

## Indivior PLC

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**Terms of Reference of the  
Science and Policy Committee**

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## **SCIENCE AND POLICY COMMITTEE**

### **TERMS OF REFERENCE**

#### **A: PURPOSE AND DELEGATED AUTHORITY**

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

#### **B: MEMBERSHIP**

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

#### **C: ADMINISTRATION**

##### **Quorum and Attendees**

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

##### **Secretary**

- 9 The Company Secretary or her delegate shall act as Secretary to the Committee.

##### **Meetings**

- 10 The Committee shall meet at least twice a year and at such other times as the Committee Chair person shall require.

## **Agenda, Papers and Minutes**

11 The agenda, papers and minutes shall be circulated to all Committee members.

### **D: REPORTING**

12 The Committee shall regularly report to the Board on the Committee's actions and make recommendations to the Board and management as appropriate.

### **E: RESOURCES**

13 The Committee shall have authority to obtain advice and assistance from internal and external scientific experts and consultants to advise the Committee and shall have free access to members of management. The Committee may obtain directly and at the Group's expense any outside independent professional advice on matters within its terms of reference.

### **F: TRAINING, REVIEW AND EVALUATION**

14 The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.

15 To maintain maximum effectiveness, the Committee shall at least once a year undertake a review of its own performance, its membership and organisation and these terms of reference and it shall make appropriate recommendations to the Board for approval.

### **G: DUTIES AND RESPONSIBILITIES**

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

16 review and advise the Board on the overall strategy, direction and effectiveness of the Company's research and development programs and on the Company's progress in achieving its long-term strategic research and development goals and objectives;

17 identify and advise the Board and management on significant emerging trends and issues in science and policy issues which are relevant to the Company and in alignment with the Company's strategy and on areas that are important to the success of the Company's research and development activities;

18 review important bioethical issues faced by the Company and assist in the formulation of, and agree on behalf of the Board, appropriate policies in relation to such issues;

19 review and make recommendations to the Board, its committees and management regarding scientific, medical and research and development aspects of Company transactions and projects (such as acquisitions, licences, investments, divestments, grants and collaborations), in accordance with the Company's policies and procedures as shall be in effect from time to time;

20 assist the Board in its oversight of the Company's risk management in areas affecting or relating to the Company's IP and research and development;

21 regularly review and make recommendations to the Board and management with respect to the Company's pipeline and IP portfolio;

22 set guidelines for management updates and reports to the Committee with respect to science and policy issues (such as potential collaborations, new products and programs);

23 advise the Board regarding the scientific merit of transactions, projects and other ventures delegated to the Committee by the Board or otherwise brought before the Committee in accordance with Company policies and procedures as shall be in effect from time to time; and

24 review and make recommendations on such other topics as determined by the Board.