

	Subject	Number
	<b>CODE OF BUSINESS CONDUCT</b>	<b>Version 1.0</b>
	Section	
	<b>POLICY STATEMENT</b>	
Sponsor	Effective Date:	
<b>CHIEF LEGAL OFFICER</b>	<b>December 2014</b>	

## Code of Business Conduct

Indivior PLC is committed to responsible corporate behaviour; this includes high standards of business conduct in our relationships with employees, contractors, customers, consumers, shareholders, suppliers, governments, competitors and the local communities in which we operate.

### 1. INTRODUCTION

- 1.1 The purpose of this Code of Business Conduct (the “Code”) is to promote and ensure the legal and ethical conduct of persons acting on behalf of Indivior PLC and its subsidiaries (the “Company”) and to ensure that employees and contractors across the Company have a clear understanding of the principles and ethical values that the Company wants to uphold. It applies to all employees and contractors globally. Where the Company participates in joint ventures, the Code’s standards should also be actively promoted.
- 1.2 Compliance with the Code is an important factor in maintaining and building the reputation of Indivior PLC as a responsible and trustworthy business partner, employer, client, supplier and corporate citizen.
- 1.3 Each director-employee, contractor and agent of the Company should read this Code thoroughly. Keep in mind that this Code is only a guide and if you are concerned about a legal or ethical situation, or are not sure whether specific conduct meets the Company’s standards, feel free to discuss the situation with your supervisor, the Human Resources Department, or the Legal Department.
- 1.4 The Code forms the core element of Indivior’s Corporate Responsibility Framework; this comprises a set of policies and control arrangements that govern how we act as a Company and how we interact with our stakeholders in conducting the Company’s business.
- 1.5 It is not possible to anticipate every situation. The Code is necessarily broad and general in nature and is not intended to replace more detailed policies and procedures. Nevertheless, these basic principles and ethical values should serve as a guide to each person in his or her dealings with consumers, customers, suppliers, governments and regulators, shareholders, competitors, colleagues and others with whom the Company has relationships.
- 1.6 The Code outlines the way the Company wants business conducted now and in the future.

### 2. COMPANY MISSION

To be the global leader who is a pioneer in developing innovative prescription treatments for addicted patients.

### **3. GOVERNING PRINCIPLES / STANDARDS OF CONDUCT**

The Company is committed to conducting its business on a foundation of strong ethical and moral principles. These principles apply from the top down and we seek to ensure that our board of directors (the “Board”), employees, consultants, contractors, agents and other persons engaged by the Company conduct themselves in accordance with the following policies which govern specific areas of Indivior’s business and operations. In some areas, specific policies (or parts of them) are mandated by law, while others are considered by Indivior’s board of directors (the “Board”) to be vital to the ethical operations of the Company. Some of the policies expand on the principles outlined in this Code and all are subject to the Code’s general provisions.

- > Animal Care and Use Policy
- > Anti-Bribery Policy
- > Anti-Bribery Policy: Guidance
- > Communicating with Care Policy
- > Competition Law Compliance Manual
- > Competitor Contact Policy
- > Computer Resources Acceptable Usage Policy
- > Corporate Diversity and Inclusion Policy
- > Data Classification Policy
- > Data Protection Policy
- > Document Retention and File Maintenance Policy
- > Electronic Device Security Policy
- > Employee Communications with News Media Policy
- > Environmental Policy
- > Global Policy on Healthcare Business Ethics
- > Global Security Policy
- > Inside Information and Disclosure Policy
- > Investor Relations Policy
- > Occupational Health and Safety Policy
- > Password Policy
- > Product Safety Policy
- > Protection of Proprietary Information Policy
- > Quality Policy
- > Share Dealing Policy
- > Social Media Engagement Policy
- > US – EU Safe Harbor Employee Data Privacy Policy
- > Whistleblower Policy

### **4. ETHICAL BUSINESS CONDUCT AND FAIR DEALING**

All employees and contractors must accept responsibility for maintaining and enhancing the Company’s reputation for integrity and fairness in its business dealings. In its everyday business transactions, the Company must be seen to be dealing even-handedly and honestly with all its consumers, customers, suppliers, employees, contractors, governments and regulators and others with whom the Company has a relationship.

### **5. COMPLIANCE WITH LAWS, REGULATIONS AND COMPANY POLICIES**

General Principles

- 5.1 There are many laws and regulations applicable to the Company’s business. All employees and contractors must be aware of and observe all laws and regulations governing their activities. Some specific areas of legal and regulatory attention include: health and safety; anti-bribery laws, employment and work place practices; protection of the environment; competition; intellectual

property; and the payment of taxes and social security. Compliance with the Company's internal operating policies and procedures is of equal importance.

#### Regulatory Compliance

- 5.2 The Company's global operations include products that are highly regulated by local laws, regulations, and government agencies. Failure to comply with local registration, manufacturing, sales, and reporting obligations can expose the Company, individual employees, contracting firms and individual contractors to significant penalties, including personal fines and imprisonment. All employees and contractors are required to support the Company's regulatory compliance obligations, which include the appropriate reporting of adverse events.

#### Competition Law

- 5.3 It is Company policy that all Indivior companies and their employees and contractors comply with the competition, antitrust and anti-monopoly laws of all countries in which they conduct Company business. Directors, managers and others with supervisory responsibility have a duty to ensure that employees and contractors under their supervision are aware of and comply with this policy. Violation of this policy may subject the individual to disciplinary action, including dismissal and cessation of contract. Severe civil, and in some cases criminal, penalties may be imposed on the Company and the responsible employee or contractors if you authorise or participate in a violation of competition laws.
- 5.4 Without limiting the general Company policy stated above, there are several specific guidelines that apply to all Indivior colleagues (employees and contractors) in every country:
- > Indivior PLC colleagues do not share non-public price information or sensitive product information with competitors under any circumstances. Indivior PLC colleagues also strive to ensure that such information is not indirectly shared with competitors, whether purposefully or inadvertently, through third parties.
  - > Indivior PLC, as well as its customers and consumers, benefit from a competitive market in which all companies are able to fairly present their product and benefits in the market. Indivior PLC competes actively in this marketplace, but Indivior PLC will not use its market position to illegally prohibit the legitimate activity of a competitor.

## **6. INTERACTIONS WITH HEALTHCARE PROFESSIONALS**

- 6.1 The Company adheres to its Governing Principles when interacting with healthcare professionals ("HCPs"), committing to the highest ethical standards and legal requirements. We act responsibly and with integrity and interact with HCPs in accordance with applicable laws when providing information about our products, which are at all times intended to provide up-to-date data regarding the use of our products and associated benefits to consumers and to the larger public.
- 6.2 We promote dissemination of information based on empirical results and do not allow business pressures to influence our interactions with HCPs. Our goal is to ensure that HCPs are provided with all data and information relating to our products that helps to improve end-user treatment and care.
- 6.3 All representatives of the Company must adhere strictly to our Anti-Bribery policy when interacting with HCPs. In particular, employees and contractors must not offer anything to HCPs that could be considered or construed as a bribe or an attempt to solicit favourable treatment

## **7. PRODUCT PROMOTION**

- 7.1 The U.S., European and wider global pharmaceutical industry is highly regulated because our products directly impact on consumer health. We comply with the wide array of applicable laws and regulations concerning promotion of our products.

- 7.2 We have adopted an internal “Promotional Review” policy that requires all product promotional materials to be cleared before use to ensure that they are appropriate from a medical, regulatory and legal perspective. We consult with appropriate professionals on a case-by-case basis where independent advice is required. Use of any unapproved promotional materials or advertisements is strictly prohibited.
- 7.3 Our strict policy is to solicit and obtain business only through marketing programmes that have been reviewed and approved by the Company. We build our customer relationships on the basis of integrity and mutual trust, in line with our Governing Principles. Our promotions comply with applicable standards and regulations while our product labels are clearly printed and contain accurate information that is not misleading to HCPs or consumers. We are committed to promoting our products in a transparent and accurate manner.
- 7.4 The Company will never -- and its employees and contractors are prohibited from -- marketing to consumers directly unless permitted by local law. Regardless whether such direct promotion is permitted, our employees and contractors are required in each case to seek appropriate internal approvals prior to engaging with consumers.

## **8. ANTI-BRIBERY**

- 8.1 Indivior has a zero tolerance policy towards bribery and anti-corruption.
- 8.2 It is Company policy that all Indivior companies and their employees and contractors comply with the anti-bribery/anti-corruption laws of the U.K., U.S., and all other countries in which they conduct Company business (including the U.K. Bribery Act 2010 and the U.S. Foreign Corrupt Practices Act). Directors, managers and others with supervisory responsibility have a duty to ensure that employees and contractors under their supervision are aware of and comply with this policy.
- 8.3 Company employees are prohibited from directly or indirectly making, promising, authorizing, or offering anything of value to a government official on behalf of Indivior. A “government official” includes elected and unelected individuals that hold administrative, judicial or legislative functions (e.g., a person who performs public functions for any branch of national, municipal or local government or even for public enterprises or agencies, such as public health agencies) and can include political parties, international governmental organisations, state-owned enterprises or enterprises controlled by a government entity. HCPs can be considered government officials when working in public hospitals.
- 8.4 All persons engaged by the Company must consult with their supervisor or the Legal Department if they have any doubts as to whether a proposed gift or hospitality event might infringe the Company’s anti-bribery policy.
- 8.5 Violation of this policy may subject the individual to disciplinary action, including dismissal and cessation of contract. Severe civil, and in some cases criminal, penalties may be imposed on the Company and the responsible employee or contractors if you authorise or participate in a violation of anti-bribery laws. Employees and contractors must read the Company’s Anti-Bribery Policy and associated documents.

## **9. CONSUMER SAFETY & RESEARCH AND DEVELOPMENT**

- 9.1 Promoting and maintaining patient health and safety are top priorities for the Company and we continually monitor our research and development processes to maintain product quality. We take seriously our responsibility to detect and report adverse events and quality complaints associated with our products, including unfavourable side effects, dosing errors, misuse, malfunctions and concerns about performance or efficacy of a product. If you are aware of any such adverse events, please ensure you report to the Pharmacovigilance Department.

- 9.2 We work actively alongside regulatory authorities to combat counterfeiting and it is each employee and contractor's responsibility to report any counterfeit products to their supervisor or the Legal Department.
- 9.3 The Company has established policies and procedures to assure compliance with Food and Drug Administration and other applicable European and national regulatory authorities (including, for example, the MHRA) regulations and guidance in regards to current good manufacturing, laboratory and clinical practices, as well as certain activities conducted in connection with the sales and marketing of pharmaceuticals. The Company has also adopted SOPs applicable to certain activities regarding the reporting of safety information about our products and maintaining the integrity of our automated record keeping systems. The appropriate departments draft, review, approve and update written procedures relevant to their group functions and responsibilities. Appropriate company departments then perform a final review and approval and issues these written procedures as SOPs. Employees and other Company representatives acting on our behalf in connection with the testing, manufacturing or selling of our products must read, be familiar with, and comply with those SOPs that impact their activities. In certain cases, specific training on such SOPs (and employee certification of completion of training) may also be required.
- 9.4 The Company complies with all applicable laws and regulations regarding our research, development, manufacturing and distribution activities, including Good Clinical Practices, Good Manufacturing Practices, and Good Laboratory Practices.
- 9.5 We ensure that appropriate informed consent procedures are followed where necessary in connection with our research and development activities. Any research involving animals is carefully considered and in each case justified and continually monitored to the highest professional and ethical standards.
- 9.6 The Company investigates all substantive quality-related complaints with due process, and will ensure that such complaints are properly reported, as required, to the appropriate regulatory authorities.

## **10. EMPLOYEES & CONTRACTORS**

- 10.1 Equal opportunities / no discrimination - in employment related matters (including recruitment, access to training and promotion, transfers, employment termination, discipline, compensation and benefits), decisions are made on the basis of the qualifications, performance record and abilities needed for the work to be undertaken, and relevant business circumstances. The Company is committed to equal opportunities at work and in the work place; colleagues should not engage in or support discrimination based on race, colour, language, caste, national origin, indigenous status, religion, disability, gender, marital status, sexual orientation, union membership, political affiliation, or age.
- 10.2 Working environment - the Company is committed to providing a safe and healthy working environment and to assuring, so far as is reasonably practicable, the health, safety and welfare at work of its colleagues. The Company's premises are alcohol and drug-free and employees and contractors must report any breach of this policy.
- 10.3 Occupational health & safety - employees and contractors have a duty to take reasonable care for their own health & safety and that of others who may be affected by their acts or omissions. Employees and contractors must be aware of applicable health and safety laws and regulations and must use all work items provided by the Company correctly; in accordance with their training and the instructions they received to use them safely. All hazardous materials must be handled appropriately and disposed of in accordance with applicable laws and regulations.
- 10.4 Colleague Communication - the Company is committed to providing timely and effective communication with its colleagues.

## **11. CONFLICTS OF INTEREST**

- 11.1 Employees and contractors must avoid situations where their personal interests might, or might appear to be, in conflict with the interests of the Company. In particular, employees may not exploit knowledge or information gained from employment within the Company or take advantage of a corporate opportunity in order to obtain a personal gain or benefit for themselves, family members or any other connected person.
- 11.2 Any situation which gives rise, or might give rise to a conflict of interest should be disclosed as soon as it arises and, where required, written authority to proceed should be sought from the Company. Examples of situations where conflicts of interest may arise and the principles that should be applied include, but are not limited to, the following:
- 11.2.1 Outside engagements - employees of the Company should not undertake any other business or profession, be an employee or agent of any other company, or have any financial interest in any other business or profession, other than: non-executive positions approved by the Company; community voluntary activities; and bona fide investment holdings of shares or other securities in entities that are not direct competitors of the Company, or minor holdings in competitors. Any exceptions to this requirement, which could for example apply to a part-time employee, must be approved by the Company.
- 11.2.2 Dealings with related parties - employees and contractors should not enter into any business dealings on behalf of the Company with a family member, any business controlled by a family member or any other connected person with whom business dealings may result in a potential conflict of interest without first disclosing this to the Company and obtaining approval.
- 11.2.3 Insider trading - employees and contractors in possession of information on the basis of which an effect on the Company's securities may reasonably be predicted, may not trade in any of the Company's securities as long as they could take advantage of such sensitive information. Additional trading restrictions exist for senior executives during the two months prior to publication of the year-end results and for one month prior to the publication of quarterly results, and at other times indicated by the Executive Committee when the Company may be deemed to be in receipt of insider information.
- 11.2.4 Gifts and entertainment - employees and contractors of the Company must ensure that they deal with customers, suppliers and other business relationships in a way that avoids their independent judgment on behalf of the Company being influenced by personal advantage, or any appearance that this may be the case. Local Company entities shall have in place specific rules governing gifts and entertainment, which reflects and is consistent with this Code and the Company's Anti-Bribery policy. In no instance, however, will any local policy conflict with the goals of this Code.

## **12. SUPPLIERS AND THEIR CONTRACTORS**

- 12.1 The Company is committed to proactively encouraging its suppliers and contractors to demonstrate responsible business behaviour and high standards of business conduct. This commitment is presently focussed on direct suppliers involved in the manufacture, assembly or distribution of products on behalf of Indivior companies, and on those suppliers' contractors who are actively engaged in work at Company facilities.
- 12.2 The Company sets out minimum levels of performance and performance expectations for all suppliers manufacturing, assembling or distributing products on behalf of Indivior companies.
- 12.3 The Company's environmental and occupational health and safety management systems include in their scope the activities of suppliers and contractors who are actively engaged in work at Company facilities.

### **13. SUSTAINABILITY AND THE ENVIRONMENT**

- 13.1 Indivior views corporate responsibility and sustainability as one and the same and is committed to moving its business towards greater sustainability across the economic, social and environmental dimensions of its activities. The Company believes that a more sustainable business will not only better fulfil our responsibilities to society but also contribute to delivering our vision of better consumer solutions and greater long-term shareholder value.
- 13.2 The Company's Environmental Policy is publicly available and in place to coordinate environmental management across the Company.

### **14. COMPANY ASSETS**

- 14.1 Protecting Company assets - employees and contractors are responsible for the proper use, the protection and the maintaining of company assets, including intellectual property (e.g., patents, trademarks and designs). Company assets may only be used in relation to the Company's business. Our intellectual property rights are some of the Company's most valuable assets and protecting them is critical to our continued success and growth. All employees and contractors are required to acknowledge their written agreement to maintain the confidentiality of the Company's proprietary information and the information of its business partners.
- 14.2 Authorities - the existence of an agreed authorities structure is an essential requirement for establishing an effective financial and operational control environment. All business units are required to establish and maintain appropriate levels of authority, including appropriate signature authorities, to cover all items of asset value / expenditure and all transactions which need to be subject to management approval.
- 14.3 Integrity of company financial records - the books and records of the Company must accurately reflect the nature of the underlying transactions and no undisclosed or unrecorded liabilities or assets shall be established or maintained. Books and records must be maintained in all respects according to law and the accounting principles, policies and procedures that the Company has adopted. The Company will not evade tax obligations and all taxable benefits which employees may receive will be listed and declared for tax purposes.
- 14.4 Protecting confidential information - employees and contractors must ensure that confidential information is preserved and protected. Confidential information is that which is not generally known outside the organisation and either gives or could give the Company a competitive advantage or disadvantage, or could lead to the loss of an existing competitive advantage, if it became known to others or became known in the public domain. This kind of information may not be revealed to anyone outside of the organisation unless an appropriate confidentiality agreement is in place and such disclosure is necessary for business purposes. Employees and contractors are required to respect these confidentiality provisions even after their employment with the Company comes to an end.

### **15. DATA PRIVACY**

- 15.1 The Company values the personal data entrusted to it and respects the privacy of its employees, contractors and consumers and it will exercise appropriate and due care to legally ensure that sensitive personal information about employees, contractors and customers is not publicly disclosed.
- 15.2 The Company is committed to collecting, using, retaining and disclosing personal data in a fair, transparent and secure way, which is at all times in accordance with applicable law. We may from time to time hold personal data about our employees, suppliers, patients/consumers and HCPs, among others, and where we collect and retain such data, we ensure that it is the minimum necessary for our business needs (e.g., administrative, scientific or legal purposes). In certain cases we will seek consent from individuals to process their personal data, for example, when we conduct clinical trials.

- 15.3 We ensure the protection of the personal data we collect with appropriate safe-guards and filters to ensure that it does not fall into the wrong hands.

## **16. OTHER ISSUES**

- 16.1 Product safety and quality - the Company is committed to delivering quality products to its customers and consumers that are safe when used as directed for their intended purpose. We believe that this is implicit in our Company Mission and fundamental to our brands, our business and our long-term success. The Company has in place:
- > a Product Safety Policy to fulfill our commitment to developing and marketing products that can be manufactured and used safely as directed; and
  - > a Quality Policy and Quality Management Systems (QMS) to control the quality of our products.
- 16.2 Human rights - the Company believes that human rights are an absolute and universal standard. The Company subscribes to the United Nations Universal Declaration of Human Rights and the Convention on the Rights of the Child. In countries where the Company is present, we will aim to support progress on human rights issues in accordance with what reasonably can be expected from a commercial organisation.
- 16.3 Political activities - the Company is not a political organisation. It neither supports political parties nor contributes to the funds of groups whose activities are calculated to promote party interests or the election of a specific candidate. In some limited instances, where permitted by local law and regulation and specifically approved by the Area Business Director, the Company may contribute funds toward organizations or entities that engage in the political process to address an issue that directly affects the Company and its business activity.

## **17. WHISTLE-BLOWING**

Indivior has in place a confidential “whistle blower” policy and process, communicated globally, to encourage the reporting of any non-compliance with this Code. If in any doubt, employees and contractors can obtain full information on this process from the local Human Resources and Legal Departments. Whenever needed, the Company provides a confidential “whistle blower” hotline that employees and contractors anywhere in the world may use to report any violation of this Code, as well as any violation of any local law or regulation or any unethical behaviour.

## **18. COMPLIANCE WITH THIS CODE**

- 18.1 All employees and contractors are required to comply with this Code and are personally responsible for doing so. It is the responsibility of the Board to ensure, so far as is reasonably practicable, that the principles and ethical values embodied in this Code are communicated to all colleagues of the Company.
- 18.2 Employees and contractors must comply with any rules set out in this Code. Breach of any of the principles within the Code may result in disciplinary action, and a serious breach – such as if an employee or contractor is found to be in wanton abuse of the code and their actions cause reputational risk or damage and/or financial loss to the business – may amount to gross misconduct, which may result in summary dismissal and contract cessation. Fines to a company or part of a company within the group will impact on the P&L and performance payments of that business. In addition, the Company reserves the right to seek redress and damages from the individual(s) who has been found to have breached the code of conduct, irrespective of the position and location the individual(s) might hold, in or out of the company, at the time the breach of this Code comes to light.
- 18.3 Employees and contractors at all levels will be required to certify, annually, that they understand the code and that they (and those they supervise who do not have a Company email address) are in full compliance with this Code for the operations for which they have responsibility. On an annual basis by Internal Audit, the Board monitors the findings of this certification. Those who do not have a



Company email address will have the Code communicated to them. Those that supervise these colleague groups will be required to sign that these groups are in full compliance with the Code.

- 18.4 The Board will not criticise management for any loss of business resulting from adherence to this Code. The Company undertakes that no employee or contractor will suffer as a consequence of bringing to the attention of the Board or senior management a known or suspected breach of this Code nor will any employee or contractors suffer any adverse employment or contract decision for abiding by this Code.