

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

(incorporated in the United Kingdom with registered number 09237894)

Proposed transfer of Indivior's listing category on the Official List from Premium to Standard to effect a primary listing in the U.S. and Notice of General Meeting

You should read the whole of this document. Your attention is drawn to the letter from the Chair of Indivior which is set out in Part I (*Letter from the Chair of Indivior PLC*) and which contains the unanimous recommendation of the directors of Indivior that you vote in favor of the resolution to be proposed at the General Meeting referred to below (the "**Resolution**").

Subject to the Resolution being passed, an application will be made to the FCA for the category of Indivior's listing of Indivior Shares on the Official List to be transferred from a Premium Listing to a Standard Listing (the "**Proposed Transfer**"). Following the Proposed Transfer, Indivior Shares will remain eligible for trading on the Main Market of the London Stock Exchange for listed securities (as a Standard Listing segment issuer) and the listing of Indivior Shares on the Nasdaq Stock Market will continue unchanged.

The Notice of General Meeting to be held at the offices of Freshfields Bruckhaus Deringer, 100 Bishopsgate, London, EC2P 2SR, United Kingdom at **12.00p.m. (U.K. time) on Thursday, May 23, 2024** is set out on page 14 of this document. A Form of Proxy for use in connection with the General Meeting is enclosed and, to be valid, should be completed, signed and returned following the procedures described in the notes to the Notice of General Meeting so as to be received by the Registrar, Computershare Trust Company, N.A., at P.O. Box 43118, Providence, RI 02940-5132, U.S. as soon as possible but, in any event, so as to arrive no later than **12.00p.m. (U.K. time) on Tuesday, May 21, 2024**. Alternatively to completing the hard-copy Form of Proxy, you may submit your proxy vote electronically via the InvestorVote service at www.investorvote.com/INPLGM, where full details of the procedure are given. Indivior Shareholders are advised to read the terms and conditions of use carefully and will need the Control Number set out on the Form of Proxy. Electronic proxy appointments must be received by the Company's Registrar, Computershare Trust Company, N.A., by no later than **12.00p.m. (U.K. time) on Tuesday, May 21, 2024**.

If you hold Indivior PLC U.K. Depositary Interests directly, you are entitled to provide voting instructions to Computershare Investor Services PLC (“**Computershare U.K.**”), in its capacity as DI Depositary, in respect of the U.K. Depositary Interests registered in your name in accordance with the procedures described in the notes to the Notice of General Meeting and by following the instructions on the Form of Instruction that will accompany this document. Voting instructions must be received by no later than **12.00p.m. (U.K. time) on Monday, May 20, 2024.**

If you hold Indivior PLC U.K. Depositary Interests via the CSN, you are entitled to provide voting instructions to Computershare U.K., in its capacity as DI Depositary, in respect of the U.K. Depositary Interests that you are beneficially entitled to in accordance with the procedures described in the notes to the Notice of General Meeting and by following the instructions on the Form of Direction that will accompany this document. Voting instructions must be received by no later than **12.00p.m. (U.K. time) on Friday, May 17, 2024.**

If your shares are held in a stock brokerage account or by a broker, bank or other nominee, you are considered the beneficial owner of Indivior Shares, and this Notice of General Meeting is being made available or forwarded to you by or on behalf of your broker, bank or other nominee. As the beneficial owner, you may have the right to direct your broker, bank or other nominee on how to vote your shares by following the instructions for voting on the voting instruction form that will accompany this document. Your broker, bank or nominee will have their own cut-off time for receipt of voting instructions. If you do not direct your broker, bank or other nominee on how to vote your shares by following the instructions on the voting instruction form, your Indivior Shares will not be voted at the General Meeting.

A summary of the action to be taken by Indivior Shareholders is set out in section 5 of Part I (*Letter from the Chair of Indivior PLC*) and in the Notice of General Meeting.

Capitalized terms have the meanings ascribed to them in Part III (*Definitions*) of this document.

This document is published on May 3, 2024.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The dates given are based on Indivior's current expectations and may be subject to change. If any of the times or dates below change, Indivior will give notice of the change by issuing an announcement through a Regulatory Information Service.

All times shown in this timetable are U.K. time unless otherwise stated.

Event	Expected time/date
Record date for DTC beneficial owners to be eligible to vote	Friday, May 10, 2024
Latest time and date for receipt of Forms of Direction (U.K. CSN holders)	12.00p.m. on Friday, May 17, 2024
Record date for CSN holders to be eligible to vote	6.00p.m. on Friday, May 17, 2024
Record date for U.K. Depositary Interest holders to be eligible to vote	6.00p.m. on Friday, May 17, 2024
Latest time and date for receipt of Forms of Instruction (U.K. Depositary Interest holders)	12.00p.m. on Monday, May 20, 2024
Latest time and date for receipt of Forms of Proxy (direct shareholders)	12.00p.m. on Tuesday, May 21, 2024
Record date for direct shareholders to attend and vote at the General Meeting	12.00p.m. on Tuesday, May 21, 2024
General Meeting	12.00p.m. on Thursday, May 23, 2024
Proposed Transfer becomes effective and trading of Indivior Shares commences as a Standard Listing company	8.00a.m. on Thursday, June 27, 2024

IMPORTANT CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document contains certain statements that are forward-looking. Forward-looking statements include, among other things, statements regarding the expected completion, and timing of completion, of the Proposed Transfer; our expectations regarding potential inclusion in U.S. indices over time; our intention to report on U.S. forms beginning January 1, 2025; our intention to maintain Indivior's U.K. listing as a secondary listing following the transition of our primary listing to the U.S. for as long as it is considered to be in the best interests of Indivior and its shareholders as a whole; and other 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, such 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 these forward-looking statements.

The forward-looking statements in this document are made based upon our current expectations and beliefs concerning future events and involve a number of known and unknown risks and uncertainties. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategy and the environment in which we operate, which may prove to be inaccurate. In particular, the achievement of such statements could be affected by, among other things: an unsuccessful shareholder vote; the actions of the FCA; changed circumstances; the discretion exercised by any U.S. index; and the material risks described in the most recent Indivior PLC Annual Report and in subsequent releases.

Forward-looking statements contained in this document apply only at the date of this document. To the extent required by applicable law or regulation, including pursuant to the Listing Rules, the DTRs and the U.K. Market Abuse Regulation, Indivior will update or revise the information in this document, as appropriate. Otherwise, Indivior is under no obligation, and Indivior expressly disclaims any intention or obligation, to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

PART I
LETTER FROM THE CHAIR OF INDIVIOR PLC

Indivior PLC

(incorporated in the United Kingdom with registered number 09237894)

Directors:

Graham Hetherington (Chair)
Mark Crossley (Chief Executive Officer)
Ryan Preblich (Chief Financial Officer)
Peter Bains (Independent Non-Executive Director)
Dr. Keith Humphreys (Independent Non-Executive Director)
Jerome Lande (Non-Executive Director)
Joanna Le Couilliard (Independent Non-Executive Director)
Barbara Ryan (Independent Non-Executive Director)
Mark Stejbach (Independent Non-Executive Director)
Juliet Thompson (Senior Independent Director)

Registered office:

Indivior PLC
234 Bath Road
Slough
Berkshire
United Kingdom
SL1 4EE

May 3, 2024

Dear Indivior Shareholder,

Proposed transfer of Indivior’s listing category on the Official List from a Premium Listing to a Standard Listing to effect a primary listing in the U.S.

1. Introduction and background

On July 28, 2022, the Indivior Board announced its intention to seek the formal approval of Indivior Shareholders for the additional listing of Indivior Shares on a U.S. stock exchange (the “**Additional U.S. Listing**”). In the shareholder circular relating to the Additional U.S. Listing published on September 5, 2022, the Indivior Board announced that the Additional U.S. Listing would also provide the Company with the optionality to pursue, as a second step, a primary U.S. listing. The Additional U.S. Listing was approved by Indivior Shareholders at a general meeting of the Company on September 30, 2022, with 99.95% of votes cast in favor. The Additional U.S. Listing became effective on June 12, 2023, and Indivior Shares are currently listed both on the Official List (Premium Listing) in London and on the Nasdaq Stock Market in New York.

Subsequently, on February 22, 2024, the Indivior Board announced its intention to consult with shareholders about the proposed relocation of Indivior’s primary listing from the U.K. to the U.S. by way of the proposed transfer of Indivior’s listing category on the Official List from a Premium Listing (commercial company) to a Standard Listing (shares) (the “**Proposed Transfer**”).

Having completed its consultation with shareholders the Indivior Board announced on April 25, 2024 that, following careful consideration of the feedback received, it had decided to seek the approval of Indivior Shareholders for the Proposed Transfer. At the same time, the Indivior Board announced that it intends to maintain Indivior’s U.K. listing as a secondary listing following the transition of its primary listing to the U.S. for as long as it is considered to be in the best interests of Indivior and Indivior Shareholders as a whole.

2. Reasons for U.S. primary listing

As set out in the announcement dated February 22, 2024, the Board believes a primary U.S. listing will be beneficial to Indivior as it would:

- › reflect the Group's current and future growth opportunities for its proprietary treatments (SUBLOCADE, PERSERIS and OPVEE), which are centered in the U.S.;
- › be expected to attract more U.S. investors and analysts by further elevating the Group's leadership profile in addiction treatment in U.S. capital markets;
- › allow for inclusion in major U.S. indices over time; and
- › reflect the growing proportion of the Group's share capital owned by U.S.-based investors, which is currently approaching 50%.

Following the Proposed Transfer, Indivior intends to transition to reporting in U.S. GAAP on the forms applicable to a U.S. domestic issuer for its annual report and quarterly reports commencing January 1, 2025 (regardless of whether or not Indivior has lost its status as a foreign private issuer for U.S. securities laws purposes by then). Accordingly, Indivior intends to release its first annual report on Form 10-K in March 2025 in respect of the financial year ending December 31, 2024, and its first quarterly report on Form 10-Q in May 2025 in respect of the first financial quarter ending March 31, 2025. Reporting on U.S. domestic forms and maintaining a primary U.S. listing are both eligibility requirements for inclusion in important U.S. stock indices, which is a major driver of domestic U.S. fund ownership. The orderly transition to indexation on U.S. indices is an important objective of the Company as the Proposed Transfer is expected to result in Indivior ceasing to be eligible for inclusion in certain U.K. stock indices, including the FTSE 250.

While Indivior expects to become eligible for inclusion in U.S. stock indices in due course following the Proposed Transfer, it is acknowledged that inclusion in these important indices is unlikely to be achieved in the very near term, as it may take some time to demonstrate that the Company has met all the relevant eligibility criteria (including the speed at which the overall balance of trading volume and liquidity migrates to the Nasdaq Stock Market). It is also the case that the providers of certain U.S. indices retain a higher level of discretion around the applicability of eligibility criteria and the time at which companies may be admitted to the relevant index. The Indivior Board nonetheless believes that the overall strategic and capital markets advantages of a primary U.S. listing outweigh these short-term considerations.

3. Transfer to a Standard Listing

Under the Listing Rules, the Proposed Transfer requires Indivior to first obtain the prior approval of Indivior Shareholders. Indivior Shareholders will be asked to vote on the Resolution relating to the Proposed Transfer at the General Meeting on Thursday, May 23, 2024. The approval by special resolution of a majority of not less than 75% of the votes attaching to the Indivior Shares voted on the Resolution (whether in person or by proxy) at the General Meeting will be required.

If the Proposed Transfer does not occur because Indivior Shareholders do not vote in favor of the Resolution, then Indivior's Premium Listing will continue and its primary listing location will remain in the U.K.

Pursuant to the Listing Rules, the date of the Proposed Transfer must not be less than 20 U.K. business days after the passing of the Resolution. The Indivior Board proposes to apply promptly for the Proposed Transfer to be effected and so, subject to the passing of the Resolution, it is anticipated that the date of the Proposed Transfer will be Thursday, June 27, 2024. Indivior Shares will, on completion of the Proposed Transfer, continue to be traded on the Main Market, but under the designation "Listed: Standard".

As a company with a Standard Listing, Indivior will remain subject to the Listing Rules (as applicable to a company whose equity shares have a Standard Listing), the Prospectus Rules and the DTRs. However it will not be required to comply with the super-equivalent provisions of the Listing Rules which apply to companies with a Premium Listing (including provisions which provide shareholders of companies with a Premium Listing with rights to vote on significant and related party transactions).

Following the Proposed Transfer, the Indivior Board intends to maintain the Standard Listing for as long as it is considered to be in the best interests of Indivior and Indivior Shareholders as a whole.

In December 2023, the FCA published its consultation paper CP23/31 (*Primary Markets Effectiveness Review: Feedback to CP23/10 and detailed proposals for listing rules reforms*) setting out a series of proposed reforms to the Listing Rules, including the proposed removal of the current “Premium” and “Standard” listing segments and the introduction of new listing categories in their place (the **“Proposed Listing Rules Reforms”**). As at the date of publication of this document, the scope and application of the proposed new listing categories is not yet final and, in particular, it is not yet clear which new listing category Indivior will be mapped to following implementation of the Proposed Transfer. However, taking into account the proposed approach to existing Standard listed issuers under the Proposed Listing Rules Reforms, Indivior currently expects that the overall burden of compliance for it under the New Listing Rules will be substantially equivalent to that of the current Standard Listing category. The final New Listing Rules are currently expected to be implemented early in the second half of 2024 and the Indivior Board will update Indivior Shareholders by way of announcement through a Regulatory Information Service once it is clear which new listing category Indivior will be mapped to under the new rules.

The Indivior Board has not made, and does not anticipate or intend to make, any changes to the operation of Indivior’s business in connection with the Proposed Transfer.

Furthermore, the Proposed Transfer will not affect the way in which Indivior Shareholders have held, bought or sold Indivior Shares since the implementation of the Additional U.S. Listing.

A more detailed summary of the differences between the regulatory requirements of companies with a Standard Listing and those with a Premium Listing is contained at Part II (*A summary of the difference between Standard and Premium categories of listing*) of this document.

4. Corporate governance following the Proposed Transfer

As a company with a Standard Listing (and, following implementation of the Proposed Listing Rules Reforms, a company that Indivior expects will be subject to continuing obligations that are substantially equivalent to those that currently apply to a company with a Standard Listing), Indivior will no longer be required to comply (or explain non-compliance) with the U.K. Corporate Governance Code, although it will still be required to make a corporate governance statement under paragraph 7.2 of the DTRs and will be subject to those requirements of the FCA which are applicable to its new category of listing. Against this background, Indivior expects to adjust its corporate governance arrangements over time so as to align with those typically adopted by U.S. domestic issuers of a similar size and nature. As a U.K. company, Indivior will remain subject to the Takeover Code and English company law.

In addition, the governance rules and regulations of the Nasdaq Stock Market and U.S. securities laws have applied to Indivior since the effectiveness of the Additional U.S. Listing in June 2023, although as a foreign private issuer for U.S. securities laws purposes, Indivior is permitted to follow certain home country corporate governance practices. These rules and regulations include, *inter alia*, requirements with respect to director independence, standards for audit, nomination and remuneration board committees, board approval of related person transactions and shareholder approval of certain share issuances. As set out above, following the Proposed Transfer, Indivior intends to transition to reporting in U.S. GAAP commencing January 1, 2025.

5. Action to be taken

As outlined above, the Proposed Transfer is conditional on the approval of Indivior Shareholders. This will be sought at the General Meeting to be held at **12.00p.m. (U.K. time) on Thursday, May 23, 2024** at the offices of Freshfields Bruckhaus Deringer, 100 Bishopsgate, London EC2P 2SR, United Kingdom. A notice convening the General Meeting at which the Resolution will be proposed is set out on page 14 of this document.

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

- › Direct shareholdings, see page 16
- › U.K. Depositary Interests in CREST (other than via the Indivior PLC Corporate Sponsored Nominee Facility), see page 19
- › U.K. Depositary Interests in CREST via the Indivior PLC Corporate Sponsored Nominee Facility, see page 21
- › Other beneficial owners, see page 22

6. Recommendation

In the Indivior Board's opinion, the Proposed Transfer is in the best interests of the Company and its shareholders as a whole and is most likely to promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, the Indivior Board unanimously recommends that all Indivior Shareholders vote in favor of the Resolution at the General Meeting, as the Directors intend to do in respect of their own beneficial holdings of Indivior Shares.

Yours faithfully,

Graham Hetherington
Chair
Indivior PLC

PART II
A SUMMARY OF THE DIFFERENCES BETWEEN STANDARD AND PREMIUM CATEGORIES OF LISTING

The following paragraphs set out the key differences between Standard and Premium categories of Listing.

1. Companies with a Standard Listing are not eligible for inclusion in the U.K. series of FTSE indices.
2. Companies with a Standard Listing are not required to retain a sponsor for certain transactions.
3. Companies with a Standard Listing are not required to comply with the additional six Premium Listing Principles contained in Listing Rule 7.2.1A, which only apply to companies with a Premium Listing.
4. Companies with a Standard Listing are not required to: (i) control the majority of their assets and to have done so for the last three years; and (ii) carry on an independent business as their main activity.
5. A Standard Listing does not require a company to offer pre-emption rights pursuant to the Listing Rules. However, Indivior Shareholders will continue to benefit from pre-emption rights following the Proposed Transfer as a result of the continued application of English company law.
6. A Standard Listing does not require a company to comply with the provisions of Listing Rule 10 which sets out requirements for shareholders to be notified of certain transactions and to have the opportunity to vote on proposed significant transactions.
7. A Standard Listing does not require a company to comply with Listing Rule 11 which contains rules intended to prevent a related party from taking advantage of its position in respect of transactions with the listed company.
8. Companies with a Standard Listing are not required to comply with Listing Rule 12 which applies to companies dealing in their own securities; however, any dealings in such companies' securities will continue to be subject to other general restrictions including those contained in the U.K. Market Abuse Regulation.
9. The U.K. Corporate Governance Code does not apply to companies with a Standard Listing. However, pursuant to paragraph 7.2 of the DTRs, companies with a Standard Listing are still required to make a corporate governance statement in the directors' report which references the corporate governance code to which the company is subject, a description of the main features of the company's internal control and risk management systems in relation to the financial reporting process, information about its share capital and a description of the composition and operation of its committees.
10. A company with a Standard Listing is not required to comply with the more extensive requirements relating to the content of circulars issued to shareholders of companies with a Premium Listing as detailed in Chapter 13 of the Listing Rules.
11. A company with a Standard Listing is not required to comply with a number of miscellaneous continuing obligations imposed by Chapter 9 of the Listing Rules on companies with a Premium Listing.
12. Companies with a Standard Listing are not required to obtain the approval of shareholders for the cancellation of the listing.

Taking into account the proposed approach to existing Standard listed issuers under the Proposed Listing Rules Reforms, Indivior currently expects that the overall burden of compliance for it under the New Listing Rules will be substantially equivalent to that of the current Standard Listing category.

PART III DEFINITIONS

The definitions set out below apply throughout this document, unless the context requires otherwise.

“Additional U.S. Listing”	has the meaning given in section 1 of Part I (<i>Letter from the Chair of Indivior PLC</i>) of this document;
“Articles”	the articles of association of the Company as at the date of this document;
“Beneficial Owners Record Date”	has the meaning given in Note 34 of the notes to the Notice of General Meeting;
“Computershare U.K.”	Computershare Investor Services PLC;
“Corporate Sponsored Nominee Facility” or “CSN”	the corporate sponsored nominee facility arranged by Indivior with Computershare Investor Services PLC;
“CREST”	the system for the paperless settlement of trades in securities and the holding of uncertificated securities in accordance with the CREST Regulations operated by Euroclear U.K. & International Limited;
“CREST Manual”	the manual, as amended from time to time, produced by Euroclear U.K. & Ireland Limited describing the CREST system, and supplied by Euroclear U.K. & International Limited to users and participants thereof;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 of the United Kingdom, as amended;
“CREST Voting Instruction”	has the meaning given in Note 0 of the notes to the Notice of General Meeting;
“CSN Holders”	has the meaning given in Note 28 of the notes to the Notice of General Meeting;
“CSN Register”	the Company’s register of CSN Holders;
“DI Depository”	Computershare Investor Services PLC, in its capacity as the issuer of U.K. Depository Interests;
“DI Register”	the Company’s register of U.K. DI Holders;
“DTRs”	the Disclosure Guidance and Transparency Rules of the FCA, as amended;
“EUI”	Euroclear U.K. & International Limited;
“FCA”	the U.K. Financial Conduct Authority in its capacity as the competent authority for the purposes of Part VI of the FSMA;
“Form of Direction”	the form of direction for use by CSN Holders in connection with the General Meeting which accompanies this document;
“Form of Instruction”	the form of instruction for use by U.K. DI Holders in connection with the General Meeting which accompanies this document;
“Form of Proxy”	the form of proxy for use by Indivior Shareholders in connection with the General Meeting which accompanies this document;
“FSMA”	the Financial Services and Markets Act 2000 of the United Kingdom, as amended;

“General Meeting”	the general meeting of Indivior to be held at 12.00p.m. (U.K. time) on Thursday, May 23, 2024 pursuant to the Notice of Meeting set out on page 14 of this document and any adjourned meeting thereof;
“Group”	Indivior and its subsidiaries and subsidiary undertakings;
“Indivior” or “Company”	Indivior PLC, a company limited by shares and incorporated in the United Kingdom, with registered number 09237894;
“Indivior Board”	the board of directors of Indivior from time to time;
“Indivior Shareholder”	a direct (registered) holder of Indivior Shares (excluding any Indivior Shares held in treasury);
“Indivior Shares”	the fully paid ordinary shares of US\$0.50 in the capital of Indivior;
“Listing Rules”	the listing rules made under Part VI of FSMA (as set out in the FCA Handbook), as amended and in force until the adoption of the New Listing Rules;
“LSE” or “London Stock Exchange”	the London Stock Exchange Group plc or the market conducted by it, as the context requires;
“Main Market”	the Main Market operated by the LSE;
“Nasdaq Stock Market”	the Global Select tier of The Nasdaq Stock Market;
“New Listing Rules”	the new listing rules that are expected to be adopted in place of the existing Listing Rules pursuant to the Proposed Listing Rules Reforms;
“Nominated Persons”	has the meaning given in Note 20 of the notes to the Notice of General Meeting;
“Notice of General Meeting”	the notice convening the General Meeting, set out on page 14 of this document;
“Official List”	the Official List of the FCA;
“Premium Listing”	the “Premium Listing (commercial company)” segment of the Official List of the FCA;
“Proposed Listing Rules Reforms”	has the meaning given in section 3 of Part I (<i>Letter from the Chair of Indivior PLC</i>) of this document;
“Proposed Transfer”	has the meaning given in section 1 of Part I (<i>Letter from the Chair of Indivior PLC</i>) of this document;
“Prospectus Rules”	the rules made by the FCA pursuant to Part VI of FSMA, as amended;
“Registrar” or “Computershare”	Computershare Trust Company, N.A., P.O. Box 43078, Providence, RI 02940-3078, U.S. for general purposes or P.O. Box 43118, Providence, RI 02940-5132, U.S. for the return of Forms of Proxy only;
“Regulatory Information Service”	means any of the services authorized by the FCA from time to time for the purpose of disseminating regulatory announcements;
“Resolution”	the resolution to be proposed at the General Meeting as set out in the Notice of General Meeting;
“Standard Listing”	the “Standard Listing (shares)” segment of the Official List;
“subsidiary undertaking”	a subsidiary undertaking as that term is defined in section 1162 of the Companies Act 2006;

“Takeover Code”	the City Code on Takeovers and Mergers;
“U.K. Corporate Governance Code”	the corporate governance code of the U.K. Financial Reporting Council, as amended from time to time;
“U.K. Depositary Interest”	a depositary interest issued through CREST by the DI Depositary representing a beneficial interest in an Indivior Share;
“U.K. DI Holders”	has the meaning given in Note 22 of the notes to the Notice of General Meeting;
“U.K. Market Abuse Regulation”	assimilated Regulation EU No 596/2014 as it forms part of the law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018;
“uncertificated” or “in uncertificated form”	refers to a share or other security recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which may be transferred by means of CREST;
“United Kingdom” or “U.K.”	the United Kingdom of Great Britain and Northern Ireland;
“United States” or “U.S.”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia and all other areas subject to its jurisdiction; and
“U.S. GAAP”	U.S. generally accepted accounting principles.

INDIVIOR PLC

**(REGISTERED IN THE UNITED KINGDOM UNDER THE COMPANIES ACT 2006 WITH
REGISTERED NUMBER 09237894)**

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Indivior PLC (the “**Company**”) will be held at the offices of Freshfields Bruckhaus Deringer, 100 Bishopsgate, London, EC2P 2SR, United Kingdom at 12.00p.m. (U.K. time) on Thursday, May 23, 2024 for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution:

Special Resolution

THAT the proposed transfer of the Company’s category of equity share listing on the Official List of the Financial Conduct Authority and on the Main Market of the London Stock Exchange plc from a Premium Listing to a Standard Listing (the “**Proposed Transfer**”) be and is hereby approved and the directors of the Company be and are hereby authorized to cause such Proposed Transfer to be effected and to do and/or procure to be done all such acts or things as they may consider necessary or desirable in connection therewith.

By order of the Indivior Board on May 3, 2024

Kathryn Hudson
Company Secretary

Registered Office: 234 Bath Road, Slough, Berkshire, SL1 4EE, United Kingdom

Notes

GENERAL INFORMATION

How to attend and vote

1. Please note that attendance and voting procedures differ depending on how you hold your Indivior Shares. Specific instructions are set out in these Notes on the following pages:
 - › Direct shareholdings, see page 16
 - › U.K. Depositary Interests in CREST (other than via the Indivior PLC Corporate Sponsored Nominee facility), see page 19
 - › U.K. Depositary Interests in CREST via the Indivior PLC Corporate Sponsored Nominee facility, see page 21
 - › Other beneficial owners, see page 22

Poll voting

2. The Resolution 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 U.K. public companies. Holders of Indivior Shares who are entitled to attend and vote at general meetings of the Company have one vote in respect of each Indivior Share on a poll. Members and proxies attending the General Meeting 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 General Meeting can do so by attending the General Meeting or by sending their questions in advance of the meeting by email to **cosec@indivior.com**. To ensure that a response is received before the proxy appointment deadline for the General Meeting, members should submit their questions by midday (U.K. time) on Friday, May 17, 2024. The Company will publish answers to frequently asked questions on its website (**www.indivior.com/en/investors/shareholder-information**) as soon as reasonably practicable after the conclusion of the meeting.

Conduct of the meeting

4. 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

5. A copy of this Notice and other information required by section 311A of the Companies Act 2006 can be found at **www.indivior.com**.

Communication

6. Any shareholder who has queries about their shareholding, voting, the General Meeting or who requires any other assistance should contact Computershare using the contact details set out on page 22 (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

7. The total number of issued Indivior Shares on April 19, 2024, the latest practicable date prior to publication of this Notice was 135,597,555. Therefore, the total number of votes exercisable as at April 19, 2024 was 135,597,555.
8. The Company's website will include information on the total number of issued Indivior Shares and voting rights after the date of the publication of this Notice.

NOTES FOR DIRECT HOLDERS OF INDIVIOR SHARES

Entitlement to attend and vote

9. Entitlement to attend and vote at the General Meeting, 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 12.00p.m. (U.K. time) on Tuesday, May 21, 2024 or, if the meeting is adjourned, at 12.00p.m. (U.K. time) on the day which is two U.K. business days before the day of the adjourned meeting. In each case, changes to the register of members after such time will be disregarded.
10. 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/INPLGM. Registration shall be open from 11.30a.m. (U.K. time) at the offices of Freshfields Bruckhaus Deringer, 100 Bishopsgate, London, EC2P 2SR, United Kingdom.

Proxies

11. If you are a member of the Company at the time set out in Note 9 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 17 below); or
 - › register your proxy appointment electronically (as described in Note 18 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 **12.00p.m. (U.K. time) on Tuesday, May 21, 2024** or, if the meeting is adjourned, by no later than 48 hours (excluding any part of a day that is not a U.K. business day) before the time of the holding of the adjourned meeting, to be valid.

12. A proxy need not be a shareholder of the Company, but the proxy must attend the General Meeting 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 the Resolution to be proposed at the General Meeting. If you wish your proxy to speak on your behalf at the General Meeting, you will need to appoint your own choice of proxy (not the Chair of the meeting) and give your instructions directly to them.

13. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
14. 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.
15. 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 Indivior Share or Indivior Shares held by that shareholder. You may not appoint more than one proxy to exercise rights attached to any one Indivior Share. A space has been included in the Form of Proxy to allow members to specify the number of Indivior 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 Indivior 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 U.S.) or **1 (781) 575-2906** (outside of the U.S.) 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 Indivior 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 17. Where you wish to appoint more than one proxy, failure to specify the number of Indivior Shares in respect of which each proxy is appointed or specifying more Indivior Shares than you hold will result in the proxy appointments being invalid.

16. The notes on the Form of Proxy explain how to direct your proxy to vote on the Resolution 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 General Meeting.
17. 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 43118, Providence, RI 02940-5132, U.S.** 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 **12.00p.m. (U.K. time) on Tuesday, May 21, 2024** or, if the meeting is adjourned, by no later than 48 hours (excluding any part of a day that is not a U.K. business day) before the time of the holding of the adjourned meeting. If lodging a proxy appointment electronically (see Note 18), there is no need to return a hard-copy Form of Proxy.

Electronic proxy appointments

18. Shareholders may register the appointment of their proxy electronically via the InvestorVote service at www.investorvote.com/INPLGM 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 **12.00p.m. (U.K. time) on Tuesday, May 21, 2024** or, if the meeting is adjourned, by no later than 48 hours (excluding any part of a day that is not a U.K. business day) before the time of the holding of the adjourned meeting.

Changing and revoking proxy instructions

19. 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 17. 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 as set out on page 23, 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 electronically as specified in Note 18 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 43118, Providence, RI 02940-5132, U.S.** 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 **12.00p.m. (U.K. time) on Tuesday, May 21, 2024** or, if the meeting is adjourned, by no later than 48 hours (excluding any part of a day that is not a U.K. 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

20. 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

21. 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 U.K. DEPOSITARY INTERESTS (OTHER THAN VIA THE INDIVIOR PLC CORPORATE SPONSORED NOMINEE FACILITY)

Entitlement to vote

22. Only those holders of Indivior PLC U.K. Depositary Interests (“**U.K. DI Holders**”) entered in the Company’s register of U.K. DI Holders (the “**DI Register**”) as at 6.00p.m. (U.K. time) on Friday, May 17, 2024 or, if the meeting is adjourned, at 6.00p.m. (U.K. time) on the day which is four U.K. business days before the day of the adjourned meeting, shall be entitled to provide voting instructions to Computershare U.K. (in its capacity as DI Depositary), in respect of the number of U.K. Depositary Interests 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 U.K. DI Holders to provide voting instructions to Computershare U.K. in regard to the General Meeting.

Voting Instructions

23. You may instruct Computershare U.K., as the DI Depositary, to vote the Indivior Shares underlying your U.K. Depositary Interests by any of the methods set out in Notes 24 to 26. Computershare U.K. will then make arrangements to vote the Indivior Shares underlying your U.K. Depositary Interests according to your instructions.
24. **Electronically:** You may complete a Form of Instruction on Computershare U.K.’s website at 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 U.K. by **12.00p.m. (U.K. time) on Monday, May 20, 2024** or, if the meeting is adjourned, by such other time and date as is communicated to U.K. DI Holders.

25. **Via CREST:** U.K. 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 U.K. & 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 U.K.) must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID 3RA50) by no later than **12.00p.m. (U.K. time) on Monday, May 20, 2024** or, if the meeting is adjourned, by such other time and date as is communicated to U.K. 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 CREST Regulations.

26. **By mail:** You may complete and return the enclosed Form of Instruction to Computershare U.K. 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 U.K. by **12.00p.m. (U.K. time) on Monday, May 20, 2024** or, if the meeting is adjourned, by such other time and date as is communicated to U.K. DI Holders.

Attendance

27. Should a U.K. DI Holder, or a representative of that U.K. DI Holder, wish to attend, speak and vote at the General Meeting, please inform Computershare U.K. at **csnditeam@computershare.co.uk** by **12.00p.m. (U.K. time) on Thursday, May 16, 2024**. Computershare will provide a Letter of Representation with respect to the relevant U.K. Depository Interest holding that will enable the U.K. DI Holder, or a representative of the U.K. DI Holder, to attend, speak and vote the Indivior Shares underlying the U.K. Depository Interests at the General Meeting. The completed Letter of Representation must be brought to the General Meeting and shown at the registration point to gain access to the meeting.

NOTES FOR HOLDERS OF INDIVIOR PLC U.K. DEPOSITARY INTERESTS VIA THE INDIVIOR PLC CORPORATE SPONSORED NOMINEE FACILITY (“CSN”)

Entitlement to vote

28. Only those U.K. DI Holders via the CSN (“**CSN Holders**”) entered in the Company’s register of CSN holders (the “**CSN Register**”) as at 6.00p.m. (U.K. time) on Friday, May 17, 2024 or, if the meeting is adjourned, at 6.00p.m. (U.K. time) on the day which is four U.K. business days before the day of the adjourned meeting, shall be entitled to provide voting instructions to Computershare U.K. (as provider of the CSN service in which U.K. Depositary Interests are held) in respect of the number of U.K. Depositary Interests 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 U.K. in regard to the General Meeting.

Voting Instructions

29. You may instruct Computershare U.K., as provider of the CSN service in which your U.K. Depositary Interests are held, on how to vote the Indivior Shares underlying your U.K. Depositary Interests held via the CSN, by any of the methods set out in Notes 30 to 31. Computershare U.K. will then make arrangements to vote the Indivior Shares underlying your U.K. Depositary Interests according to your instructions.
30. **Electronically:** You may complete a Form of Direction on Computershare U.K.’s website at 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 **12.00p.m. (U.K. time) on Friday, May 17, 2024** or, if the meeting is adjourned, by such other time and date as is communicated to CSN Holders.
31. **By mail:** You may complete and return the enclosed Form of Direction to Computershare U.K. 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 U.K. by **12.00p.m. (U.K. time) on Friday, May 17, 2024** or, if the meeting is adjourned, by such other time and date as is communicated to CSN Holders.
32. Should a CSN Holder, or a representative of that CSN Holder, wish to attend, speak and vote at the General Meeting, please inform Computershare U.K. at csnditeam@computershare.co.uk by **12.00p.m. (U.K. time) on Wednesday, May 15, 2024**. Computershare U.K. 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 Indivior Shares underlying the U.K. Depositary Interests at the General Meeting. The completed Letter of Representation must be brought to the General Meeting and shown at the registration point to gain access to the meeting.

NOTES FOR OTHER BENEFICIAL OWNERS

This section applies to beneficial owners of Indivior Shares other than U.K. DI Holders or CSN Holders.

Entitlement to vote

33. As your Indivior Shares are held in a stock brokerage account or by a broker, bank or other nominee, you are considered the beneficial owner of the Indivior Shares, and this Notice is being made available or forwarded to you by or on behalf of your broker, bank or other nominee.
34. Entitlement to attend and/or vote at the General Meeting 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 General Meeting. The Company has specified that only those beneficial owners holding Indivior Shares as of Friday, May 10, 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 General Meeting. 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 U.K. DI Holders or CSN Holders.

Voting Instructions

35. As the beneficial owner, you may have the right to direct your broker, bank, or other nominee on how to vote your Indivior 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.
36. If you do not direct your broker, bank, or other nominee on how to vote your Indivior Shares on your voting instruction form, your Indivior Shares will not be voted at the General Meeting.

Attendance

37. If you wish to attend the General Meeting, 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 General Meeting.

CONTACT DETAILS

Direct shareholders:

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

TEL: 1 (866) 644-4127 (in the U.S.)

TEL: 1 (781) 575-2906 (outside the U.S.) (calls to this shareholder helpline from outside the U.S. are charged at the applicable international rates)

Email: web.queries@computershare.com

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

U.K. DI Holders and CSN Holders:

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

TEL: +44 (0) 370 707 1820¹ (calls to this helpline from outside the U.K. are charged at the applicable international rates)

TEL: +44 (0) 906 999 0000² (calls to this helpline from outside the U.K. are charged at the applicable international rates)

Email: web.queries@computershare.com

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

1. For CSN Holders
2. For U.K. DI Holders

