



INDIVIOR PLC

Compensation Committee Charter

A. Purpose

The purpose of the Compensation Committee (the "Committee") of Indivior PLC (the "Company") is to assist the Company's Board of Directors (the "Board") in fulfilling its oversight responsibility by ensuring that its remuneration policy and practices reward fairly and responsibly, are linked to corporate performance, and that they take account of generally accepted principles of good governance. 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

Appointment

The Committee will consist of at least three members of the Board. The members of the Committee, including the chair of the Committee (the "Committee Chair"), shall be appointed by the Board on the recommendation of the Nomination 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 Nomination Committee. Unless a Committee Chair is appointed by the Board, the members of the Committee may designate a Committee Chair. The Committee may, from time to time, delegate duties or responsibilities to subcommittees.

Independence

The members of the Committee must satisfy the following qualifications:

1. Each member of the Committee will be an independent director, in accordance with the independence requirements of the US Securities Exchange Act of 1934, as amended (the "Exchange Act"), the rules promulgated thereunder, and the listing standards of the Nasdaq Stock Market ("Nasdaq").

In particular, in affirmatively determining the independence of any director who will serve on the Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a Committee member, including, but not limited to:

- (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and
 - (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.
2. Unless determined otherwise by the Board, each member of the Committee must be a "non-employee director" within the meaning of Rule 16b-3 of the Exchange Act.

3. Each member of the Committee must satisfy any other criteria required by applicable law or the rules and regulations of the Securities and Exchange Commission (the “SEC”), the listing standards of Nasdaq, and such other qualifications as may be established by the Board from time to time.

C. Responsibilities

The following are the principal responsibilities of the Committee:

Remuneration Arrangements

4. The Committee will have delegated responsibility for determining the remuneration arrangements for the Company’s executive officers as defined by Rule 3b-7 of the Exchange Act (the “Executive Officers”), as well as the Chair of the Board. The Committee shall ensure that these arrangements are designed to support strategy and promote long-term sustainable success and that the objective of these arrangements is to attract, retain and motivate executive management of the quality required to run the Company successfully having regard to the risk appetite of the Company and alignment to the Company’s purpose and values and clearly linked to the successful delivery of the Company’s long-term strategic goals.

Remuneration Policy

5. The Committee shall ensure that the Company’s directors’ remuneration policy (the “Remuneration Policy”) is put to shareholders for approval at the Company’s Annual General Meeting at least every three years.
6. The Committee shall ensure that any payment to, and/or any non-cash benefit to be provided to, or for the benefit of any director of the Company (whether an executive director or a non-executive director) is consistent with the most recent Remuneration Policy that has been approved by shareholders or is otherwise approved by the shareholders as required by the relevant laws and regulations.

CEO Compensation

7. At least annually, the Committee will determine and approve the Chief Executive Officer’s (the “CEO”) compensation. In evaluating and determining CEO compensation, the Committee will consider the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act, the UK Companies Act 2006 or voluntarily sought by the Company (“Say-on-Pay Vote”). The CEO may not be present during portions of any meeting during which such individual’s compensation is being deliberated or determined.

Executive Officer Compensation

8. At least annually, the Committee will determine and approve the compensation of the Company’s Executive Officers, other than the CEO. The Committee may also determine and approve the compensation of other members of the Company’s senior management as it deems appropriate. An Executive Officer may not be present during portions of any meeting during which such individual’s compensation is being deliberated or determined.

Compensation Plans

9. The Committee will approve, administer and periodically review, or recommend for approval of the Board, the Company's incentive compensation plans, equity-based plans, and such other employee-benefit plans or programs as the Committee deems appropriate, including the ability to adopt, amend, or terminate such plans, increase the number of shares reserved for issuance under any equity-based plan, grant awards under such plans to eligible individuals or amend previously-granted awards, establish performance objectives, and evaluate performance achievement, and where required, recommend for approval by the Company's shareholders. The Committee may establish policies and delegate authority in respect of equity-based compensation grants made to employees other than the CEO and the Executive Officers, as it deems appropriate in accordance with applicable law.

Chair Compensation

10. At least annually, the Committee will determine and approve the form and amount of compensation to be paid to the Chair of the Board for service as Chair of the Board and member of Board Committees. The Chair of the Board may not be present during portions of any meeting during which such individual's compensation is being deliberated or determined.

Non-Executive Director Compensation

11. The compensation of the non-executive directors shall be a matter for the Board.

Evaluate Compensation Risk

12. At least annually, the Committee will review the Company's compensation arrangements, policies, and practices to determine whether they encourage excessive risk-taking, to review the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

Shareholder Matters

13. As applicable, the Committee will advise the Board on proposals to be put to shareholders on executive and non-executive director compensation matters, including advisory votes on executive and non-executive director compensation and the frequency of such votes, advisory and binding votes on the Company's Remuneration Policy and proposals received from shareholders on executive and non-executive director compensation matters, and the Committee will oversee management's engagement with shareholders and proxy advisory firms on executive and non-executive director compensation matters. The Committee will review the results of such votes and consider any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive and non-executive director compensation policies and practices, as applicable.

Compensation Disclosures; Committee Report

14. To the extent that Compensation Discussion and Analysis ("CD&A") is required by the rules and regulations of the SEC, the Committee will review and discuss with management the CD&A disclosure and related tabular presentations regarding the CEO and other named Executive Officer compensation and, based on this review and discussion, approve the inclusion of CD&A disclosure and related tabular presentation in the Company's annual public

filings. The Committee will furnish its report on the Committee's discussions and recommendations for inclusion in the Company's annual public filings as required by the rules and regulations of the SEC.

15. The Committee shall also ensure that provisions regarding disclosure of information as set out in the UK Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019, as amended from time to time, are fulfilled, and that a report on the Remuneration Policy and practices is included in the Company's UK Annual Report and put to shareholders for approval, on an advisory or binding basis as required, at the Company's Annual General Meeting.

Share Ownership Guidelines

16. The Committee will monitor compliance with the Company's Executive Shareholding Requirements.

Clawback and Recoupment / Malus and Clawback

17. If the Committee determines it to be necessary or appropriate, or as required by applicable law, the Committee will approve, or recommend to the Board for approval, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees or any malus and clawback policy (in addition to any malus and clawback provisions that are imposed by law and not subject to Committee approval).

Employment Agreements

18. The Committee will review and approve and, where appropriate, recommend to the Board for approval, the compensation-related elements of employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and the Executive Officers, which includes the ability to adopt, amend, and terminate such agreements, arrangements or plans.

Human Capital Management

19. The Committee will review and provide oversight of the Company's human capital management policies and strategies, including but not limited to the Company's internal pay equity, leadership compensation plans, benefit programs, recruiting and retention strategies, and development programs.

Retention of Consultants

20. The Committee has the authority to select, retain, oversee and terminate consultants, legal counsel or other advisors, including compensation consultants (each, a "Consultant"), to advise the Committee as it determines necessary or appropriate to carry out its duties, 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.
21. Prior to selecting and receiving advice from any Consultants (other than the Company's in-house legal counsel), the Committee will take into consideration the independence factors set

forth in the applicable rules of the SEC and the following independence factors set forth in the listing standards of Nasdaq:

- (i) the provision of other services to the Company by the person that employs the Consultant;
- (ii) the amount of fees received from the Company by the person that employs the Consultant as a percentage of the total revenue of the person that employs the Consultant;
- (iii) the policies and procedures of the person that employs the Consultant that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the Consultant with a member of the Committee;
- (v) any stock of the Company owned by the Consultant; and
- (vi) any business or personal relationship of the Consultant or the person employing the adviser with an Executive Officer.

However, the Committee is not required to assess the independence of any compensation Consultant or other Consultant that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of the CEO, Executive Officers or non-executive directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by such Consultant, and about which such Consultant does not provide advice. The Committee may retain, or receive advice from, any compensation Consultant it prefers, including compensation Consultants that are not independent, after considering the requisite independence factors. The Committee will evaluate whether any compensation Consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iii) of Regulation S-K.

D. Procedures

1. The Company Secretary or his or her nominee shall act as secretary to 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 the 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 four times per year. The Committee Chair, in consultation with the appropriate members of management, will determine the reasonable length of the Committee meetings and will set meeting agendas consistent with this Charter.
3. The quorum for the Committee shall be any 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 CEO and 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 questions on the Committee's activities and on the Remuneration Report.
8. The Committee should exercise independent judgement when evaluating the advice of external third parties and when receiving the views from Executive Officers. The CEO will normally be invited to attend meetings, except that, as described above, the CEO may not be present during the voting or deliberations regarding his or her own compensation.
9. 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.
10. The Committee shall be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members.
11. The Committee will annually review its own performance and this Charter and will report to the Board on the results of the review and any proposed changes to this Charter.

Adopted: November 14, 2024
Effective: January 1, 2025