



# Indivior PLC

## Notice of Annual General Meeting

Thursday, May 9, 2024 at 12.00pm (UK time)

At the Marlborough Theatre,  
No. 11 Cavendish Square,  
London W1G 0AN

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 registration number 09237894

# Notice of Meeting

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 9, 2024 at 12.00pm (UK time) at the Marlborough Theatre, No. 11 Cavendish Square, London W1G 0AN.

The formal notice of AGM ('Notice') and resolutions to be proposed are set out on pages 3 to 5 of this document. Explanatory notes to the business to be considered are set out on pages 6 to 17.

The business of this year's AGM comprises resolutions that are regularly brought to shareholders of listed public companies.

## Action to be taken

The Board recognizes the importance of the AGM to shareholders and is keen to ensure that you are able to engage with the business of the meeting. We encourage you to attend the AGM for an opportunity to communicate with the Directors and to vote on the proposed resolutions.

Should you be unable to attend the AGM in person, you can appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at the meeting.

Please note that attendance and voting procedures differ depending on how you hold your Indivior PLC shares. Specific instructions are set out in the notes to the Notice on the following pages:

- Direct shareholdings, see page 13
- UK Depository Interests in CREST (other than via the Indivior PLC Corporate Sponsored Nominee facility), see page 16
- UK Depository Interests in CREST via the Indivior PLC Corporate Sponsored Nominee facility, see page 17
- Other beneficial owners, see page 17

Shareholders can submit any questions relating to the business of the AGM to the Board in advance of the meeting by sending an email to [cosec@indivior.com](mailto:cosec@indivior.com). The Company will respond before the proxy appointment deadline to those questions received by midday (UK time) on Thursday, May 2, 2024. Shareholders are also encouraged to check the Company's website ([www.indivior.com/en/investors/shareholder-information](http://www.indivior.com/en/investors/shareholder-information)) where the answers to frequently asked questions will be posted as soon as reasonably practical after the conclusion of the AGM.

## 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).

Yours faithfully,

**Graham Hetherington**  
Chair

March 28, 2024

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

## Location of AGM



**At the Marlborough Theatre,  
No.11 Cavendish Square, London W1G 0AN**

## Transportation

**By underground:** Bond Street, Oxford Circus

**By train:** Marylebone, Paddington

**By bus:** 3, 6, 7, 8, 10, 12, 13, 15, 23, 25, 55, 73, 88, 94, 98, 113, 137, 139, 159, 176, 189, 390, 453, C2

**By car:** Cavendish Square Car Park, Harley Street Car Park (enter from Chandos Street)

Up to date travel information can be obtained from Transport for London at [www.tfl.gov.uk](http://www.tfl.gov.uk) or by telephone on 0343 222 1234.

Tea, coffee and biscuits will be served at the venue.

Notice is hereby given that the Annual General Meeting of Indivior PLC ('Indivior' or the 'Company') will be held on Thursday, May 9, 2024 at 12.00pm (UK time) at the Marlborough Theatre, No. 11 Cavendish Square, London W1G 0AN to transact the following business.

Resolutions 1 to 19 will be proposed as Ordinary Resolutions and Resolutions 20 to 23 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, 2023.

## 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, 2023 on an advisory basis.

## Directors' Remuneration Policy

3. To approve the Directors' Remuneration Policy (as set out in the Directors' Remuneration Report for the year ended December 31, 2023) on a binding basis.

## Election and re-election of Directors

4. To elect Dr Keith Humphreys as a Director.
5. To re-elect Peter Bains as a Director.
6. To re-elect Mark Crossley as a Director.
7. To re-elect Graham Hetherington as a Director.
8. To re-elect Jerome Lande as a Director.
9. To re-elect Joanna Le Couilliard as a Director.
10. To re-elect Ryan Preblick as a Director.
11. To re-elect Barbara Ryan as a Director.
12. To re-elect Mark Stejbach as a Director.
13. To re-elect Juliet Thompson as a Director.

## Re-appointment and remuneration of Auditor

14. 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.
15. To authorize the Audit & Risk Committee of the Board to determine the remuneration of the Auditor.

## Political donations and political expenditure

16. 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,

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 2025, 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).

## Indivior 2024 Long-Term Incentive Plan

17. THAT:
  - a. the Indivior 2024 Long-Term Incentive Plan (the '2024 LTIP'), the principal terms of which are summarized in the Appendix to this Notice on pages 18 to 19, and a copy of the rules of which is produced to the meeting and initialled by the Chair for the purposes of identification, be approved;
  - b. the Directors be authorized to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the 2024 LTIP; and
  - c. the Directors be authorized to establish additional schedules to the rules of the 2024 LTIP or further plans based on the 2024 LTIP, modified to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under such schedules and further plans are treated as counting against any limits on individual or overall participation in the 2024 LTIP.

## Indivior 2024 Savings-Related Share Option Plan

18. THAT:
  - a. the Indivior 2024 Savings-Related Share Option Plan (the '2024 SAYE'), the principal terms of which are summarized in the Appendix to this Notice on pages 19 to 20, and a copy of the rules of which is produced to the meeting and initialled by the Chair for the purposes of identification, be approved;

- b. the Directors be authorized to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the 2024 SAYE; and
- c. the Directors be authorized to establish additional schedules to the rules of the 2024 SAYE or further plans based on the 2024 SAYE, modified to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under such schedules and further plans are treated as counting against any limits on individual or overall participation in the 2024 SAYE.

### Directors' authority to allot shares

19. 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 \$22,746,087; and
- b. up to a further aggregate nominal amount of \$22,746,087 provided that (i) they are equity securities (as defined in section 560(1) of the Companies Act 2006), and (ii) they are offered 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 other matter, such authority to apply until the close of business on June 30, 2025 or, if earlier, until the conclusion of the Company's AGM to be held in 2025, 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

20. THAT, subject to the passing of Resolution 19 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 generally 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 19, as if section 561(1) of the Companies Act 2006 did not apply to the allotment. This power:

- a. expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on June 30, 2025), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- b. shall be limited to:
  - i. the allotment of equity securities in connection with an offer of equity securities:
    - (A) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
    - (B) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so 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 or any other matter arising in connection with such offer; and

- ii. in the case of the authority given under paragraph (a) of Resolution 19 the allotment of equity securities (otherwise than pursuant to paragraph (b)(i) and paragraph (b)(iii)) up to an aggregate nominal amount of \$6,824,508; and
- iii. when any allotment of equity securities is or has been made pursuant to paragraph (b)(ii) (a paragraph (b)(ii) allotment), the allotment of additional equity securities (also pursuant to the authority given under paragraph (a) of Resolution 19) up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (b)(ii) allotment, provided that any allotment pursuant to this paragraph (b)(iii) is for the purposes of a follow-on offer determined

by the Directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of the meeting; and

- c. applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 19' were omitted.
21. THAT, subject to the passing of Resolution 19 above and in addition to any power given to them pursuant to Resolution 20, the Directors be generally 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 19, as if section 561(1) of the Companies Act 2006 did not apply to the allotment. This power:
- a. expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on June 30, 2025), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
  - b. in the case of the authority given under paragraph (a) of Resolution 19 shall be limited to:
    - i. the allotment of equity securities (otherwise than pursuant to paragraph (b)(ii)) up to an aggregate nominal amount of \$6,824,508, provided that the allotment is for the purposes of financing (or refinancing, if the power is used within twelve months of the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of the notice of the meeting; and
    - ii. when any allotment of equity securities is or has been made pursuant to paragraph (b)(i) (a paragraph (b)(i) allotment), the allotment of equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (b)(i) allotment, provided that any allotment pursuant to this paragraph (b)(ii) is for the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of the meeting; and

- c. applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 19' were omitted.

### Authority to purchase own shares

22. 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 13,649,017;
  - 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 market value of the Company's ordinary shares on the trading venue(s) where the purchase is carried out 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 trading venue(s) where the purchase is carried out;
  - d. this authority will expire at the close of business on June 30, 2025 or, if earlier, at the conclusion of the Company's AGM in 2025, 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

23. 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

March 28, 2024

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



## Notes to the Resolutions

Resolutions 1 to 19 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 20 to 23 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 favor 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, 2023. 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 2023.

#### Resolution 2 – Directors' Remuneration Report

Resolution 2 seeks shareholder approval of the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy. 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 Directors' Remuneration Report can be found on pages 116 to 144 of the Annual Report and Accounts 2023 and gives details of the Directors' remuneration for the year ended December 31, 2023.

The Company's Auditor, PricewaterhouseCoopers LLP, has audited those parts of the Directors' Remuneration Report that are required to be audited and its report can be found on pages 152 to 162 of the Annual Report and Accounts 2023.

#### 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 2021 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 116 to 119 of the Annual Report and Accounts 2023 details the engagement undertaken in developing the policy and the proposed Directors' Remuneration Policy can be found on pages 120 to 123 of the Annual Report and Accounts 2023. 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 Directors, or payments for loss of office to 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 2021 AGM.

#### Resolutions 4 to 13 – Election and re-election of Directors

Resolutions 4 to 13 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. Dr Keith Humphreys was appointed as a Director in November 2023 and, consequently, he will retire from office at the 2024 AGM and will stand for election by the Company's shareholders. The Board unanimously recommends the election of Dr Keith Humphreys by shareholders at the AGM.

The Company's Articles of Association 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 all Directors shall retire from office at the 2024 AGM in accordance with the UK Corporate Governance Code 2018. Each of the Directors intends to submit themselves for annual re-election by shareholders.

Each of the Directors who are seeking election or re-election has been, and continues to be, an effective member of the Board and demonstrates 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.

#### Board Committee Membership Key

-  Committee Chair
-  Audit & Risk Committee
-  Compliance, Ethics & Sustainability Committee
-  Nomination Committee
-  Remuneration Committee
-  Science Committee

#### Resolution 4 – Dr Keith Humphreys – Independent Non-Executive Director

Keith was appointed a Non-Executive Director in November 2023. He has over 30 years of experience in the field of clinical psychology and substance use disorders. Keith was previously a Senior Policy Advisor in the White House Office of National Drug Control Policy in the Obama Administration. He was awarded an OBE in September 2022 for his services to science and policy on addiction. Keith holds a BA in Psychology from Michigan State University and an AM in Clinical/Community Psychology and PhD in Psychology from the University of Illinois.

Current external appointments:

- Department of Psychiatry and Behavioral Sciences, Stanford University: Esther Ting Memorial Professor
- Institute of Psychiatry King's College, London: Honorary Professor of Psychiatry

Previous external appointments: None

Board Committees: 

#### Resolution 5 – Peter Bains – Independent Non-Executive Director

Peter was appointed a Non-Executive Director in August 2019 and as Chair of the Science Committee in January 2020. He 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. Peter's 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. Peter has a BSc (Combined Honours) in Physiology/Zoology from Sheffield University.

Current external appointments:

- Apterna Limited: Non-Executive Director
- Biocon Limited: Group CEO (non-Board appointment, formerly Non-Executive Director)
- ILC Therapeutics Limited: Non-Executive Chair
- MiNA Therapeutics Limited: Non-Executive Director

Previous external appointments:

- Sosei Group Corporation: Chief Executive Officer (2010-2018)
- Syngene International: Chief Executive Officer (2010-2016)

Board Committees: 

#### Resolution 6 – Mark Crossley – Chief Executive Officer

Mark was appointed Chief Executive Officer in June 2020. He was appointed to the Board as Chief Financial Officer in February 2017. In July 2019, Mark took on additional responsibilities and was appointed Chief Financial & Operations Officer with oversight of the finance, information technology, manufacturing, supply, quality and procurement functions. He joined the Group in 2012 as Global Finance Director and served as Chief Strategy Officer between 2014 and 2017.

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.

Mark graduated from the United States Coast Guard Academy with a BS in Management and Economics, and from Boston College with an MBA.

Current external appointments: None

Previous external appointments:

- Procter and Gamble: Associate Director Female Beauty Strategy & Business Planning (2008-2012)
- Procter and Gamble: Associate Director Corporate Portfolio Finance (2007-2008)

Board Committees: None

#### Resolution 7 – Graham Hetherington – Chair

Graham was appointed a Non-Executive Director in November 2019 and Chair of the Board in November 2020. Graham is also Chair of the Nomination Committee. 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 financial 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. Graham is a Fellow of the Chartered Institute of Management Accountants (CIMA).

Current external appointments: None

Previous external appointments:

- 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)

Board Committees: 

**Resolution 8 – Jerome Lande  
– Non-Executive Director**

Jerome was appointed 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 services companies. He currently serves as Deputy Chief Investment Officer and Managing Partner 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. Jerome became a Non-Executive Director in connection with the Relationship Agreement between the Group and Scopia.

Current external appointments:

- Scopia Capital Management: Deputy Chief Investment Officer and Managing Partner
- CONMED Corporation: Member of the Board of Directors
- Itron, Inc.: Member of the Board of Directors
- R&Q Insurance Holdings Ltd: Non-Executive Director

Previous external appointments:

- Forest City Realty Trust, Inc.: Director (2018)
- MCM Capital Management, LLC: Partner (1998-2011)

Board Committees: 

**Resolution 9 – Jo Le Couilliard  
– Independent Non-Executive Director**

Jo was appointed a Non-Executive Director in March 2021 and Chair of the Remuneration Committee in October 2023. She is a healthcare industry veteran with over 25 years of healthcare management experience gained in Europe, the US and Asia. Much of her career has been in pharmaceuticals at GlaxoSmithKline where, amongst other roles, she headed the US vaccines business and Asia Pacific Pharmaceuticals business and led a program to modernize the commercial model. Jo is a Chartered Accountant holding an ACA from the Institute of Chartered Accountants and holds a Masters in Natural Sciences from the University of Cambridge.

Current external appointments:

- Recordati S.p.A.: Non-Executive Director, Chair of Remuneration & Nominations Committee
- NIOX Group plc: Non-Executive Director, Chair of Audit & Risk Committee

Previous external appointments:

- Alliance Pharma plc: Non-Executive Chair, Chair of Nomination Committee (2018-2024)
- Cello Health PLC: Non-Executive Director (2018-2020)
- Duke NUS Medical School in Singapore: Non-Executive Director (2013-2016)
- Frimley Park NHS Foundation Trust: Non-Executive Director (2009-2012)
- BMI Healthcare: Chief Operating Officer (2006-2008)

Board Committees: 

**Resolution 10 – Ryan Preblich  
– Chief Financial Officer**

Ryan was appointed to the Board as Chief Financial Officer in November 2020, having served as Interim Chief Financial Officer since June 2020. He has been in a financial leadership capacity since joining Indivior in 2012 as US Commercial Controller and then serving as Vice President, US Finance and Senior Vice President, Global Finance and Commercial Operations. Ryan 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. Ryan holds a BS in Finance from Penn State University and an MBA from the University of Richmond.

Current external appointments: None

Previous external appointments:

- Altria Corporation (formerly Philip Morris): Senior Manager, Financial Planning & Analysis (2010-2012)
- Honeywell International: Corporate Finance (1998-2000)

Board Committees: None


**Resolution 11 – Barbara Ryan  
– Independent Non-Executive Director**

Barbara was appointed a Non-Executive Director in June 2022. Prior to founding Barbara Ryan Advisors, a capital markets and communications firm, in 2012, she covered the US Large Cap Pharmaceutical Industry for more than 30 years as a Wall Street sell-side research analyst. Barbara is the Founder of Fabulous Pharma Females, a non-profit organization whose mission is to advance women in the biopharmaceutical industry. She is currently a Senior Advisor at Ernst & Young (a part-time role). Barbara has deep experience in equity and debt financings, M&A, valuation, SEC reporting, financial analysis and corporate strategy across a broad range of life sciences companies.

Current external appointments:

- Azitra, Inc.: Board Member, Chair of Compensation Committee
- INVO Bioscience, Inc.: Non-Executive Director
- MiNK Therapeutics, Inc.: Non-Executive Director, Chair of Audit Committee
- OcuTerra Therapeutics, Inc.: Board Member
- Safecor Health, LLC: Board Member (non-public company)

Previous external appointments: None

Board Committees: 



## Resolution 12 – Mark Stejbach


### – Independent Non-Executive Director

Mark was appointed a Non-Executive Director in March 2021 and as Chair of the Compliance, Ethics & Sustainability Committee in October 2023. 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. Mark most recently served as Senior Vice President and Chief Commercial Officer at Alkermes plc, a publicly traded global biopharmaceutical company focused on development and commercialization of addiction and schizophrenia treatments. Mark holds an MBA from the Wharton School, University of Pennsylvania and a BS in Mathematics from Virginia Tech.

Current external appointments: None

Previous external appointments:

- Flexion Therapeutics, Inc.: Non-Executive Director (2016-2021)
- EIP Pharma Inc.: Senior Commercial Advisor (2019-2020)
- Alkermes plc: Senior Vice President and Chief Commercial Officer (2012-2018)
- Tengion, Inc.: Chief Commercial Officer (2008-2012)

Board Committees: 

## Resolution 13 – Juliet Thompson

### – Senior Independent Director

Juliet was appointed a Non-Executive Director in March 2021, as Chair of the Audit & Risk Committee in May 2021 and as Senior Independent Director in October 2023. She has over 30 years of finance, banking and board experience with significant focus on the healthcare sector. She is a proven FTSE 250 audit chair and a former investment banker who has spent her career advising pharmaceutical and biotech companies. Juliet played a leading role in setting up Code Securities, which was later acquired by Nomura (becoming Nomura Code). At Nomura Code, Juliet was a member of the Board and head of corporate finance, and as Managing Director worked on over 50 transactions including IPOs, secondary offerings, private placements and M&A. Juliet holds a BSc in Economics from the University of Bristol and qualified as a Chartered Accountant and held an ACA from the Association of Chartered Certified Accountants.

Current external appointments:

- Angle PLC: Non-Executive Director, Chair of Audit Committee
- Novacyt S.A.: Non-Executive Director, Chair of Audit Committee
- OrganOx Limited: Non-Executive Director, Chair of Audit Committee

Previous external appointments:

- Stifel: Head of life sciences and clean tech teams advising CEOs and CFOs in the healthcare sector (2013-2015)
- Vectura plc: Non-Executive Director (2017-2021)
- GI Dynamics: Non-Executive Director (2017-2020)

Board Committees: 







## Resolutions 14 and 15 – 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.

PricewaterhouseCoopers LLP ('PwC') has acted as the Company's Auditor since 2014 and, accordingly, the year ended December 31, 2023 was the tenth consecutive year of its appointment. Pursuant to current regulatory provisions, the external audit contract would ordinarily be put out to tender at least every 10 years. During the year ended December 31, 2023, Indivior management, with oversight by the Audit & Risk Committee, sought to initiate a competitive tender process for the 2024 year-end audit. Following engagement with six accounting firms, only one, the incumbent firm, submitted a proposal in response to the audit tender. The Audit & Risk Committee was therefore unable to identify first and second choice candidates for appointment in respect of its 2024 audit. Accordingly, the Group applied to the Financial Reporting Council ('FRC') for a two-year extension to PwC's appointment for the years ending December 31, 2024 and December 31, 2025. The FRC approved the Group's application in August 2023. As such, the Group intends to carry out a tender process for the 2026 year-end audit. The Audit & Risk Committee concluded that a competitive tender for the 2026 year-end audit is in the best interests of the Company's shareholders as it will allow the Company sufficient time to solicit, review, respond to, and appoint the audit firm that will provide the highest quality and most effective and efficient audit.

The Audit & Risk Committee has recommended to the Board the re-appointment of the Company's existing Auditor, PwC. The Audit & Risk Committee has confirmed that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on

### Board Committee Membership Key

-  Committee Chair
-  Audit & Risk Committee
-  Compliance, Ethics & Sustainability Committee
-  Nomination Committee
-  Remuneration Committee
-  Science Committee

the Company limiting the choice of auditor. Accordingly, the Board proposes as Resolution 14 an ordinary resolution to re-appoint PwC as the Auditor.

Resolution 15 follows best practice in corporate governance by separately seeking authority for the Audit & Risk Committee to determine the Auditor's remuneration.

### **Resolution 16 – Political donations**

Resolution 16 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 2024 to the end of the AGM in 2025 up to an aggregate amount of £50,000.

It is worth noting, however, that the Company's US subsidiaries may make political donations as defined under UK law. Donations by the Company's US subsidiaries are not permitted to exceed \$500,000.

### **Resolutions 17 and 18 – Indivior 2024 Long-Term Incentive Plan and 2024 Savings-Related Share Option Plan**

These resolutions seek approval to adopt new plans on substantially the same terms as the existing Indivior Long-Term Incentive Plan and Indivior Savings-Related Share Option Plan, in each case for a further ten years. The rules of the new plans have been updated where necessary for changes in legislation, best practice and market developments.

A summary of the principal terms of the new plans is set out in the Appendix on pages 18 to 20.

### **Resolution 19 – Directors' authority to allot shares**

Resolution 19 seeks authority under the Companies Act 2006 for the Directors to allot ordinary shares in the capital of the Company. The Directors' existing allotment authority is due to expire at the 2024 AGM. The UK Investment Association's Share Capital Management Guidelines 2023 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 in connection with a fully pre-emptive offer to existing shareholders.

In light of these guidelines, the Board considers it appropriate that the Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of \$45,492,174 representing approximately two-thirds or 67% of the Company's issued ordinary share capital as at March 1, 2024 (the latest practicable date prior to publication of this document (the 'Latest Practicable Date')).

Of this amount, a nominal amount of \$22,746,087 (representing approximately one-third or 33% of the Company's issued ordinary share capital) can only be allotted in connection with a pre-emptive offer to existing shareholders (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the offer cannot be made due to legal and practical problems). The authority will last until the close of business on June 30, 2025 or, if earlier, until the conclusion of the Company's AGM in 2025. 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 the Latest Practicable Date, the Company held no ordinary shares in treasury.

## **Special Resolutions**

### **Resolutions 20 and 21 – Disapplication of pre-emption rights**

If the Directors wish to allot shares, or grant rights to subscribe for, or convert securities into, shares, or sell treasury shares, for cash (unless pursuant to an employees' share scheme), they must first offer them to existing shareholders in proportion to their holdings. There may be occasions when the Directors need the flexibility to finance business opportunities by allotting shares without a pre-emptive offer to existing shareholders, and this can be done if the shareholders have first given a limited waiver of their pre-emption rights.

Resolution 20 and Resolution 21 ask shareholders to grant this limited waiver. The resolutions will be proposed as special resolutions.

Resolution 20 contains a three-part waiver. The first part is limited to the allotment of shares for cash on a pre-emptive basis to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders. The second part is limited to the allotment of shares for cash up to an aggregate nominal value of \$6,824,508 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 10% of the Company's issued ordinary share capital as at the Latest Practicable Date.

The third part applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the second waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the second waiver. The follow-on offer must be determined by the Directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles. The Directors confirm that they will follow the shareholder protections in section 2B and the expected features of a follow-on offer in paragraph 3 of section 2B of the Pre-Emption Group's 2022 Statement of Principles.

The waiver granted by Resolution 21 is in addition to the waiver granted by Resolution 20 and itself has two parts. The first part is limited to the allotment of shares for cash up to an aggregate nominal value of \$6,824,508 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents a further 10% (approximately) of the Company's issued ordinary share capital as at the Latest Practicable Date. The first part of the waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within twelve months of the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the Pre-emption Group's 2022 Statement of Principles. The second part of the waiver applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the first part of the waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the first waiver. The follow-on offer must be determined by the Directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles. The Directors confirm that they will follow the shareholder protections in section 2B and the expected features of a follow-on offer in paragraph 3 of section 2B of the Pre-Emption Group's 2022 Statement of Principles.

If the resolutions are passed, the waivers will expire at the conclusion of the AGM in 2025 or, if earlier, the close of business on June 30, 2025.

### **Resolution 22 – Authority to purchase own shares**

Resolution 22 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 13,649,017 ordinary shares (equivalent to approximately 10% of the Company's issued ordinary share capital as at the Latest Practicable Date) and sets a minimum and maximum price for such market purchases. This authority will expire at the close of business on June 30, 2025 or, if earlier, at the conclusion of the Company's AGM in 2025.

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, the Company held no ordinary shares in treasury.

As at the Latest Practicable Date, there were awards and options to subscribe for 4,887,595 ordinary shares in the capital of the Company representing 3.58% of the Company's issued share capital. If the authority to purchase the Company's ordinary shares (both existing and being sought in Resolution 22) were to be exercised in full, these awards and options would represent 4.36% of the Company's issued share capital.

On November 17, 2023, the Company announced a \$100m share repurchase program, which is being executed pursuant to a similar authority granted by the Company's shareholders at its AGM held on May 4, 2023. The Directors have no present intention of exercising the authority being sought in Resolution 22 to purchase additional shares of the Company but will keep the matter under review. The Directors will use this authority to purchase shares only after careful consideration (taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company). Further, the Directors intend to use this authority to buy back shares only if they believe that to do so would have a positive effect on earnings per share and would be in the best interests of the Company and its shareholders taken as a whole.

### **Resolution 23 – Notice of general meetings**

Resolution 23 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 2024 and the Company would like to renew this authority.

The Board is therefore proposing Resolution 23 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 2025. 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

#### General information

##### How to attend and vote

1. Please note that attendance and voting procedures differ depending on how you hold your Indivior PLC ordinary shares ('Ordinary Shares'). Specific instructions are set out in these Notes on the following pages:
  - Direct shareholdings, see page 13
  - UK Depositary Interests in CREST (other than via the Indivior PLC Corporate Sponsored Nominee facility), see page 16
  - UK Depositary Interests in CREST via the Indivior PLC Corporate Sponsored Nominee facility, see page 17
  - Other beneficial owners, see page 17

##### Poll voting

2. 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 Ordinary Share on a poll. Members and proxies attending the AGM will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. 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

3. 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 attending the AGM or by sending their questions in advance of the meeting by email to [cosec@indivior.com](mailto:cosec@indivior.com). To ensure that a response is received before the proxy appointment deadline for the AGM, members should submit their questions by midday (UK time) on Thursday, 2 May, 2024. The Company will publish answers to frequently asked questions on its website ([www.indivior.com/en/investors/shareholder-information](http://www.indivior.com/en/investors/shareholder-information)) as soon as reasonably practicable after the conclusion of the meeting.

##### Members' rights

4. 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 under section 527 of the Companies Act 2006 must also be sent to the Company's Auditor no later than the time the Company makes such 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 under section 527 of the Companies Act 2006 to publish on a website.

##### Conduct of the meeting

5. We ask all those present at the meeting to facilitate the orderly conduct of the meeting and we reserve the right, if orderly conduct is threatened by a person's behavior, to require that person to leave. For security reasons, all hand luggage may be subject to examination prior to entry to the meeting. Cameras, tape recorders, laptop computers and similar equipment may not be taken into the meeting.

##### Additional information

6. 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).
7. 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 UK business hours on weekdays, (Saturdays, Sundays and UK public holidays excepted) up to and including the day of the AGM and at the venue for the AGM from 11.45am (UK time) on Thursday, May 9, 2024 until the conclusion of the AGM. So that appropriate arrangements can be made for any requests to inspect documents, shareholders are requested to email [cosec@indivior.com](mailto:cosec@indivior.com) in advance to ensure that access can be arranged.
8. The draft rules of the 2024 LTIP and the 2024 SAYE will be available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of publication of this notice. They will also be on display at the AGM venue from 11.45am (UK time) on Thursday, May 9, 2024 until the conclusion of the AGM.

## Communication

9. Any shareholder who has queries about their shareholding, voting, the AGM or who requires any other assistance should contact Computershare using the contact details set out on page 21 (no other methods of communication will be accepted).

Any electronic address provided either in this Notice, or any related documents (including the Chair's letter, Form of Proxy, Form of Instruction or Form of Direction), may not be used to communicate with the Company for any purposes other than those expressly stated.

## Total voting rights

10. The total number of issued Ordinary Shares on the Latest Practicable Date was 136,490,175. Therefore, the total number of votes exercisable as at the Latest Practicable Date was 136,490,175.

The Company's website will include information on the total number of issued Ordinary Shares and voting rights after the date of the publication of this Notice.

## Notes for Direct Holders of Ordinary Shares Entitlement to attend and vote

11. 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 12.00pm (UK time) on Tuesday, May 7, 2024 or, if the meeting is adjourned, at 12.00pm (UK time) on the day which is two UK business days before the day of the adjourned meeting. In each case, changes to the register of members after such time will be disregarded.

## Attendance

12. To facilitate entry to the meeting, members are requested to bring with them the attendance slip which is attached to the Form of Proxy. Alternatively, an attendance slip may be downloaded from [www.investorvote.com/INPL](http://www.investorvote.com/INPL). Registration shall be open from 11.30am (UK time) at the Marlborough Theatre, No. 11 Cavendish Square, London W1G 0AN.

## Proxies

13. If you are a member of the Company at the time set out in Note 11 above, you are entitled (subject to the Company's Articles of Association) to appoint a proxy to exercise all or any of your rights to attend and to speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these Notes and the notes to the Form of Proxy which is enclosed with this Notice. To appoint a proxy, you may:
- complete the enclosed Form of Proxy (as described in Note 19 below); or
  - register your proxy appointment electronically (as described in Note 20 below).

Your Form of Proxy or electronic proxy appointment must be received by the Company's Registrar, Computershare Trust Company, N.A., by no later than **12.00pm (UK time) on Tuesday, May 7, 2024** or, if the meeting is adjourned, by no later than 48 hours (excluding any part of a day that is not a UK business day) before the time of the holding of the adjourned meeting, to be valid.

14. A proxy need not be a shareholder of the Company, but the proxy must attend the AGM to represent you. Your proxy could be the Chair of the meeting or any other person who has agreed to represent you. If you appoint the Chair of the meeting as your proxy, the Chair of the meeting will vote in accordance with your instructions. If the Chair of the meeting is given discretion as to how to vote, they will vote in favor of each of the resolutions to be proposed at the AGM. If you wish your proxy to speak on your behalf at the AGM, you will need to appoint your own choice of proxy (not the Chair of the meeting) and give your instructions directly to them.
15. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.



16. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register.
17. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by that shareholder. You may not appoint more than one proxy to exercise rights attached to any one Ordinary Share. A space has been included in the Form of Proxy to allow members to specify the number of Ordinary Shares in respect of which that proxy is appointed. Shareholders who return the Form of Proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their Ordinary Shares.

Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's Registrar, Computershare Trust Company, N.A., on **1 (866) 644-4127** (in the US) or **1 (781) 575-2906** (outside of the US) for additional Forms of Proxy, or you may copy the Form of Proxy provided with this document indicating on each copy the name of the proxy you wish to appoint and the number of Ordinary Shares in respect of which the proxy is appointed. All Forms of Proxy should be returned together in the same envelope to the address specified in Note 19. Where you wish to appoint more than one proxy, failure to specify the number of Ordinary Shares in respect of which each proxy is appointed or specifying more Ordinary Shares than you hold will result in the proxy appointments being invalid.

18. The notes on the Form of Proxy explain how to direct your proxy to vote on the resolutions or withhold their vote. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or withhold the vote at their discretion. Your proxy will vote (or withhold the vote) as they think fit in relation to any other matter which is put before the AGM.

19. To appoint a proxy, 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 returned to the Company's Registrar, **Computershare Trust Company, N.A. at P.O. Box 43101, Providence, RI 02940-5067, USA.** A pre-paid envelope is enclosed for the return of the Form of Proxy. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. This must be received by no later than **12.00pm (UK time) on Tuesday, May 7, 2024** or, if the meeting is adjourned, by no later than 48 hours (excluding any part of a day that is not a UK business day) before the time of the holding of the adjourned meeting. If lodging a proxy appointment electronically (see Note 20), there is no need to return a hard-copy Form of Proxy.

### Electronic proxy appointments

20. Shareholders may register the appointment of their proxy electronically via the InvestorVote service at [www.investorvote.com/INPL](http://www.investorvote.com/INPL) where full details of the procedure are given. Shareholders are advised to read the terms and conditions of use before proceeding and will need the Control Number as set out on the Form of Proxy which is enclosed with this Notice. Electronic proxy appointments must be received by the Company's Registrar, Computershare Trust Company, N.A., by no later than **12.00pm (UK time) on Tuesday, May 7, 2024** or, if the meeting is adjourned, by no later than 48 hours (excluding any part of a day that is not a UK business day) before the time of the holding of the adjourned meeting.

## Changing and revoking proxy instructions

21. Members may change their proxy instructions by submitting a new proxy appointment using the methods set out below. 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.

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.

Where a member has appointed a proxy using the hard-copy Form of Proxy and would like to change their instructions, the member must send another hard-copy Form of Proxy to the Computershare address specified in Note 19. Such members may not submit amended proxy instructions electronically. Before sending another hard-copy Form of Proxy, members should first contact Computershare using the contact details set out in page 21, to inform Computershare of their intention to submit another hard-copy Form of Proxy with amended proxy instructions with a view to ensuring that their amended instructions are taken into account.

Where a member has appointed a proxy electronically, and would like to change their instructions, the member must register a new proxy appointment to the InvestorVote service as specified in Note 20 above. Such members may not submit amended proxy instructions using a hard-copy Form of Proxy.

A member may revoke a hard-copy or electronic 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 the Company's Registrar, **Computershare Trust Company, N.A. at P.O. Box 43101, Providence, RI 02940-5067, USA**. 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 Trust Company, N.A. by no later than **12.00pm (UK time) on Tuesday, May 7, 2024** or, if the meeting is adjourned, by no later than 48 hours (excluding any part of a day that is not a UK business 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

22. 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.

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

23. 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.

## Notes for Holders of Indivior PLC UK Depository Interests ('UK DIs') (other than via the Indivior PLC Corporate Sponsored Nominee facility)

### Entitlement to vote

24. Only those holders of Indivior PLC UK DIs ('UK DI Holders') entered in the Company's register of UK DI Holders (the 'DI Register') as at 6.00pm (UK time) on Thursday, May 2, 2024 or, if the meeting is adjourned, at 6.00pm (UK time) on the day which is four UK business days before the day of the adjourned meeting, shall be entitled to provide voting instructions to Computershare Investor Services PLC ('Computershare UK'), the depository, in respect of the number of UK DIs registered in their name at that time. Changes to entries in the DI Register after that time shall be disregarded in determining the rights of any UK DI Holders to provide voting instructions to Computershare UK in regard to the AGM.

### Voting Instructions

25. You may instruct Computershare UK to vote the Ordinary Shares underlying your UK DIs by any of the methods set out in Notes 26 to 28:
26. **Electronically:** You may complete a Form of Instruction on Computershare UK's website at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will be asked to enter the Control Number, your Shareholder Reference Number (SRN) and your PIN, which can be found on the enclosed Form of Instruction. Instructions must be validly returned and received by Computershare UK by **12.00pm (UK time) on Friday, May 3, 2024** or, if the meeting is adjourned, by such other time and date as is communicated to UK DI Holders.
27. **Via CREST:** UK DI Holders who wish to issue an instruction through the CREST electronic voting appointment service may do so by using the procedures detailed in the CREST Manual (available from Euroclear.com). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed (a) voting service provider(s)) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for instructions made using the CREST service to be valid, the appropriate CREST message (a 'CREST Voting Instruction') must be properly authenticated in accordance with the specifications of Euroclear UK & International Limited's ('EUI') and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the voting instruction or to an amendment to the instruction given to Computershare UK) must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by no later than **12.00pm (UK time) on Friday, May 3, 2024** or, if the meeting is adjourned, by such other time and date as is communicated to UK DI Holders.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST Applications Host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. 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 transmission of CREST Voting 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(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service 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.

28. **By mail:** You may complete and return the enclosed Form of Instruction to Computershare UK using the enclosed reply-paid envelope or by posting it to **Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom**. To be effective, your Form of Instruction must be received by Computershare UK by **12.00pm (UK time) on Friday, May 3, 2024** or, if the meeting is adjourned, by such other time and date as is communicated to UK DI Holders. Computershare UK, as the depository, will then make arrangements to vote the Ordinary Shares underlying your UK DIs according to your instructions.

### Attendance

29. Should a UK DI Holder, or a representative of that UK DI Holder, wish to attend, speak and vote at the AGM, please inform Computershare UK at [csnditeam@computershare.co.uk](mailto:csnditeam@computershare.co.uk) by **12.00pm (UK time) on Wednesday, May 1, 2024**. Computershare UK will provide a Letter of Representation with respect to the relevant UK DI holding that will enable the UK DI Holder, or a representative of the UK DI Holder, to attend, speak and vote the Ordinary Shares underlying the UK DIs at the AGM on Computershare UK's behalf. The completed Letter of Representation must be brought to the AGM and shown at the registration point to gain access to the meeting.

## Notes for Holders of Indivior PLC UK DIs via the Indivior PLC Corporate Sponsored Nominee facility ('CSN')

### Entitlement to vote

30. Only those UK DI Holders via the CSN ('CSN Holders') entered in the Company's register of CSN holders (the 'CSN Register') as at 6.00pm (UK time) on Thursday, May 2, 2024 or, if the meeting is adjourned, at 6.00pm (UK time) on the day which is four UK business days before the day of the adjourned meeting, shall be entitled to provide voting instructions to Computershare UK in respect of the number of UK DIs that such holders are beneficially entitled to at that time. Changes to entries in the CSN Register after that time shall be disregarded in determining the rights of any CSN Holders to provide voting instructions to Computershare UK in regard to the AGM.

### Voting Instructions

31. You may instruct Computershare UK, as provider of the CSN service in which your DIs are held, on how to vote the Ordinary Shares underlying your UK DIs held via the CSN, by any of the methods set out in Notes 32 and 33:
32. **Electronically:** You may complete a Form of Direction on Computershare UK's website at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will be asked to enter the Control Number, your Shareholder Reference Number (SRN) and your PIN, which can be found on the enclosed Form of Direction. Instructions must be validly returned and received by **12.00pm (UK time) on Thursday, May 2, 2024** or, if the meeting is adjourned, by such other time and date as is communicated to CSN Holders.
33. **By mail:** You may complete and return the enclosed Form of Direction to Computershare UK using the enclosed reply-paid envelope or by posting it to **Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom**. To be effective, your Form of Direction must be received by Computershare UK by **12.00pm (UK time) on Thursday, May 2, 2024** or, if the meeting is adjourned, by such other time and date as is communicated to CSN Holders. Computershare UK, as provider of the CSN service in which your DIs are held, will then make arrangements to vote the Ordinary Shares underlying your UK DIs according to your instructions.

### Attendance

34. Should a CSN Holder, or a representative of that CSN Holder, wish to attend, speak and vote at the AGM, please inform Computershare UK at [csnditeam@computershare.co.uk](mailto:csnditeam@computershare.co.uk) by **12.00pm (UK time) on Tuesday, April 30, 2024**. Computershare UK will provide a Letter of Representation with respect to the relevant CSN holding that will enable the CSN Holder, or a representative of the CSN Holder to attend, speak and vote the Ordinary Shares underlying the DIs at the AGM on Computershare UK's behalf. The completed Letter of Representation must be brought to the AGM and shown at the registration point to gain access to the meeting.

### Notes for other beneficial owners

This section applies to beneficial owners of Ordinary Shares other than UK DI Holders or CSN Holders.

### Entitlement to vote

35. As your Ordinary Shares are held in a stock brokerage account or by a broker, bank or other nominee, you are considered the beneficial owner of the Ordinary Shares, and this Notice is being made available or forwarded to you by or on behalf of your broker, bank or other nominee.
36. Entitlement to attend and/or vote at the AGM requires you to obtain a legal proxy from your broker, bank or other nominee and present it to the Company's Registrar, Computershare Trust Company, N.A., at the AGM. The Company has specified that only those beneficial owners holding Ordinary Shares as of Friday, April 26, 2024, (or, if the meeting is adjourned, on such other date as is communicated to beneficial owners) ('the Beneficial Owners Record Date') shall be entitled to vote at the AGM. For the avoidance of doubt, the Beneficial Owners Record Date shall not apply to shareholders who are registered in the Company's register of members or to UK DI Holders or CSN Holders.

### Voting Instructions

37. As the beneficial owner, you may have the right to direct your broker, bank, or other nominee on how to vote your Ordinary Shares by following the instructions for voting on the voting instruction form that will accompany this Notice. Your broker, bank or nominee will have their own cut-off time for receipt of voting instructions.
38. If you do not direct your broker, bank, or other nominee on how to vote your Ordinary Shares on your voting instruction form, your Ordinary Shares will not be voted at the AGM.

### Attendance

39. If you wish to attend the AGM, you should obtain a legal proxy from your broker, bank, or other nominee and present it to the Company's Registrar, Computershare Trust Company, N.A., at the AGM.

## Appendix

### Indivior 2024 Long-Term Incentive Plan

#### *General*

The Company currently operates the Indivior Long-Term Incentive Plan (the '2014 LTIP') which is due to expire on November 5, 2024. In order for the Company to continue to reward and incentivise employees, it is proposed that the Company adopt the Indivior 2024 Long-Term Incentive Plan (the '2024 LTIP' or 'Plan'). The following summary sets out the principal provisions of the Plan rules, which remain substantively the same as those of the 2014 LTIP, save for minor updates to reflect changes in the legislative and regulatory requirements and market practices. A copy of the Plan rules will be available for inspection as set out in Note 8 on page 12.

#### *Eligibility*

Participation in the 2024 LTIP is at the discretion of the remuneration committee of the Board (the 'Committee'). Awards may be granted to any employee (including an executive director) of the Company or any subsidiary. No employee has a right to participate in the 2024 LTIP.

#### *Grant period*

Awards may be granted within 42 days commencing on the date of:

- a) the day after the announcement of the Company's results for any period;
- b) any day on which the Committee resolves that exceptional circumstances exist which justify the grant of awards;
- c) any day on which changes to the legislation affecting share plans are announced, effected or made; or
- d) the lifting of dealing restrictions which prevented the granting of awards during any of the periods referred to above.

No grants may be made under the 2024 LTIP after the Company's AGM in 2034.

#### *Form of awards*

An award under the Plan can take the form of a nil-cost option, a market value option, a conditional award, or free shares. No payment is required for the grant of awards.

Awards will be released on the vesting date, normally the third anniversary of the grant date, or the date on which the holding period ends, subject to certain Plan rules relating to cessation of employment and corporate events.

#### *Individual limits*

Award levels will be determined by the Committee. An award may not be granted to an individual if such grant would cause the total market value of the shares subject to the awards granted to them in respect of the same financial year (as measured at the respective grant dates) to exceed the limit set out in the Company's prevailing directors' remuneration policy.

#### *Plan limits*

In any 10 year period, the Committee may not grant awards under the 2024 LTIP if such grant would cause the number of shares that could be issued under any employees' share scheme adopted by the Company or any other company under the Company's control to exceed 10% of the

Company's equity share capital at the proposed date of grant. The satisfaction of awards with treasury shares will be treated as an issue of shares for the purpose of the limit for so long as institutional shareholder guidelines recommend this.

#### *Performance condition*

Vesting may be (or, must be, in the case of executive directors) conditional on the satisfaction of one or more conditions determined by the Committee. Performance conditions will be objective and specified at the grant date and may provide that an award will lapse if the performance conditions are not satisfied. The Committee may waive or change the performance conditions if anything happens which causes the Committee reasonably to consider it appropriate, provided that any changed performance conditions will not be materially easier or more difficult to satisfy.

#### *Holding periods*

Awards may be subject to a holding period for two years following vesting, or such other period as the Committee may determine.

#### *Malus and clawback*

Awards are granted subject to the Company's malus and clawback policies under which the Company may operate malus and clawback (including a reduction of the number of shares under an award and forfeiture of shares delivered) if certain trigger events (including a material misstatement of the results, serious misconduct of the individual, or serious reputational damage to the Group) occur.

#### *Dividend equivalents*

The Committee may determine that the number of shares under an award may be increased to account for dividends which were payable on the number of vested shares between grant and the date of release. This amount will be paid in shares unless the Committee decides it will be paid in cash.

#### *Cessation of employment*

Any outstanding award (whether vested or not) will lapse immediately on the date a participant ceases to be an employee or director by reason of dismissal for misconduct, unless the Committee decides otherwise.

Subject to the above, (i) a vested award which has not yet been released will not lapse on the date the participant ceases to be an employee but will instead continue and be released on the normal release date unless the Committee decides that it should be released at an earlier date; and (ii) a vested option which has been released will not lapse on the date the participant ceases to be an employee and will remain exercisable for a period as specified in the Plan rules.

An unvested award will lapse on the date the participant ceases to be an employee other than as a "good leaver". Good leaver circumstances include ill-health, injury or permanent disability, the participant's employer ceasing to be under the control of the Company, a transfer of the undertaking in which the participant works out of the Group, redundancy and other reason at the discretion of the Committee. A good leaver's award that is subject to performance conditions will vest after the end of the performance period and be released on the scheduled release date, or earlier at the Committee's discretion, normally subject to time pro-rating to reflect the period the participant remained in employment.



If the good leaver's award is not subject to performance conditions, the award will vest and be released on the date of cessation of the participant's employment, or any other date at the Committee's discretion, normally subject to time pro-rating to reflect the period the participant remained in employment.

#### **Takeovers and certain corporate events**

If a person obtains control of the Company as a result of making an offer to acquire shares of the Company, or a court sanctions a compromise or arrangement in connection with the acquisition of shares of the Company, awards will vest and be released early, normally subject to the extent to which any performance conditions have been satisfied at that date and time pro-rating. The Committee may allow early vesting and release if it becomes aware of any demerger, distribution or other transaction which would affect the value of any award. Alternatively, an award may be exchanged for an equivalent award with the participant's consent.

#### **Variations of capital**

The Committee may adjust the number or class of shares in an award or the exercise price of an option if there is a variation in the equity share capital of the Company, a demerger, an exempt distribution, a special dividend or distribution, or other circumstances which the Committee considers appropriate.

#### **Rights attaching to shares**

An award may be satisfied with newly issued shares, treasury shares or shares purchased in the market. All shares delivered under the 2024 LTIP will carry the same rights as any other issued ordinary shares in the Company, save in respect of free shares that remain unvested. The Committee may determine at the time of the grant date that free shares shall not be entitled to vote and receive dividends prior to vesting. Awards may not be transferred, assigned or otherwise disposed except on a participant's death.

Application will be made for the shares issued under the Plan to be listed and traded on such stock exchange as where the Company's shares may be traded at the time.

Benefits under the 2024 LTIP will not be pensionable.

#### **Amendments to the 2024 LTIP**

The Committee administers and may amend the 2024 LTIP, provided that no amendments to the advantage of present or future participants may be made which relate to the persons to or for whom shares may be provided under the Plan, the limitations on the number of shares which may be issued under the Plan, the rights of a participant in the event of a capitalisation issue, rights issue, open offer, sub-division or consolidation of shares or reduction of capital or any other variation of capital of the Company. The Committee can amend the 2024 LTIP without shareholder approval for any minor changes to benefit the administration of the Plan, to comply with or take account of any legislation, or to obtain favourable tax, exchange control or regulatory treatment. The Committee may establish sub-plans to operate the 2024 LTIP outside the UK.

## **Indivior 2024 Savings-Related Share Option Plan**

### **General**

The Company currently operates the Indivior UK Savings Related Share Option Plan (the '2014 SAYE') which is due to expire on November 30, 2024. In order for the Company to continue to reward and incentivise employees, it is proposed that the Company adopt the Indivior 2024 Savings Related Share Option Plan (the '2024 SAYE' or 'Plan').

It is intended that the 2024 SAYE will comply with and be operated within the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 so that the 2024 SAYE qualifies as a Schedule 3 Savings Related Share option scheme under UK tax rules. Eligible employees are entitled to apply for the grant of an option to acquire shares in the Company at a price determined shortly before invitations to apply for the options are issued. An option is granted over such number of shares that can be acquired using the proceeds of a related savings contract. The option price may be set at a discount (of up to 20 per cent or such percentage as maybe allowed from time to time by HM Revenue & Customs ('HMRC')) to the market value of the shares at that time. Employees are required to save monthly through a contractual savings arrangement over a period of either three or five years. A tax-free bonus at a rate as determined by HMRC is payable on completion of the relevant savings contract for UK employees. At the end of the savings period, the employee may either exercise the option using the savings and bonus for a period of six months or have the savings and bonus repaid.

The following summary sets out the principal provisions of the Plan rules, which remain substantively the same as those of the 2014 SAYE, save for minor updates to reflect changes in the legislative and regulatory requirements and market practices. A copy of the Plan rules will be available for inspection as set out in Note 8 on page 12.

### **Eligibility**

Any person who is an employee or full-time director of participating group companies who have been employed for a minimum period, or any other director or employee of any participating company whom the Committee may select will be eligible to participate in the 2024 SAYE.

### **Invitation period**

The invitation period for the grant of options will be within the 42 days after:

- a) the Company announces its results, or issues a prospectus, listing particulars or other document containing equivalent information relating to shares;
- b) a day on which an announcement is made of a new prospectus for certified SAYE savings arrangements;
- c) a day on which an announcement is made of amendments to Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003;
- d) any general meeting of the Company's shareholders; or
- e) any day on which the Committee resolves that exceptional circumstances exist which justify the grant of options.

No option may be granted under the 2024 SAYE after the Company's AGM in 2024.

### ***Employee contributions***

The maximum contribution which an optionholder may make under all savings contracts linked to options will be £500 per month (or such other amount as may be permitted from time to time by HMRC). The Committee may impose a lower savings limit.

### ***Plan limits***

In any 10 year period, the Committee may not grant awards under the 2024 SAYE if such grant would cause the number of shares that could be issued under any employees' share scheme adopted by the Company or any other company under the Company's control to exceed 10% of the Company's equity share capital at the proposed date of grant. The satisfaction of awards with treasury shares will be treated as an issue of shares for the purpose of the limit for so long as institutional shareholder guidelines recommend this.

### ***Exercise of options***

Save in circumstances of cessation of employment and certain corporate events, an option may be exercised only during the six-month period following the maturity date of the related savings contract.

### ***Cessation of employment***

An optionholder who ceases to be an employee in certain circumstances (including due to injury, disability, redundancy, retirement, following a change in control of the employing company, transfer of the employing business, or following three years after grant date) may exercise an option within the period of six months following such cessation. If an optionholder dies, an option may be exercised by the personal representatives of the deceased optionholder during the period of one year following the earlier of the date of death or the maturity of the option. If an optionholder ceases to be an employee or director of a participating company for any other reason, an option will lapse.

### ***Takeovers and certain corporate events***

If a person obtains control of the Company as a result of making a general offer to acquire shares of the Company, a court sanctions a compromise or arrangement in connection with the acquisition of shares of the Company, a person becomes bound or entitled to acquire shares under the relevant legislation, or if the Company passes a resolution for the voluntary winding up of the Company, then an option may be exercised early within a period of between 20 days and 6 months as specified in the Plan rules. Alternatively, where applicable, optionholders may agree to exchange their options for equivalent options over shares in a different company.

### ***Variations of capital***

If there is a capitalisation (other than a scrip issue), rights issue, consolidation, subdivision, reduction or other variation of the share capital of the Company, the number of shares in an option or the exercise price may be adjusted.

### ***Rights attaching to shares***

An award may be satisfied with newly issued shares, treasury shares or shares purchased in the market. All shares delivered under the 2024 SAYE will carry the same rights as any other issued ordinary shares in the Company. Options may not be transferred, assigned or otherwise disposed except on an optionholder's death.

Application will be made for the shares issued under the Plan to be listed and traded on such stock exchange as where the Company's shares may be traded at the time.

Benefits under the 2024 SAYE will not be pensionable.

### ***Amendments to the 2024 SAYE***

The Committee administers and may amend the 2024 SAYE, provided that no amendments to the advantage of present or future optionholders may be made relating to who can be an optionholder, the number of shares which can be allocated under the Plan, the basis for determining an optionholder's entitlement to and the terms of the shares and any adjustment in the event of a variation in the share capital of the Company. The Committee can make minor amendments to the 2024 SAYE without shareholder approval to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment.

## Contact details

### Direct shareholders:

Computershare Trust Company, N.A.  
P.O. Box 43078  
Providence, RI 02940-3078, USA

TEL: 1 (866) 644-4127 (in the US)  
TEL: 1 (781) 575-2906 (outside the US) (calls to this shareholder helpline from outside the US are charged at the applicable international rates)

Email: [web.queries@computershare.com](mailto:web.queries@computershare.com)  
Website: [www-us.computershare.com/Investor/#Home](http://www-us.computershare.com/Investor/#Home)  
(select 'Contact Us' at the bottom of the page).

### UK DI Holders and CSN Holders:

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZZ  
United Kingdom

TEL: +44 (0) 370 707 1820<sup>1</sup> (calls to this helpline from outside the UK are charged at the applicable international rates)

TEL: +44 (0) 906 999 0000<sup>2</sup> (calls to this helpline from outside the UK are charged at the applicable international rates)

Email: [web.queries@computershare.com](mailto:web.queries@computershare.com)

Website: [www-uk.computershare.com/Investor/#Home](http://www-uk.computershare.com/Investor/#Home)  
(select 'Contact Us' at the bottom of the page).

<sup>1</sup> For CSN Holders

<sup>2</sup> For UK DI Holders

## Cautionary note regarding forward-looking statements

This notice contains certain statements that are forward-looking. Forward-looking statements include, among other things, statements pertaining to potential future share repurchases, potential future share issuances, and statements containing the words "believe", "anticipate", "plan", "expect", "intend", "estimate", "forecast", "strategy", "target", "guidance", "outlook", "potential", "project", "priority", "may", "will", "should", "would", "could", "can", "outlook", "guidance", the negatives thereof, and variations thereon and similar expressions. By their nature, forward-looking statements involve risks and uncertainties as they relate to events or circumstances that may or may not occur in the future.

Actual results may differ materially from those expressed or implied in such statements because they relate to future events. Various factors may cause differences between Indivior's expectations and actual results, including, among others, the material risks described in the most recent Indivior PLC Annual Report and in subsequent releases; the substantial litigation to which we are or may become a party; our reliance on third parties to manufacture commercial supplies of most of our products, conduct our clinical trials and at times to collaborate on products in our pipeline; our ability to comply with legal and regulatory settlements, healthcare laws and regulations, requirements imposed by regulatory agencies and payment and reporting obligations under government pricing programs; risks related to the manufacture and distribution of our products, most of which contain controlled substances; market acceptance of our products as well as our ability to commercialize our products and compete with other market participants; the fact that a substantial portion of our revenue derives from a small number of key proprietary products; competition; the uncertainties related to the development of new products, including through acquisitions, and the related regulatory approval process; our dependence on third-party payors for the reimbursement of our products and the increasing focus on pricing and competition in our industry; unintended side effects caused by the clinical study or commercial use of our products; our use of hazardous materials in our manufacturing facilities; our ability to successfully execute acquisitions, partnerships, joint ventures, dispositions or other strategic acquisitions; our ability to protect our intellectual property rights and the substantial cost of litigation or other proceedings related to intellectual property rights; the risks related to product liability claims or product recalls; the significant number of laws and regulations that we are subject to, including due to the international nature of our business; macroeconomic trends and other global developments such as the pandemics; the terms of our debt instruments, changes in our credit ratings and our ability to service our indebtedness and other obligations as they come due; changes in applicable tax rate or tax rules, regulations or interpretations and our ability to realize our deferred tax assets; and volatility in our share price due to factors unrelated to our operating performance.

Forward-looking statements speak only as of the date that they are made and should be regarded solely as our current plans, estimates and beliefs. Except as required by law, we do not undertake and specifically decline any obligation to update, republish or revise forward-looking statements to reflect future events or circumstances or to reflect the occurrences of unanticipated events.







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Registered in England & Wales.  
Company number 09237894