



INDIVIOR PLC

Nomination Committee Charter

A. Purpose

The purpose of the Nomination Committee (the "Committee") of Indivior PLC (the "Company") is to make recommendations to the Company's Board of Directors (the "Board") 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. The Board has delegated the responsibilities set out in this Charter to the Committee. The Committee shall carry out these responsibilities and any other activities consistent with this Charter, the Company's Articles of Association and governing law, as the Committee or the Board deems necessary or appropriate.

B. Composition

The Committee will consist of at least three members of the Board. All members of the Committee must meet the independence requirements of the listing standards of the Nasdaq Stock Market ("Nasdaq"). The members of the Committee, including the chair of the Committee ("Committee Chair"), shall be appointed by the Board on the recommendation of the Committee and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board either acting on its own initiative or on the recommendation of the Committee. The Committee Chair should be the Chair of the Board or an independent non-executive director. Unless a Committee Chair is appointed by the Board, the members of the Committee may designate a Chair. The Committee may, from time to time, delegate duties or responsibilities to subcommittees. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairship.

C. Responsibilities

The following are the principal responsibilities of the Committee:

Director Selection Process

1. The Committee shall seek individuals qualified to become Board members consistent with the criteria approved by the Board and shall recommend to the Board such individuals for appointment as directors, in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee shall evaluate each individual in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the Company's business and represent shareholders' interests through the exercise of sound judgment, using its diversity of experience. If the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.

2. The Committee shall consider any nominations of director candidates validly made by shareholders in accordance with applicable laws, rules and regulations and the provisions of the Company's governing documents.
3. The Committee shall determine criteria for selecting new directors, including desired skills and attributes required of a director and shall recommend such criteria to the Board for approval. When determining such criteria, the Committee shall take into account all factors it considers appropriate, which may include minimum individual qualifications including strength of character, judgment, independence, cognitive and personal strengths, familiarity with the Company's business and industry and an ability to work collegially with the other members of the Board and all other factors it considers appropriate, which may include the age, gender, nationality, diversity of background including social and ethnic, the provisions of the Company's Diversity and Inclusion Policy from time to time, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, various and relevant career experience, relevant technical skills, relevant business or government acumen, financial and accounting background, technology background, compliance background, executive compensation background, any other skills or experience deemed necessary or desirable and the size, composition and combined expertise of the existing Board. The Committee will periodically review and recommend to the Board updates to such criteria.
4. The Committee shall periodically review the composition of the Board in light of the current composition, challenges and needs of the Board and the Company, and determine whether to recommend the addition or removal of individuals consistent with the criteria approved by the Board.
5. The Committee will at least annually review and recommend to the Board director independence determinations with respect to continuing directors and, when applicable, director nominees.
6. The Committee shall make recommendations to the Board regarding proposing the annual re-appointment of non-executive directors to shareholders, having given due regard to their performance, time commitment and ability to continue to contribute to the Board in light of the knowledge, skills and experience required.

External Appointments

7. The Committee shall review and evaluate any proposed external appointments for the directors and make recommendations to the Board. The Committee shall review, evaluate, and approve any proposed external appointments for the Company's executive officers (as defined in Rule 3b-7 under the Securities Exchange Act of 1934, as amended) (the "Executive Officers") (excluding the Chief Executive Officer or Chief Financial Officer).
8. The Committee will annually review the time commitment of the Chair of the Board, in conjunction with the Chair of the Board.
9. The Committee may approve exceptions to the Company's overboarding policy if it determines that the additional service will not impair the director's effectiveness as a member of the Board.

Board and Committee Structure

10. The Committee shall periodically review the Board's structure, size and composition and recommend changes to the Board as necessary and appropriate in accordance with applicable law and regulation, including (where necessary and appropriate) the recommendation of an individual to serve as a Lead Independent Director.
11. The Committee will make recommendations to the Board regarding the appointment to or removal from the committees of the Board. The Committee will also recommend to the Board for approval the selection of chairs of such committees.

Succession Planning

12. The Committee shall review and make recommendations to the Board on the succession plans for the executive directors and non-executive directors, including plans in the event of an emergency, unexpected resignation or retirement of the Chief Executive Officer. The Chief Executive Officer will provide to the Committee, on a periodic basis, his or her recommendation as to a successor in the event of an unexpected emergency.
13. The Committee shall also periodically review succession plans for the Executive Officers 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 Company and the skills and expertise needed in the future. The CEO will periodically report to the Committee on the plans for succession to the offices of the Executive Officers including with respect to the potential candidates to succeed to these positions.

Conflicts of Interest

14. The Committee will review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict and will 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.

D. Procedures

1. 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.
2. The Committee will meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than two times a year. The Committee Chair, in consultation with the appropriate members of management, will determine the frequency and length of the Committee meetings and will set meeting agendas consistent with this Charter.
3. The quorum for the Committee shall be two Committee members.

4. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and voting requirements as are applicable to the Board.
5. 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 advisors 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.
6. Minutes for all meetings of the Committee will be prepared to document the Committee's discharge of its responsibilities and copies of all minutes shall be provided to the Board except where a conflict of interest exists or where, in the opinion of the Committee Chair, it would not be appropriate to do so. The Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
7. The Committee Chair shall attend the Company's Annual General Meeting to answer any questions on the Committee's activities.
8. The Committee has the authority to select, retain, oversee and terminate consultants, legal counsel or other advisors, including director search firms (each, a "Consultant"), to advise the Committee as it determines necessary or appropriate to carry out its duties, including identifying director candidates, at the expense of the Company, and to approve the terms of any such engagement and the fees of any such Consultants. The Committee also has the authority to determine the appropriate funding for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
9. The Committee should exercise independent judgement when evaluating the advice of external advisers and when receiving the views from other directors and management.
10. The Committee has the power to investigate any matter brought to its attention, with full access to, but not limited to, all the Company books, records, facilities and employees.
11. 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.
12. The Committee will annually review its own performance and this Charter and will report to the Board on the results of the review and will recommend to the Board any proposed changes to this Charter for approval.

Adopted: November 14, 2024

Effective: January 1, 2025