

Indivior PLC (the 'Company')
Poll results of 6th Annual General Meeting ('AGM') - May 7, 2020

The Company announces the voting results of its AGM, held earlier today at the Company's Registered Office 234 Bath Road, Slough, Berks, SL1 4EE. All resolutions were duly passed by shareholders by way of a poll.

Details of each resolution are set out in the Notice of Meeting circulated to shareholders on 13 March 2020 (and available on the Company's website at <http://www.indivior.com/shareholders/shareholder-communications/>).

The voting results, incorporating proxy votes lodged in advance of the AGM are set out below and will be made available on the Company's website at <http://www.indivior.com/shareholders/shareholder-communications/>.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of ISC VOTED ¹	VOTES WITHHELD ²
1. To receive the Company's audited accounts and reports of the Directors and the Auditor for the year ended December 31, 2019.	542,483,170	99.80	1,064,533	0.20	543,547,703	74.21	8,704,887
2. To approve the Directors' Remuneration Report for the year ended December 31, 2019.	335,155,904	76.10	105,280,675	23.90	440,436,579	60.13	111,815,212
3. To re-appoint Howard Pien as a Director.	448,463,696	99.11	4,045,572	0.89	452,509,268	61.78	99,743,013
4. To re-appoint Shaun Thaxter as a Director.	456,085,639	99.61	1,799,629	0.39	457,885,268	62.52	94,365,916
5. To re-appoint Peter Bains as a Director.	455,409,729	99.47	2,447,777	0.53	457,857,506	62.51	94,395,085
6. To re-appoint Mark Crossley as a Director.	449,250,050	98.11	8,636,599	1.89	457,886,649	62.52	94,365,632
7. To re-appoint Graham Hetherington as a Director.	455,427,894	99.46	2,452,029	0.54	457,879,923	62.51	94,372,668
8. To re-appoint Dr A. Thomas McLellan as a Director.	453,818,128	99.11	4,061,273	0.89	457,879,401	62.51	94,373,190
9. To re-appoint Tatjana May as a Director.	456,131,473	99.62	1,745,451	0.38	457,876,924	62.51	94,375,667
10. To re-appoint Lorna Parker as a Director.	451,800,881	98.67	6,078,223	1.33	457,879,104	62.51	94,373,486

11. To re-appoint Daniel J. Phelan as a Director.	447,625,467	97.76	10,250,395	2.24	457,875,862	62.51	94,376,729
12. To re-appoint Daniel Tassé as a Director.	379,745,048	83.92	72,762,522	16.08	452,507,570	61.78	99,745,020
13. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company.	452,408,823	99.98	96,769	0.02	452,505,592	61.78	99,746,564
14. To authorize the Audit Committee of the Board to determine the remuneration of the Auditor.	552,191,069	99.99	35,967	0.01	552,227,036	75.40	25,120
15. To authorize the Company and any of its UK subsidiaries to make political donations and incur political expenditure.	551,428,594	99.87	712,659	0.13	552,141,253	75.38	108,164
16. That the Directors be generally and unconditionally authorized to allot shares in the Company up to an aggregate nominal amount of US\$24,413,611.	542,768,083	98.29	9,446,874	1.71	552,214,957	75.39	37,134
17. That the Directors be authorized to disapply pre-emption rights up to 5% of the issued capital.	552,043,116	99.98	136,426	0.02	552,179,542	75.39	73,049
18. That the Directors be authorized to disapply pre-emption rights up to an additional 5% for transactions which the Board determines to be an acquisition or other capital investment.	545,542,884	98.79	6,655,392	1.21	552,198,276	75.39	53,814
19. That the Company be generally and unconditionally authorized to make market purchases of its own ordinary shares.	544,126,726	98.82	6,496,803	1.18	550,623,529	75.18	1,629,061
20. That a general meeting other than an annual general meeting may be called on 14 clear days' notice.	538,699,569	97.55	13,532,721	2.45	552,232,290	75.40	19,825

Notes

1. As at the close of business on May 5, 2020, the total number of ordinary shares of US\$0.10 eligible to be voted at the AGM was 732,436,173. Therefore, the total voting rights in the Company as at that time was 732,436,173.
2. A note withheld is not a vote in law and is not counted in the calculation of the votes for or against a resolution.

Resolutions 1 to 16 were Ordinary Resolutions, requiring more than 50% of shareholders' votes to be cast in favour of the resolutions. Resolutions 17 to 20 were Special Resolutions requiring at least 75% of shareholders' votes to be cast in favour of the resolutions.

A copy of the special business resolutions will be submitted to the National Storage Mechanism and will be available to view at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> in due course.

Computershare Investor Services PLC acted as scrutineer of the poll on all resolutions.

While all resolutions were passed at today's AGM, the Board notes and has discussed the level of abstention in relation to certain resolutions and intends to engage in further dialogue with investors to fully understand the reasons for them.

Resolution 2

With respect to Resolution 2, approval of the Remuneration Report, we are pleased that 76.10% of shareholders voted in favour of this resolution, but are disappointed by the outcome of the vote.

We understand that some shareholders were concerned that executive remuneration with respect to the 2019 financial year was not completely aligned with the shareholder experience. Throughout its decision making, the Remuneration Committee remained focused on balancing the alignment of the shareholder experience with rewarding the operational performance of the business and advancement of the Group's long-term strategic objectives. As such, Long-Term Incentive Plan (LTIP) awards granted in March 2020 were reduced by 55% (from the amount permitted under the approved Remuneration Policy) and the Remuneration Committee exercised negative discretion and reduced outturn under the 2017-2020 LTIP to zero. This was the second consecutive year in which the Remuneration Committee exercised negative discretion in relation to incentive outcomes, having reduced the 2018 bonus outturn to zero.

We would like to thank the shareholders who have engaged with us and will consider the feedback we have received. We intend to engage further with our shareholders in order to understand the reasons behind this result.

In accordance with the UK Corporate Governance Code, an update on the views received from shareholders and the actions taken by the Company will be published within six months of today's meeting.

Resolution 12

With respect to Resolution 12, re-appointment of Daniel Tassé, we are pleased that 83.92% of shareholders voted in favour of this resolution.

We understand that some shareholders have observed Mr Tassé's other external commitments. Mr Tasse joined the Board on demerger and was appointed Senior Independent Director in 2016; he has excellent industry experience, is a strong contributor and has an exemplary attendance record. During 2019, Mr Tasse reduced his external commitments such that these are within institutional guidelines. The Board have considered Mr Tassé's external commitments as part of its review of the effectiveness and continued

contribution of all directors and is satisfied that Mr Tassé continues to devote sufficient time to effectively discharge his duties.

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