

Companies Act 2006 section 430(2B) Statement – Shaun Thaxter

The following statement is made by Indivior PLC (the ‘Company’) pursuant to section 430(2B) of the Companies Act 2006.

As announced on June 29, 2020, Shaun Thaxter stepped down from the Board of the Company and the role of Chief Executive Officer on June 29, 2020. He will receive the payments set out below (less any required tax withholdings).

All payments are in accordance with the terms of his service contract and the Company’s Remuneration Policy.

Salary, Benefits and Pension

1. Shaun Thaxter will receive \$846,300 in lieu of salary plus \$244,803.94 in lieu of benefits as a payment in lieu of notice in respect of his contractual twelve-month notice entitlement. These sums will be payable in a single payment following the termination of employment.
2. The Company will pay reasonable legal fees incurred in connection with advice in respect of Shaun Thaxter’s departure.

Annual Incentive Plan (‘AIP’)

3. As previously announced, there will be no bonus payment for 2020 under the AIP.
4. The conditional award over 488,656 shares granted under the Deferred Bonus Plan on March 13, 2020, will continue and vest on the normal vesting date (March 13, 2022).

Long-Term Incentive Plan (‘LTIP’)

5. Shaun Thaxter’s outstanding 2018, 2019 and 2020 awards granted under the LTIP will be treated in accordance with the rules of the LTIP, as follows:
 - a. The 2018 award over 729,617 shares will continue to vest in the ordinary course and will vest on March 9, 2021, subject to the satisfaction of the applicable performance conditions and a pro-rata reduction to reflect the period of employment during the applicable performance period. Following vesting, any shares received will be subject to a two-year holding period and will be released on March 9, 2023.
 - b. The 2019 award over 1,905,294 shares will continue to vest in the ordinary course and will vest on March 5, 2022, subject to the satisfaction of the applicable performance conditions and a pro-rata reduction to reflect the period of employment during the applicable performance period. Following vesting, any shares received will be subject to a two-year holding period and will be released on March 5, 2024.
 - c. The 2020 award over 3,046,085 shares will continue to vest in the ordinary course and will vest on March 9, 2023, subject to the satisfaction of the applicable performance conditions and a pro-rata reduction to reflect the period of employment during the applicable performance period. Following vesting, any shares received will be subject to a two-year holding period and will be released on March 9, 2025.
6. Shaun Thaxter’s vested but unexercised market-value option over 921,461 shares at an option price of 111p per share will remain exercisable for a period of twelve months following the termination of employment.

Shaun Thaxter will receive no payments by way of compensation for loss of office.

Full details of all payments made to and receivable by Shaun Thaxter will be disclosed in the Directors’ Remuneration Report within the Company’s Annual Report for the year ending December 31, 2020.