



# **INDIVIOR PLC** **NOTICE OF** **ANNUAL GENERAL** **MEETING**

**THURSDAY, MAY 6, 2021 AT 3.00PM**

**AT THE OFFICES OF INDIVIOR PLC, 234 BATH ROAD, SLOUGH, BERKSHIRE SL1 4EE**

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

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 6, 2021 AT 3.00PM AT THE OFFICES OF INDIVIOR PLC, 234 BATH ROAD, SLOUGH, BERKSHIRE SL1 4EE.**

**THE FORMAL NOTICE OF AGM ('NOTICE') AND RESOLUTIONS TO BE PROPOSED ARE SET OUT ON PAGES 4 TO 6 OF THIS DOCUMENT. EXPLANATORY NOTES TO THE BUSINESS TO BE CONSIDERED ARE SET OUT ON PAGES 7 TO 12.**

**THE BUSINESS OF THIS YEAR'S AGM COMPRISES RESOLUTIONS THAT ARE REGULARLY BROUGHT TO SHAREHOLDERS OF LISTED PUBLIC COMPANIES.**

#### **AGM format in light of the coronavirus pandemic**

The Board has been closely monitoring the coronavirus (COVID-19) pandemic and our priority continues to be the health, safety and wellbeing of all of our stakeholders. The Board's preference had been to welcome shareholders in person to this year's AGM, particularly given the constraints we faced last year. In February, the UK Government published its "COVID-19 Response – Spring 2021" which sets out the roadmap to ease restrictions across England. While this provides a route back to a more normal way of life, it is clear that many restrictions currently in force (including those relating to travel and indoor mixing) are intended to remain in place on the day of our AGM. Accordingly, the Board's current intention is to hold the AGM at the Company's offices with a limited number of Company representatives attending in person to ensure that a valid meeting is held. Other shareholders will not be permitted to attend the AGM in person while restrictions precluding physical attendance remain in force. Shareholders and guests who travel to the meeting will not be admitted. **It is, therefore, important that you do not attend the AGM in person while such restrictions remain in place.**

#### **Engagement and voting at the AGM**

The Board recognises the importance of the AGM to shareholders and is keen to ensure that you are able to engage with the business of the meeting.

Although shareholders will not be able to attend the AGM in person while restrictions remain in force, you can still be formally represented at the meeting by appointing the Chair of the AGM as your proxy and giving your instructions on how you wish the Chair to vote on the proposed resolutions. We strongly encourage you to do this. To ensure that your vote counts, you should only appoint the Chair of the AGM to act as your proxy. No other person appointed as your proxy will be able to attend the meeting while restrictions are in place and your vote will not be counted. Details of how to appoint a proxy are set out in the notes to the Notice on pages 13 and 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 3.00pm on Tuesday May 4, 2021. 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, he or she will vote in favour of each of the resolutions to be proposed at the AGM. All proposed resolutions will be put to a vote on a poll.

This year, shareholders will be able to listen in to (but not to speak at) the proceedings on the day online. To access this facility, you will need to log in to [meetings.computershare.com/MO49ULN](https://meetings.computershare.com/MO49ULN) using your Shareholder Reference Number and PIN quoted on your proxy card. Further information can be found on pages 15 and 16 of this notice. Following the proceedings in this way will not, however, constitute attendance at the AGM. To be formally represented at the meeting, you will need to appoint the Chair as your proxy as noted above.

Shareholders can submit any questions relating to the business of the AGM to the Board in advance of the meeting by sending them by email to [cosec@indivior.com](mailto:cosec@indivior.com). The Company will respond before the proxy appointment deadline to those questions received by the midday on April 30, 2021. Shareholders are also encouraged to check the Company's website ([www.indivior.com/shareholders](http://www.indivior.com/shareholders)) where the answers to frequently-asked questions will be posted.

Whilst the Company encourages pre-submitted questions in advance of the meeting, a chat facility will be available during the meeting as well. Please note that there will be no ability to operate a live poll so votes will need to be registered in advance.

#### **Possible modifications to AGM format**

The Board recognises that the COVID-19 pandemic, and the UK Government's response to it, continues to evolve. The Board will continue to monitor developments and the latest Government guidance and will assess whether any modifications to the format of the meeting are necessary or desirable. We, therefore, ask shareholders to monitor the Company's website ([www.indivior.com](http://www.indivior.com)) and regulatory news for any further updates.

#### **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).

I regret that I will not be able to meet you in person at the forthcoming AGM and look forward to the opportunity to do so at future meetings.

Yours faithfully,

Graham Hetherington

#### **Chair**

March 25, 2021

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

**Notice is hereby given that the Annual General Meeting of Indivior PLC ('Indivior' or the 'Company') will be held on Thursday, May 6, 2021 at 3.00pm at the offices of Indivior PLC, 234 Bath Road, Slough, Berkshire SL1 4EE, to transact the following business.**

**Resolutions 1 to 18 will be proposed as Ordinary Resolutions and Resolutions 19 to 22 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, 2020.

**Directors' Remuneration Report**

2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended December 31, 2020.

**Directors' Remuneration Policy**

3. To approve the Directors' Remuneration Policy (as set out in the Directors' Remuneration Report for year ended December 31, 2020).

**Election and re-election of Directors**

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

- 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 2022, 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 US\$24,487,366; and
  - b. up to a further aggregate nominal amount of US\$24,487,366 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 matter, such authority to apply until the close of business on June 30, 2022 or, if earlier, until the conclusion of the Company's AGM to be held in 2022, 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 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 or by way of sale of Treasury shares as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited:

- a. to the allotment of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 18 by way of rights issue only) and sale of Treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities to shareholders in proportion (as nearly as may be practicable) to their existing holdings and 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, the requirements of any stock exchange or by virtue of shares being represented by depositary receipts, or any other matter; and
- b. to the allotment of equity securities and the sale of Treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of US\$3,673,104,

such power to apply until the close of business on June 30, 2022 or, if earlier, until the conclusion of the Company's AGM to be held in 2022, but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury shares to be sold) after the power ends and the Directors may allot equity securities and sell Treasury shares under any such offer or agreement as if the power had not expired.

20. THAT, subject to the passing of Resolution 18 above, the Directors are empowered pursuant to section 570 and section 573 of the Companies Act 2006 in addition to any power granted under Resolution 19 above 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 or by way of sale of Treasury shares as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be:

- a. limited to the allotment of equity securities or the sale of Treasury shares up to an aggregate nominal amount of US\$3,673,104; and
- b. used only for the purpose of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-emption Group prior to the date of this notice of meeting,

such power to apply until the close of business on June 30, 2022 or, if earlier, until the conclusion of the Company's AGM to be held in 2022, but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury shares to be sold) after the power ends and the Directors may allot equity securities and sell Treasury shares under any such offer or agreement as if the power had not expired.

**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 73,462,098;
  - 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 London Stock Exchange at the time the purchase is carried out;
  - d. this authority will expire at the close of business on June 30, 2022 or, if earlier, at the conclusion of the Company's AGM in 2022, 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.

**By order of the Board**

**Kathryn Hudson**

Company Secretary

Indivior PLC, 234 Bath Road, Slough, Berkshire, SL1 4EE

Company registration number: 09237894

March 25, 2021

## 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 22 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 favour 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, 2020. 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 2020.

#### Resolution 2 – Directors' Remuneration Report

Resolution 2 seeks shareholder approval of the Directors' Remuneration Report which can be found on pages 79 to 108 of the Annual Report and Accounts 2020 and gives details of the Directors' remuneration for the year ended December 31, 2020. For the purposes of this resolution, the Directors' Remuneration Report does not include the Directors' Remuneration Policy which is the subject of a separate resolution (Resolution 3) this year. 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 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 115 to 128 of the Annual Report and Accounts 2020.

#### Resolution 3 - Directors' Remuneration Policy

The Companies Act 2006 requires that the Directors' Remuneration Policy must be put to shareholders for approval whenever a new policy, or an amendment to an existing approved policy, is proposed. The Directors' Remuneration Policy must in any event be put to shareholders for approval at least every three years.

The Directors' Remuneration Policy was last approved by shareholders at the 2018 AGM. The Company is therefore seeking shareholder approval of a new policy at this year's AGM. The Remuneration Committee Chair's annual statement on pages 79 to 81 details the engagement undertaken in developing the policy and the proposed Directors' Remuneration Policy can be found on pages 84 to

92 of the Annual Report and Accounts 2020. It sets out the Company's future policy on Directors' remuneration, including Directors' pay and the grant of share-based incentives. If Resolution 3 is approved, the Directors' Remuneration Policy will be effective from the conclusion of the AGM. Resolution 3 is a binding shareholder vote and, if passed, will mean that the Company can only make remuneration payments to current or future Directors, or payments for loss of office to current or past Directors in accordance with the approved policy, unless an amendment to that policy authorising the Company to make such payments has been approved by a separate shareholder resolution. If Resolution 3 is not passed, the Company will, if and to the extent permitted by the Companies Act 2006, continue to make payments to its Directors in accordance with the current Directors' Remuneration Policy approved at the 2018 AGM.

#### Resolutions 4 to 14 – Re-appointment of Directors

Resolutions 4 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.

During the year, the position of Chief Finance Officer became vacant as a result of the appointment of Mark Crossley as Chief Executive Officer. In June 2020, Ryan Preblich was appointed Interim Chief Financial Officer, and subsequently appointed Chief Financial Officer and Executive Director in November 2020.

On March 24, 2021, the Company announced the appointment of four new Non-Executive Directors; Jerome Lande, Joanna Le Couilliard, Mark Stejbach and Juliet Thompson. These appointments are designed to fully align and support Indivior's Strategic Priorities while continuing to represent the best interests of all shareholders.

Accordingly, Jerome Lande, Joanne Le Couilliard, Ryan Preblich, Mark Stejbach and Juliet Thompson will retire from office at the 2021 AGM and will stand for election by the Company's shareholders. The Board unanimously recommends the election of these directors by shareholders at the AGM.

The Company's Articles of Association also 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 2021 AGM in accordance with the UK Corporate Governance Code 2018

(the Code). Each of the Directors intends to submit themselves for annual re-election by shareholders, with the exception of Daniel Tassé who, as announced on January 11, will step down from the Board at the conclusion of the AGM.

Following a Board evaluation process undertaken in 2020, the Chair has confirmed that 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 4

##### **Jerome Lande - Non-Executive Director**

Jerome was appointed as 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 service companies. He currently serves as Head of Special Situations investments 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. Prior to co-founding Coppersmith, he was a partner of MCM Capital Management, LLC, the general partner of MMI Investments, LP, a small-cap investment fund founded in 1996 to employ private equity investing methodologies in public equities, and where he oversaw research, trading and activism from 1998 to 2011. Prior to that time, he was associated with other equity investment firms where he was directly involved with corporate development as well as equity growth. He also previously served as a member of the board of directors of Forest City Realty Trust, Inc., a public national real estate company.

Other current appointments:

- › CONMED Corporation: Director
- › Itron Inc.: Director

Board Committees:

- › Audit Committee
- › Nomination & Governance Committee

#### Resolution 5

##### **Joanna Le Couilliard - Independent Non-Executive Director**

Jo was appointed a Non-Executive Director in March 2021. She is a healthcare industry veteran who spent the majority of her career in general management, finance and commercial roles for leading pharmaceutical companies. She retired in 2018 as part of GlaxoSmithKline's Global Pharmaceuticals leadership team, where she was responsible for transforming GSK's commercial model through building digital, data and analytics capability across GSK. While at GSK, she was also responsible for the Asia Pacific region. Prior to that, she served as Chief

Operating Officer at the BMI group of private hospitals in the UK. She has also previously served as a Non-Executive Director at Frimley Park NHS Foundation Trust in the UK, Cello Health PLC and at the Duke NUS Medical School in Singapore. Jo is a Chartered Accountant and holds a Masters in Natural Sciences from the University of Cambridge.

Other current appointments:

- › Circassia Pharmaceuticals plc: Non-Executive Director and Chair of the Audit, Risk and Nomination Committee
- › Alliance Pharma plc: Non-Executive Director
- › Recordati S.p.A.: Non-Executive Director

Board Committees:

- › Audit Committee
- › Remuneration Committee

#### Resolution 6

##### **Ryan Preblick - 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 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: SVP, Global Finance & Commercial Operations
- › Indivior :VP, US Finance
- › Altria Corporation (formerly Philip Morris) Senior Manager Financial Planning & Analysis
- › Honeywell International Corporate Finance

Other current appointments: None

Board Committees: None

#### Resolution 7

##### **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. He 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. Prior to his role at Alkermes, Mr. Stejbach served as the Chief Commercial Officer at Tengion, Inc. from 2008 to 2012, and he previously held senior positions at Merck and Biogen. He also previously served as Senior Commercial Advisor to EIP Pharma Inc., a private company advancing CNS-focused therapeutics to benefit patients with neurodegenerative diseases.



Other current appointments:

- › Flexion Therapeutics: Non-Executive Director

Board Committees:

- › Audit Committee
- › Science & Policy Committee

#### Resolution 8

##### **Juliet Thompson - Independent Non-Executive Director**

Juliet was appointed as a Non-Executive Director in March 2021. She is a proven FTSE 250 audit chair and a former investment banker who has spent her career advising pharmaceutical companies. She played a leading role in setting up Code Securities, which was acquired by Nomura (becoming Nomura Code). At Nomura Code, Juliet advised companies in the healthcare and clean tech sectors on their financing and strategic options. She worked on over 50 transactions including IPOs, secondary offerings, private placements and M&A. She then joined Stifel to lead the life sciences and clean technology teams, where she advised CEOs and CFOs in the healthcare sector. She previously served on the Board of GI Dynamics, a Boston-based medical device company developing products for patients with type 2 diabetes and obesity. Juliet holds a BSc in Economics from the University of Bristol and is a Chartered Accountant.

Other current appointments:

- › Novacyt SA: Non-Executive Director and Chair of the Audit Committee
- › Vectura Group plc: Non-Executive Director and Chair of the Audit Committee
- › Organox Limited: Non-Executive Director

Board Committees:

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

#### Resolution 9

##### **Peter Bains - Independent Non-Executive Director**

Peter 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. His 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 (2010-2018)
- › Syngene International: Chief Executive Officer (2010-2016)

Other current appointments:

- › Mereo BioPharma Group PLC: Non-Executive Director
- › Apterna Limited: Non-Executive Director

- › MiNA Therapeutics Limited: Chief Business Officer (part-time role)

Board Committees:

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

#### Resolution 10

##### **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 and Business Planning

Other current appointments: None

Board Committees: None

#### Resolution 11

##### **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 finance 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.

- › Fellow of the Chartered Institute of Management Accountants (CIMA)
- › BTG plc: Non-Executive Director & Senior Independent Director (2016-2019)
- › Shire plc: Chief Financial Officer (2008-2014)
- › Bacardi: Chief Financial Officer (2007-2008)
- › Allied Domecq plc: Chief Financial Officer (1999-2005)

Other current appointments: None

Board Committees:

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

#### Resolution 12

##### **Dr A. Thomas McLellan, PhD - Independent Non-Executive Director**

Tom has extensive experience in the field of addiction, which spans more than 35 years as a career researcher in the treatment of and policy-making around substance use and abuse. This 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.

- › Published over 450 articles and chapters on addiction research
- › Treatment Research Institute (TRI): Co-founder, CEO and Chairman until September 2016
- › White House Office of National Drug Control Policy: Deputy Director (2009-2011)

Other current appointments:

- › Recover Together, Inc.: Director
- › Serves on several editorial boards of scientific journals

Board Committees

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

#### Resolution 13

##### **Lorna Parker - Independent Non-Executive Director**

Lorna has over 25 years of executive search, management assessment and board consulting experience, and UK listed company experience. Lorna 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.

- › Conducts board effectiveness reviews for FTSE 100 companies
- › Future Academies: Director (2014-2017)
- › BC Partners: Senior Advisor (2008-2016)
- › Spencer Stuart: Partner (1989-2008); led the private equity practice across Europe and the legal search practice globally

Other current appointments:

- › CVC Capital Partners: Senior Advisor
- › Royal Horticultural Society: Trustee
- › National Opera Studio: Trustee

Board Committees:

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

#### Resolution 14

##### **Daniel J. Phelan - Independent Non-Executive Director**

Senior Independent Director (Designate)  
Designated Non-Executive Director for Workforce Engagement

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 (2013-2017)
- › Computer Sciences Corporation: Advisory Board member (2013-2015)
- › RiseSmart: Advisory Board member (2012-2016)
- › GlaxoSmithKline: Advisor to three CEOs and various executive positions (1981-2012)

Other current appointments:

- › TE Connectivity Ltd: Board Director
- › GLG Institute: Advisor

Board Committees:

- › Remuneration 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 2021 to the end of the AGM in 2022 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 US\$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 2021 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 US\$48,974,732 representing two-thirds or approximately 67% of the Company's issued ordinary share capital as at March 23, 2021 (the latest practicable date prior to publication of this document).

Of this amount, a nominal amount of US\$24,487,366 (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, 2022 or, if earlier, until the conclusion of the Company's 2022 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 23, 2021 the Company held no ordinary shares in Treasury.

### Special Resolutions

#### Resolutions 19 and 20 – Disapplication of pre-emption rights

Resolutions 19 and 20 will, if passed, authorize the Directors to allot equity securities, or to sell any securities out of Treasury, for cash, without first offering those securities to existing holders in proportion to their existing holdings. The proposed resolutions essentially replicate the powers which were granted at last year's AGM (and which will expire at the 2021 AGM).

Resolution 19 is to be proposed as a special resolution. As in previous years, if this resolution is passed by shareholders, it will permit the Directors to allot:

- a. equity securities up to a nominal amount of US\$48,974,732 (representing two-thirds of the Company's issued share capital as at March 23, 2021 (the latest practicable date prior to the publication of this document)) under an offer to existing shareholders on a pre-emptive basis (that is including a rights issue or an open offer), with one-third of the Company's issued share capital being available only in connection with a rights issue (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit); and
- b. equity securities up to a maximum nominal amount of US\$3,673,104 (representing approximately 5% of the issued ordinary share capital of the Company as at March 23, 2021) otherwise than in connection with a pre-emptive offer to existing shareholders on an unrestricted basis.

Resolution 20 is, in line with best practice, proposed as a separate special resolution. If this resolution is passed by shareholders, it will afford the Directors an additional power to allot equity securities on a non-pre-emptive basis and for cash up to a further maximum nominal value of US\$3,673,104, (representing approximately 5% of the issued ordinary share capital of the Company as at March 23, 2021). The Directors shall use any power conferred by Resolution 20 only in connection with an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. The disapplication powers sought in Resolutions 19 and 20 are in line with the Pre-emption Group's Statement of Principles (March 2015) (the 'Pre-emption Principles').

The Board also confirms, in accordance with the Pre-emption Principles, that it does not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with shareholders.

These powers will expire at the close of business on June 30, 2022 or, if earlier, at the conclusion of the Company's AGM in 2022.

#### **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 73,462,098 ordinary shares (equivalent to approximately 10% of the Company's issued ordinary share capital as at March 23, 2021, 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, 2022 or, if earlier, at the conclusion of the Company's AGM in 2022.

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 23, 2021 (the latest practicable date prior to the publication of this document), there were awards and options to subscribe for 47,344,590 Ordinary shares in the capital of the Company representing 6.4% 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 7.2% of the Company's issued share capital.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review. The Directors will only exercise this authority when it serves the best interests of the Company and of its shareholders generally and could be expected to result in an increase in the earnings per share of the Company. Any purchases of ordinary shares would be market purchases through the London Stock Exchange.

#### **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 2021 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 2022. 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.

#### **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 4, 2021 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. Reference in this Note to the right to attend the AGM shall as regards attendance at the meeting in person be read subject to Note 2 below, and to any applicable legislation temporarily limiting such right.
2. In light of the ongoing need to reduce the public health risks posed by the transmission of the coronavirus (COVID-19), the continuing Government restrictions and guidance on social contact, and the advice that only absolutely necessary participants should physically attend meetings, members will not be permitted to attend the AGM in person. This will continue to be the case so long as restrictions precluding attendance in person are in force. Every eligible member does, however, have the right to appoint another person (or two or more persons in respect of different shares held by him or her) as his or her proxy to exercise all or any of his or her rights in relation to the AGM. The appointment of a proxy in relation to the AGM will, however, be subject to the special arrangements in these Notes or any alternative arrangements that the Board considers necessary to ensure the validity of the meeting.

## Proxies

3. Members who wish to vote at the AGM should appoint the Chair of the AGM as their proxy in order to do so. Appointing the Chair of the AGM as proxy will ensure that the member's vote is counted. No other person(s) appointed as proxy will be permitted to attend the AGM in person unless the Board decides otherwise and the member's vote will not count. If a member appoints the Chair of the AGM as his or her proxy, the Chair will vote in accordance with the appointing member's instructions. If the Chair is given discretion as to how to vote, he or she will vote in favour of each of the resolutions to be proposed at the AGM.
4. 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 that 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 6 below or (in the case of an institutional investor) using the Proxymity platform in accordance with Note 7 below; or
  - c. a proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Notes 8 to 10 below,in each case so as to be received by no later than 3.00pm on Tuesday May 4, 2021 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. Members lodging a proxy instruction electronically are not required also to return a hard-copy Form of Proxy.
5. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person provided that attendance in person is permitted under applicable public health restrictions and guidance.

## Proxy appointment via eProxy service

6. 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](http://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

7. 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](http://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

8. 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](http://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.
9. 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 & Ireland 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 4 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 him by other means.

10. 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

11. Members may change their proxy instructions by submitting a new proxy appointment using the methods set out in Note 4 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 3.00pm on Tuesday May 4, 2021 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

12. 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. It should be noted, however, that, unless the Board decides otherwise, a person other than the Chair of the AGM who is appointed as a proxy will not be permitted to attend the AGM in person. 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

13. 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. It should be noted, however, that, unless the Board decides otherwise, a person other than the Chair of the AGM who is appointed as a representative will not be permitted to attend the AGM in person.

#### Total voting rights

14. The total number of issued ordinary shares in the Company on March 23, 2021, which is the latest practicable date before the publication of this document, were 734,620,989. Therefore, the total number of votes exercisable as at March 23, 2021 were 734,620,989.
15. 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.

### Poll voting

16. 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. 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

17. Subject to any applicable legislation temporarily limiting such right, 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 sending them in advance of the meeting by email to [cosec@indivior.com](mailto:cosec@indivior.com). To ensure that a response is received before the AGM, members should submit their questions by midday on April 30, 2021. A chat facility will be available during the meeting as well. Please note that there will be no ability to operate a live poll so votes will need to be registered in advance.

### Online facility

18. Members will be able to listen in to (but not to speak at) the AGM proceedings online by means of logging into a live webcast at [meetings.computershare.com/MQ49ULN](https://meetings.computershare.com/MQ49ULN). Please see page 16 of this Notice for further information. Following the proceedings in this way will not, however, constitute attendance at the AGM. To be formally represented at the meeting, a member will need to appoint the Chair as his or her proxy as set out in Note 3 above.

### Members' rights

19. 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 must also be sent to the Company's Auditor no later than the time the Company makes its 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 to publish on a website.

20. Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the meeting; and; (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting. A resolution may properly be moved, or a matter properly included in the business, unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious.

A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person(s) making it and must be received by the Company not later than March 25, 2021 being the date six weeks before the date of the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

### Additional information

21. A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at [www.indivior.com](http://www.indivior.com).
22. 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. So that appropriate arrangements can be made for any requests to inspect documents can be made; shareholders are requested to email [cosec@indivior.com](mailto:cosec@indivior.com) in advance to ensure that access can be arranged. Any such access will be subject to health and safety requirements and any limits on gatherings, social distancing or other measures imposed or recommended by the UK Government.

**Data protection statement**

23. Your personal data includes all data the Company holds which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

**Communication**

24. Except as provided above, a member who has queries about his or her 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](http://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.

**AGM online instructions and process**

25. To facilitate entry to the electronic meeting, shareholders are requested to use their Shareholder Reference Number (SRN) and PIN shown on their Form of Proxy to log in to the meeting on an electronic device (smart phone, tablet or PC). For further information please refer to Note 26 below. Persons who are not shareholders of the Company (or their appointed proxy or corporate representative) will not be able to attend the AGM. Where a member is appointing a third party as their proxy to attend the meeting on their behalf or, where a corporate member is appointing someone as their representative, the appointees contact email address and, in the case of an individual representing a corporate member, a copy of the Letter of Representation, must be provided to Computershare by emailing [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) to enable the provision of access credentials. Access credentials will be emailed to the appointee one working day prior to the meeting.

26. In order to participate at the meeting, you will need to visit [meetings.computershare.com/MQ49ULN](https://meetings.computershare.com/MQ49ULN) on your device operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari. Please note that Internet Explorer is not supported. It is highly recommended that you check your system capabilities in advance of the meeting day.

Access to the meeting via [meetings.computershare.com/MQ49ULN](https://meetings.computershare.com/MQ49ULN) will be available from 6 May 2021 at 2.30pm. If you are a shareholder, you can use your unique Shareholder Reference Number and PIN as displayed on your Form of Proxy.

If you are an appointed proxy or a corporate representative you will have had to be provided with a unique control number to enter the meeting and exercise your rights. These credentials will be issued one working day prior to the meeting, conditional on evidence of your proxy appointment or corporate representative appointment having been received and accepted. If you have not been provided with your meeting access credentials, please ensure you contact Computershare on the morning of the meeting, but no later than one hour before the start of the meeting.

**Questions**

27. Shareholders can submit any questions relating to the business of the AGM in advance of the meeting by email to [cosec@indivior.com](mailto:cosec@indivior.com). In addition, shareholders registered into the online meeting will be able to submit questions via an online chat facility.

The Company will publish a list of the questions asked on the Company's website ([www.indivior.com/shareholders](http://www.indivior.com/shareholders)) as soon as reasonably practicable after the conclusion of the meeting.

**Technical issues**

28. If you experience any technical issues with the site you may either call our registrar on the telephone number provided on the site or once you have entered the meeting, you can raise your question using the chat function. If you have technical issues prior to the start of the meeting you should contact our registrar on the shareholder helpline.

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