

Result of AGM

Released : 06/05/2021 17:30

RNS Number : 7919X
Indivior PLC
06 May 2021

Indivior PLC (the 'Company')

Result of Annual General Meeting ('AGM')

May 6, 2021

The Company announces the voting results of its AGM, held earlier today at the Company's Registered Office at 234 Bath Road, Slough, Berks, SL1 4EE. All resolutions were duly passed by shareholders by way of a poll.

Details of each resolution are set out in the Notice of Meeting circulated to shareholders on 25 March 2021. The voting results, incorporating proxy votes lodged in advance of the AGM are set out below and will be made available on the Company's website at <http://www.indivior.com/shareholders/shareholder-communications/>.

| RESOLUTION | VOTES FOR | % | VOTES AGAINST | % | VOTES TOTAL | % of ISC VOTED ¹ | VOTES WITHHELD ² |
|--|-------------|--------|---------------|--------|-------------|-----------------------------|-----------------------------|
| 1. To receive the Annual Report and Accounts | 536,567,559 | 99.76% | 1,278,663 | 0.24% | 537,846,222 | 73.21% | 9,245,726 |
| 2. To approve the Directors' Remuneration Report | 330,455,934 | 61.73% | 204,877,688 | 38.27% | 535,333,622 | 72.87% | 11,757,556 |
| 3. To approve the Directors' Remuneration Policy | 520,455,001 | 95.20% | 26,236,873 | 4.80% | 546,691,874 | 74.42% | 398,798 |
| 4. To elect Jerome Lande | 456,858,926 | 83.60% | 89,614,344 | 16.40% | 546,473,270 | 74.39% | 618,678 |
| 5. To elect Joanna Le Couilliard | 542,223,652 | 99.18% | 4,456,318 | 0.82% | 546,679,970 | 74.42% | 411,978 |
| 6. To elect Ryan Preblick | 544,987,405 | 99.69% | 1,690,973 | 0.31% | 546,678,378 | 74.42% | 412,870 |
| 7. To elect Mark Stejbach | 545,293,962 | 99.76% | 1,339,060 | 0.24% | 546,633,022 | 74.41% | 458,926 |
| 8. To elect Juliet Thompson | 546,087,062 | 99.89% | 592,565 | 0.11% | 546,679,627 | 74.42% | 412,321 |
| 9. To re-elect Peter Bains | 543,795,182 | 99.48% | 2,844,847 | 0.52% | 546,640,029 | 74.41% | 451,919 |
| 10. To re-elect Mark Crossley | 544,924,278 | 99.68% | 1,760,751 | 0.32% | 546,685,029 | 74.42% | 406,919 |
| 11. To re-elect Graham Hetherington | 505,476,865 | 93.45% | 35,450,230 | 6.55% | 540,927,095 | 73.63% | 6,164,853 |
| 12. To re-elect Dr A. Thomas McLellan | 508,200,345 | 92.97% | 38,425,510 | 7.03% | 546,625,855 | 74.41% | 466,093 |
| 13. To re-elect Lorna Parker | 513,232,165 | 93.89% | 33,375,546 | 6.11% | 546,607,711 | 74.41% | 484,127 |

| | | | | | | | |
|--|-------------|--------|-------------|--------|-------------|--------|-----------|
| 14. To re-elect Daniel J. Phelan | 429,125,972 | 78.50% | 117,559,082 | 21.50% | 546,685,054 | 74.42% | 406,894 |
| 15. To re-appoint PricewaterhouseCoopers LLP as Auditor | 540,768,032 | 98.91% | 5,980,532 | 1.09% | 546,748,564 | 74.43% | 343,393 |
| 16. To authorize the Audit Committee to determine the remuneration of the Auditor. | 546,653,694 | 99.98% | 100,691 | 0.02% | 546,754,385 | 74.43% | 337,572 |
| 17. To authorize the Company and any of its UK subsidiaries to make political donations and incur political expenditure | 533,180,347 | 98.91% | 5,884,439 | 1.09% | 539,064,786 | 73.38% | 8,027,083 |
| 18. To authorize the Directors to allot shares | 532,085,955 | 98.70% | 7,009,359 | 1.30% | 539,095,314 | 73.38% | 7,996,634 |
| 19. To authorize the Directors to disapply pre-emption rights up to 5% of the issued capital (Special Resolution) | 538,720,748 | 99.94% | 302,729 | 0.06% | 539,023,477 | 73.37% | 8,068,471 |
| 20. To authorize the Directors to disapply pre-emption rights up to an additional 5% for transactions which the Board determines to be an acquisition or other capital investment (Special Resolution) | 520,958,983 | 96.63% | 18,143,693 | 3.37% | 539,102,676 | 73.39% | 7,989,272 |
| 21. To authorize market purchases of the Company's ordinary shares (Special Resolution) | 538,473,270 | 98.77% | 6,729,385 | 1.23% | 545,202,655 | 74.22% | 1,889,149 |
| 22. To call a general meeting other than an annual general meeting on not less than 14 clear days' notice (Special Resolution) | 537,452,084 | 98.31% | 9,251,971 | 1.69% | 546,704,055 | 74.42% | 387,893 |

Notes

- As at the close of business on May 4, 2021, the total number of ordinary shares of US\$0.10 eligible to be voted at the AGM was 734,620,989. Therefore, the total voting rights in the Company as at that time was 734,620,989.
- A vote withheld is not a vote in law and is not counted in the calculation of the votes for or against a resolution.

A copy of the special business resolutions will be submitted to the National Storage Mechanism and will be available to view at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> in due course.

Computershare Investor Services PLC acted as scrutineer of the poll on all resolutions.

While all resolutions were passed at today's AGM, the Board notes that resolutions 2 and 14 received a significant number of votes against.

Resolution 2

With respect to Resolution 2, approval of the Remuneration Report, we are pleased that 61.73% of shareholders voted in favour 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

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.

Our shareholders' views are important to us and we intend to continue to engage with our largest shareholders on governance and remuneration matters. We will publish an update on our engagement within six months of the date of the 2021 AGM.

Contact: **Kathryn Hudson**
Company Secretary
Tel: +44 (0)1753 423940 / cosec@indivior.com

Jason Thompson
Vice President, Investor Relations
Tel: +1-804-402-7123 / jason.thompson@indivior.com

Tulchan Communications
Tel: +44 207-353-4200

Indivior PLC's Legal Entity Identifier code is 213800V3NCQTY7IED471.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lseg.com or visit www.rns.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

RAGKQLBBFELZBBV