be made directly by the Company or its UK subsidiary companies.

(Note: the Company's US subsidiaries do make "political donations" as defined under UK law but are not subject to that law. Donations by its US subsidiaries will not exceed US\$500,000).