

Indivior PLC

Terms of Reference of the Science Committee

**SCIENCE COMMITTEE
TERMS OF REFERENCE**

A: PURPOSE AND DELEGATED AUTHORITY

- 1 The purpose of the Science Committee (the 'Committee') of the Board of Directors (the 'Board') of Indivior PLC (the 'Company') is to assist and advise the Board in the oversight of the Company's research and development strategy, pipeline, programs and policies.
- 2 The Board has delegated the authority set out in these terms of reference to the Committee. The Committee may sub-delegate any of its powers and authority as it thinks fit including instructing employees or creating sub-committees to review and report to it on specific issues.
- 3 The members of the Committee must, in fulfilling their responsibilities as set out hereunder, comply with their duty under section 172 of the Companies Act 2006 to act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, whilst having regard to the interests of employees, stakeholders and other matters as required by section 172.

B: MEMBERSHIP

- 4 Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least three non-executive directors, the majority of whom shall, in the judgement of the Board, have scientific research expertise.
- 5 The Board shall appoint a Committee Chair who should be an independent non-executive director. In the absence of the Committee Chair (or an appointed deputy), the remaining members present shall elect one of their numbers to chair the meeting.
- 6 Appointments to the Committee shall be for an initial period of three years, which may be extended for further periods of up to three years, provided that a member still meets the criteria for membership of the Committee.

C: ADMINISTRATION

Quorum and Attendees

- 7 The quorum for the Committee shall be two Committee members .
- 8 Only members of the Committee have the right to attend Committee meetings. However, the Committee may invite to its meetings other directors, management and other such persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may exclude from its meetings anyone with a personal interest in the matters to be discussed. The Committee should exercise independent judgement when evaluating the advice of external third parties and when receiving the views from other directors and management.

Secretary

- 9 The Company Secretary or his or her nominee shall act as Secretary of the Committee and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

Meetings

- 10 The Committee shall meet at least twice a year and otherwise as required.

D: DUTIES AND RESPONSIBILITIES

On behalf of and subject to Board approval, the Committee shall:

- 11 Review and advise the Board on the overall strategy, direction and effectiveness of the Company's research and development programs and on the Company's progress in achieving its long-term strategic research and development goals and objectives.
- 12 Identify and advise the Board and management on significant emerging trends and issues which are relevant to the success of the Company's research and development activities.
- 13 Review and make recommendations to the Board, its committees and management regarding scientific, medical and research and development aspects of Company transactions and projects (such as acquisitions, licences, investments, divestments, grants and collaborations), in accordance with the Company's policies and procedures as shall be in effect from time to time.
- 14 Assist the Board in its oversight of the Company's risk management in areas affecting or relating to the Company's IP and research and development.
- 15 Regularly review and make recommendations to the Board and management with respect to the Company's pipeline and IP portfolio.
- 16 Advise the Board regarding the scientific merit of transactions, projects and other ventures delegated to the Committee by the Board or otherwise brought before the Committee in accordance with Company policies and procedures as shall be in effect from time to time.
- 17 Review and make recommendations on such other topics as determined by the Board.

E: REPORTING

- 18 The Chair of the Committee shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken. Minutes of meetings of the Committee shall be circulated to other members of the Board except where a conflict of interest exists or where, in the opinion of the Chair of the Committee, it would not be appropriate to do so.
- 19 The Committee shall report to the Board on its work in discharging its duties and responsibilities during the year and the outcome of its performance evaluation. The Committee will provide a summary report on these matters for inclusion in the Annual Report.

F: RESOURCES

- 20 The Committee shall have access to sufficient resources in order to carry out its duties including access to the Company Secretariat for advice and assistance as required.
- 21 The Committee shall have authority to obtain advice and assistance from internal and external scientific experts and consultants to advise the Committee.

- 22 The Committee may obtain directly and at the Group's expense any outside independent professional advice on matters within its terms of reference and it shall be responsible for the selection criteria, appointment, setting terms of reference for and compensation of such advisers.

G: TRAINING, REVIEW AND EVALUATION

- 23 The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.
- 24 To maintain maximum effectiveness, the Committee shall at least once a year undertake a review of its own performance, its membership and organisation and these terms of reference and it shall make appropriate recommendations to the Board for approval.