

## Additional US Listing Frequently Asked Questions

The following sets out some frequently asked questions and provides brief responses regarding the additional listing of the Company's entire share capital on the NASDAQ Stock Market (the "Additional US Listing").

Please note that the responses to the following questions do not address the position in respect of Indivior shareholders that are considered to be affiliates of Indivior for the purposes of US federal securities laws, who will be communicated with separately.

### SECTION I: GENERAL

#### 1 | What will occur on completion of the Additional US Listing?

Indivior shares will be listed and admitted to trading on the **NASDAQ** Stock Market ("NASDAQ"). It is anticipated that completion will occur by June 12, 2023.

The Indivior shares will also continue to hold a premium listing on the London Stock Exchange ("**LSE**") and it is expected that Indivior will remain included in the FTSE 250 index.

Settlement of Indivior shares traded on the LSE in uncertificated form will, from the effective time of the Additional US Listing (the "**Effective Time**"), be in the form of Depositary Interests ("**DIS**") and investors will have the ability to reposition their securities to trade on both the LSE and NASDAQ. Please see Section II (*Uncertificated Holders*) of this document for further details.

Indivior has entered into certain arrangements for the benefit of holders of certificated Indivior shares, in order to enable such holders to hold and trade their shares following the Additional US Listing in a manner which is familiar to them. Please see Section III (*Certificated Holders*) of this document for further details.

#### 2 | What is the "exchange ratio" for the Additional US Listing?

The number of Indivior shares held directly (or beneficially) following the Effective Time will remain unchanged, meaning if you held 100 Indivior shares at close of business on the day prior to the completion of the Additional US Listing, you will hold 100 Indivior shares (directly or beneficially) immediately after the completion of the Additional US Listing.

#### 3 | Who will be the share registrar for Indivior after completion?

It is expected that Computershare Investor Services PLC will remain the Company's registrar prior to the completion of the Additional US Listing. Following the completion of the Additional US Listing, the Indivior share register will be required to be maintained by an SEC registered Transfer Agent (a US registrar known as a 'transfer agent') and such services will be provided by Computershare Trust Company N.A. ("**Transfer Agent**").

**SECTION II: UNCERTIFICATED HOLDERS****4 | I am a shareholder of Indivior shares through CREST (directly or via a nominee/custodian). How will I continue to hold my entitlement to Indivior shares?**

At completion, your Indivior shares will no longer be able to be transferred or settled directly through the CREST settlement system.

For this reason, Indivior has entered into arrangements to enable Indivior shareholders to hold, and settle transfers of, Indivior shares in CREST in the form of DIs, each representing an entitlement to one Indivior share.

**5 | What is a Depositary Interest (DI)?**

A DI is a legal structure that allows an entitlement to Indivior shares to be settled and be capable of being held and transferred within the CREST system.

**6 | How does a DI work and how will I receive my entitlement to Indivior shares?**

A DI represents the right to a share with, to the extent possible, the same rights and entitlements as a registered shareholder. DI holders are beneficial holders rather than registered holders of shares in a company.

Computershare Investor Services PLC (“**Computershare UK**” or “**Depositary**”) has been appointed to provide the DI service to Indivior and as the Depositary of the DI service. Computershare UK has appointed one of its group entities as their custodian (“**Custodian**”) to hold Indivior shares (via the US clearing system known as DTC) on behalf of DI holders.

The Indivior DIs will be created and issued under the terms of the DI deed (“**DI Deed**”), which will govern the relationship between the Depositary and the holders of Indivior DIs.

The Depositary will issue DIs to participants and register them in the CREST system (on a 1 for 1 basis with the Indivior shares held by the Custodian).

The CREST accounts of holders of Indivior shares in CREST immediately prior to completion of the Additional US Listing will reflect a balance of Indivior DIs shortly after completion, under the same ISIN as the original Indivior share.

Following the Additional US Listing, the cancellation of DIs (for the receipt of share entitlements directly in the US) is subject to a charge and details of the process and fees are available by contacting Computershare UK by email at [ALLUKGlobalTransactionTeam@computershare.co.uk](mailto:ALLUKGlobalTransactionTeam@computershare.co.uk). Investors holding their securities through a broker or custodian, and who wish to make an instruction in relation to their DIs, should contact their broker or custodian for assistance (rather than Computershare).

### 7 | Does being a holder of a DI mean I have the same rights as those of ordinary shareholders?

Yes – as a DI holder you have the same rights as holders of ordinary shares so far as possible in accordance with applicable law and the terms of the DI Deed.

### 8 | If I become a holder of a DI, do I need to resubmit communication preferences/instructions after completion?

To the extent possible, existing preferences, mandates, elections and instructions will be preserved and deemed to be preferences, mandates, elections and instructions in respect of the relevant DIs shareholders hold after completion of the Additional US Listing. However, shareholders are encouraged to review and update these details following completion of the Additional US Listing via CREST and/or [www.computershare.com/investor](http://www.computershare.com/investor), in particular to ensure their latest bank mandates and dividend currency elections are recorded.

### 9 | Will I be able to convert my Indivior DIs held in the UK into Indivior shares tradable in the US?

Yes – it is anticipated that cross-border movements between the UK and the US will commence immediately after the completion of the Additional US Listing. Details of the process are available by contacting Computershare UK by email at [!ALLUKGlobalTransactionTeam@computershare.co.uk](mailto:ALLUKGlobalTransactionTeam@computershare.co.uk). Investors holding their securities through a broker or custodian, and who wish to make an instruction in relation to their DIs, should contact their broker or custodian for assistance (rather than Computershare).

## SECTION III: CERTIFICATED HOLDERS

### 10 | I am a shareholder holding share certificates for Indivior shares, currently listed on the London Stock Exchange. How will I hold my shares immediately after the Additional US Listing?

Your existing certificates will become void and automatically canceled with effect from the completion of the Additional US Listing.

Indivior has entered into certain arrangements in order to enable certificated holders to hold and trade their shares following the Additional US Listing in a manner which is familiar to them. Your ability to participate in the relevant arrangements will depend on whether you were, immediately prior to the Effective Time, a resident of a Permitted Jurisdiction or a jurisdiction that is not a Permitted Jurisdiction (a “**Non-Permitted Jurisdiction**”).

As at the date of this document, the “**Permitted Jurisdictions**” are: Argentina, Botswana, Brazil, Chile, Gibraltar, Guernsey, Guinea, Hong Kong, Indonesia, Isle of Man, Jersey, Mexico, Namibia, Paraguay, Peru, South Africa, South Korea, Switzerland, Taiwan and the United Kingdom.

### 11 | I am a shareholder resident in a Permitted Jurisdiction holding share certificates for Indivior shares. How will I hold my shares immediately after the Additional US Listing?

Indivior has entered into arrangements for a corporate sponsored nominee service (“CSN Facility”) to enable certificated Indivior shareholders resident in Permitted Jurisdictions (“Permitted Shareholders”) to hold, and settle trades placed in respect of, Indivior shares in CREST in the form of DIs, each representing an entitlement to one Indivior share, through the services of the CSN Facility provider.

Following the completion of the Additional US Listing, you will be automatically enrolled into the CSN Facility.

### 12 | How does the CSN Facility work and how will I receive my entitlement to Indivior shares?

The CSN Facility is a no-cost service to shareholders that allows your Indivior shares (having automatically transferred into DTC following the completion of the Additional US Listing) to be recorded and tracked electronically without having a physical stock certificate issued, and with a statement issued in its place.

Computershare Investor Services PLC has been appointed to provide the CSN Facility to Indivior. Following the Additional US Listing, Indivior DIs representing the Indivior shares of Permitted Shareholders will be issued through CREST to the account of the relevant Computershare nominee entity (the “CSN Nominee”). The CSN Nominee will hold those Indivior DIs as nominee and trustee for former Permitted Shareholders under the CSN Facility (details of which are included in the CSN Terms and Conditions).

### 13 | Can I withdraw from the CSN Facility?

Yes — CSN Participants will be able to withdraw from the CSN Facility by completing the relevant form provided by the CSN Nominee.

Withdrawal from the CSN Facility is subject to a charge, but a grace period of 30 days from the completion of the Additional US Listing will be provided during which CSN Participants can withdraw from the CSN Facility free of charge.

Valid instructions received by the CSN Nominee are typically completed within 48 hours (excluding any non-working days in any relevant jurisdictions) and CSN Participants should consider these timings, and those of their chosen broker, when instructing a withdrawal from this service and, if applicable, any associated subsequent trades, and any additional charges that may be levied by your chosen broker.

### 14 | Does being a CSN Participant mean I have the same rights as those of ordinary shareholders?

Yes — as a CSN Participant you are the beneficial owner of the Indivior DIs to which your Indivior shares relate and you have the same rights as holders of ordinary shares so far as possible in accordance with the CSN Terms and Conditions and the terms of the DI Deed.

### 15 | If I become a CSN Participant, do I need to resubmit communication preferences/instructions after completion?

To the extent possible, existing preferences, mandates, elections and instructions will be preserved and deemed to be preferences, mandates, elections and instructions to the CSN Nominee in respect of the relevant DIs held through the CSN Facility after completion of the Additional US Listing. However, shareholders are encouraged to review and update these details following completion of the Additional US Listing via [www.computershare.com/investor](http://www.computershare.com/investor), in particular to ensure bank mandates and dividend currency elections are recorded.

### 16 | I am a shareholder resident in a Non-Permitted Jurisdiction holding share certificates for Indivior shares. How will I hold my shares immediately after the Additional US Listing?

For regulatory reasons, under the CSN Terms and Conditions, Indivior shareholders residing in Non-Permitted Jurisdictions who hold their Indivior shares in certificated form immediately prior to the Effective Time (“**Non-Permitted Shareholders**”) will not be entitled to participate in the CSN Facility.

Instead, Indivior has appointed Computershare Trust Company N.A. (“**CTCNA**”) as an exchange agent to provide a temporary facility to ‘warehouse’ the interests in Indivior shares of such Non-Permitted Shareholders following their transfer into DTC for a period not to exceed 180 calendar days (unless otherwise communicated to the Non-Permitted Shareholders) (the “**Holding Period**”).

Non-Permitted Shareholders will be contacted and requested to make an election during the Holding Period to have their interest in Indivior shares: (i) transferred from the custody of CTCNA to a specified CREST participant of their choosing (to be received in the form of a DI); (ii) transferred from the custody of CTCNA to a specified DTC participant of their choosing (to a US broker account); (iii) sold (at such Non-Permitted Shareholder’s expense) in the market for the best price reasonably obtainable on their behalf; or (iv) withdrawn from the custody of CTCNA, registered in the Non-Permitted Shareholder’s name directly on Indivior’s register of members and issued in the name of such Non-Permitted Shareholder in certificated form.

You should note that in circumstances where you elect (under (iv) above) to receive a share certificate in respect of (and registered as the holder of) Indivior shares, subsequent transfers into the DTC clearing system, including when settling trades on the LSE or NASDAQ, would generally be subject to stamp duty or stamp duty reserve tax at the rate of 1.5% of the amount of the consideration given or the value of the shares (if there is no consideration in money or money’s worth given).

### 17 | What will happen if I do not make a valid election during the Holding Period?

Following the expiry of the Holding Period, you will be deemed to have made an election for (iv), above, be issued a certificate in respect of your Indivior shares and will be registered as the holder of those Indivior shares directly on Indivior’s register of members. You should note that in circumstances where you are issued with a share certificate in respect of (and registered as the holder of) Indivior shares, subsequent transfers into the DTC clearing system, including when requiring to settle trades on the LSE or NASDAQ, would generally be subject to stamp duty or stamp duty reserve tax at the rate of 1.5% of the amount of the consideration given or the value of the shares (if there is no consideration in money or money’s worth given).

## 18 | During the Holding Period, will I have the same rights as those of ordinary shareholders?

For so long as CTCNA is holding your interest in Indivior shares in its custody, (i) any dividends or distributions that become payable in respect of the Indivior shares held by CTCNA (in its capacity as exchange agent for the underlying Indivior shares) will accrue for the benefit of, but will not be paid to, the relevant Non-Permitted Shareholder; and (ii) Non-Permitted Shareholders will not be able to exercise any voting rights in respect of their underlying Indivior shares.

### SECTION IV: ADRs

## 19 | What happens to existing ADR holders?

On or before the Effective Time, the Indivior ADR facility arrangements which are currently in place in the United States in respect of Indivior shares will be terminated. All American depositary shares representing Indivior shares (“**ADSs**”) which remain issued and outstanding thereunder at the Effective Time will be mandatorily cancelled and exchanged for Indivior shares on a 1:1 basis. Pursuant to such cancellation and exchange process, (i) the Indivior shares represented by ADSs held by Cede & Co. (as nominee for DTC) prior to the Effective Time, will transfer to Cede & Co. (as nominee of DTC), to be held on behalf of the DTC participants who previously held interests in Indivior ADSs; and (ii) the Indivior shares represented by ADSs held by any other registered holder immediately prior to the Effective Time, will transfer to those registered holders (and they will be registered as the holders of those Indivior shares on Indivior’s register of members and issued a certificate in respect of their holding). ADR holders will not need to do anything for this process to take place.

A notice has been sent to ADR holders on October 3, 2022 from the depositary bank JP Morgan detailing the termination process.

Please contact your broker or independent financial advisor for information relating to your holding.

## 20 | Will I be charged anything for the mandatory exchange from ADRs into Indivior shares?

The Company will pay the cancellation fee to JP Morgan in respect of ADSs that are mandatorily cancelled and exchanged at the Effective Time.

ADR holders that voluntarily surrender their Indivior ADRs prior to that time will be responsible for paying any applicable fees owing to JP Morgan in accordance with the terms of the deposit agreement among Indivior, JPMorgan Chase N.A. and holders and beneficial owners from time to time of Indivior ADRs issued thereunder.

**SECTION V: TAX**

**21 | Will stamp duty be payable in connection with the implementation of the Additional US Listing?**

The Company has received clearance from HM Revenue and Customs confirming that the transfers of legal title in the Indivior shares into the DTC clearing system, to the extent required in order to implement the Additional US Listing at the Effective Time, will not be subject to UK stamp duty or UK stamp duty reserve tax.

Such HMRC clearance only applies to transfers into the DTC clearing system made at the Effective Time in order to implement the Additional US Listing, and not subsequent transfers into the DTC clearing system, which would generally be subject to stamp duty or stamp duty reserve tax at the rate of 1.5% of the amount of the consideration given or the value of the shares (if there is no consideration in money or money's worth given) and be payable by the investor(s) initiating such a transfer.

**22 | What taxes may become due if and when I sell my Indivior shares?**

Please refer to Form 20-F filed with the Securities and Exchange Commission for the general tax implications on the sale of Indivior shares. This is intended as a general guide only. Indivior is not able to give financial advice and we recommend that you contact an independent financial advisor.