



Indivior PLC

Terms of Reference of the Nomination Committee

NOMINATION COMMITTEE TERMS OF REFERENCE

A: PURPOSE AND DELEGATED AUTHORITY

1. The purpose of the Nomination Committee (the 'Committee') is to make recommendations to the Board of Directors (the 'Board') of Indivior PLC (the 'Company') on suitable candidates for appointment to the Board and its Committees, and to ensure that the composition of the Board and its Committees is regularly reviewed and refreshed as appropriate. The Committee is also responsible for the Company's procedures for dealing with conflicts of interest, for making recommendations to authorize conflicts and any additional external appointments or implementing other measures in relation to such conflicts, and for reviewing the Company's compliance with corporate governance requirements.
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: SCOPE

4. The primary focus of the Committee's efforts shall be to make recommendations on:
 - 4.1 the composition and performance of the Board and its Committees;
 - 4.2 appointments and re-elections to the Board and its Committees;
 - 4.3 succession plans for both the Board and Senior Management¹ positions; and
 - 4.4 matters dealing with the Company's compliance with corporate governance requirements.

C: MEMBERSHIP

5. Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least three non-executive directors, each of whom shall satisfy the independence requirements of the UK Corporate Governance Code (the 'Code').
6. The Board shall appoint the Committee Chair who should be the Chair of the Board or an independent non-executive director. In the absence of the Committee Chair (or an appointed deputy), the remaining members present shall elect one of their number to chair the meeting. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairship.
7. Appointments to the Committee shall be for an initial period of three years, which may be extended for two further periods of up to three years, provided that the member still meets the criteria for membership of the Committee and for independence under the Code.

¹ For the purposes of these terms of reference and in accordance with the UK Corporate Governance Code, the term 'Senior Management' shall include members of the Executive Committee and the Company Secretary.

D: ADMINISTRATION

Quorum and Attendees

8. The quorum for the Committee shall be two Committee members.
9. Only members of the Committee have the right to attend Committee meetings. Other individuals such as the Chief Executive Officer, the Chief Human Resources Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate. The Committee may exclude from its meetings anyone with a personal interest in the matters to be discussed. The Committee should exercise independent judgement when evaluating the advice of external advisers and when receiving the views from other directors and management.

Secretary

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

Meetings

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

E: DUTIES AND RESPONSIBILITIES

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

Board composition and performance

12. Regularly review the Board's structure, size and composition (including the diversity of skills, knowledge, experience, expertise, gender, social and ethnic backgrounds, and cognitive and personal strengths) and make recommendations to the Board for any changes.
13. Review the process for monitoring and evaluating the performance and effectiveness of the Board and the Board Committees.

Board appointments

14. Be responsible for identifying and nominating for Board approval, candidates to fill Board vacancies as and when they arise.
15. Evaluate the Board's balance of skills, expertise, knowledge, experience and diversity and, in the light of this evaluation, prepare a description identifying the necessary and desired skills and experience for potential candidates. In identifying suitable candidates, the Committee shall:
 - 15.1 use open advertising and/or external advisers to facilitate the search; or shall explain and recommend to the full Board why that should not be the case;
 - 15.2 consider candidates from a wide variety of backgrounds; and
 - 15.3 consider candidates on merit and against objective criteria and with due regard to the benefits of diversity on the Board and taking particular care to ensure that candidates have adequate time

available to devote to the position.

16. Lead the process for and make recommendations to the Board on all proposed appointments to the Board and the Board Committees.
17. Make recommendations to the Board in relation to the re-appointment of non-executive directors at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required.
18. Make recommendations to the Board on the re-election by shareholders of directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the Chair and the Board as whole.
19. Confirm the terms of the formal letter of appointment for a new non-executive director, setting out clearly what is expected in terms of time commitment, committee service and involvement outside of Board meetings.
20. Make recommendations to the Board concerning any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Group subject to the provisions of the law and their service contract.
21. Review and evaluate additional external appointments for the directors and members of Senior Management and make recommendations to the Board.
22. Ensure that directors are required to seek prior approval of the Board before taking on any additional external appointments and that executive directors do not take on more than one non-executive directorship (including chairship) in a FTSE 100 company or any other significant appointment.

Succession planning

23. Review succession planning for the Board and Senior Management positions, ensuring there is a continuous and proactive process of planning and assessment and overseeing the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Group and the skills and expertise needed on the Board in the future and make recommendations to the Board.
24. Make recommendations to the Board concerning any changes needed to the succession planning process if the Committee's review indicates the desired outcomes have not been achieved.
25. Monitor the leadership needs of the Group, both executive and non-executive, and succession planning for such needs, to ensure the continued ability of the Group to compete effectively in the marketplace.

Conflicts of interest

26. Evaluate any conflicts of interest notified by the directors and recommend authorizations or other measures to the Board and annually evaluate the procedures for ensuring that the Board's powers to manage and authorize conflicts are operated effectively.

Committee composition

27. Make recommendations to the Board concerning membership of the Audit & Risk Committee, Remuneration Committee, Compliance, Ethics & Sustainability Committee and Science Committee, and any other Board Committees as appropriate, in consultation with the chair of those Committees.

Corporate Governance

28. Keep under review the Group's compliance with the provisions of the Code, the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other rules, as appropriate, regarding corporate governance, report its conclusions to the Board and make any necessary or desirable recommendations to the Board regarding any changes to the Group's corporate governance practices.

F: REPORTING

29. The Chair of the Committee shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken. Minutes of meetings of the Committee shall be circulated to other members of the Board except where a conflict of interest exists or where, in the opinion of the Chair of the Committee, it would not be appropriate to do so.
30. The Committee shall report to the Board on its work in discharging its duties and responsibilities during the year and the outcomes of its formal performance evaluation. The Committee will provide a summary report on these matters and on the process used to make appointments, its approach to succession planning and how these support developing a diverse pipeline for succession, and an explanation where external advice and open advertising have not been used, for inclusion in the Annual Report. Any external search agency used shall be identified, and any other connection it has with the Group shall be disclosed in the Annual Report.
31. The Committee's report to the shareholders shall include a statement of the Board's policy on diversity and inclusion, any measurable objectives that it has set for implementing the policy and linkage to Group strategy, and progress on achieving the objectives. The Annual Report shall also include the gender balance of those in Senior Management and their direct reports.
32. Where a director has been authorized by the Board to accept a significant external appointment, the Committee shall explain the reasons for permitting such significant appointments in the Annual Report.
33. The Chair of the Committee should attend the Annual General Meeting to answer questions on the Committee's activities. In addition, the Chair of the Committee should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

G: RESOURCES

34. The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for advice and assistance as required.
35. The Committee may obtain directly and at the Group's expense any outside independent professional advice on matters within its terms of reference and it shall be responsible for the selection criteria, appointment, setting terms of reference for and compensation of such advisers.

H: TRAINING, REVIEW AND EVALUATION

36. The Committee shall be provided with appropriate and timely training, both in the form of an induction

program for new members and on an on-going basis for all members.

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