

Investment Association Public Register Update Statement

Indivior PLC (“the Company”) issues this further statement in relation to the 2021 AGM votes on the Directors’ Remuneration Report (Resolution 2) and the re-election of Daniel Phelan as a Director (Resolution 14).

On May 6, 2021, the Company issued an announcement in relation to the 2021 AGM voting result and explained:

“With respect to Resolution 2, approval of the Remuneration Report, we are pleased that 61.73% of shareholders voted in favor of this resolution, but are disappointed by the outcome of the vote. In the run up to the AGM we engaged with a number of shareholders to understand their concerns, which we understand related to the termination arrangements for the former Chief Executive Officer, Shaun Thaxter. The Remuneration Committee determined, based on Mr Thaxter’s leadership that produced years of positive operational performance, and the absence of any findings of personal wrongdoing or malfeasance, to allow Mr Thaxter to retain his outstanding LTIP awards.”

“Resolution 14 was passed with 78.50% shareholder support for the re-election of Daniel Phelan as a Director. The Board notes the result of this resolution.”

Engagement with shareholders is ongoing and has been since the 2021 AGM. We understand that some shareholders were unsupportive of the termination arrangements for the former Chief Executive Officer and consequently voted against the approval of the Directors’ Remuneration Report and Daniel Phelan’s reappointment (as a result of his position as Chair of the Remuneration Committee).

Shortly after stepping down as Chief Executive Officer in June 2020, Mr Thaxter pleaded guilty to one misdemeanour count under the US Responsible Corporate Officer Doctrine; under this doctrine, executives can be held liable for violations of the Federal Food, Drug and Cosmetics Act by others in the Company without personal wrongdoing or malfeasance. Mr Thaxter’s agreement had the same underlying facts as the Company’s agreement with the United States Department of Justice. Under that agreement, a subsidiary of Indivior PLC pleaded guilty to one incident of making a false statement relating to health care matters to a payor (Massachusetts Medicaid program) in 2012. After learning of the statement in 2015, Mr Thaxter approved the sending of a correction letter to the payor.

The Board has reviewed the facts on multiple occasions over the course of a number of years and sought extensive legal advice. Given the absence of any findings of personal wrongdoing or malfeasance by Mr Thaxter, the Board and the Remuneration Committee felt in good conscience that it could not pursue malus and clawback claims and determined to allow him to retain his outstanding LTIP awards, pro-rated for time worked and subject to the achievement of stretching performance conditions and a two-year post-vesting holding period. In arriving at its decision, the Remuneration Committee noted that Mr Thaxter had played a pivotal role in the formation of Indivior and its vision to improve the lives of patients suffering from addiction and its co-occurring disorders. Mr Thaxter’s awards will remain subject to the Company’s malus and clawback policies.

We greatly value the views of our shareholders and their representatives and will continue to take into account the constructive feedback that is provided when making decisions in respect of our remuneration framework. While the Committee is confident the right decision was made, we also acknowledge that a significant number of shareholders were concerned about the approach taken.

The Company continues to implement our new Directors’ Remuneration policy, approved by shareholders at the 2021 AGM, with remuneration philosophy based on aligning the incentivization of senior executives with the Company’s strategic priorities.

October 6, 2021