Registered Number 8721708

RBP Global Holdings Limited

Annual Report and Financial Statements

for the year ended 31 December 2020

RBP Global Holdings Limited

Contents

Officers and Auditors

Directors
R Jackson
G Picard
F Stier (resigned 1 April 2020)
T Weis
H West (appointed 1 April 2020)

Company Secretary
K B Hudson

Registered Office
234 Bath Road
Slough
Berkshire SL1 4EE

Registered Number
8721708

Independent Auditors
PricewaterhouseCoopers LLP
1 Embankment Place
London
WC2N 6RH

Directors' report

The Directors present their report and the audited financial statements of RBP Global Holdings Limited (the "Company") for the year ended 31 December 2020.

Principal activity
The principal activity of the Company remains and will continue to be an intermediate holding company for Indivior PLC and its subsidiaries (the "Group"), and as a Group treasury management company.

The Company's ultimate parent is Indivior PLC. Indivior PLC and its subsidiaries (together the "Group") are primarily engaged in the development, manufacture and sale of buprenorphine-based prescription drugs for the treatment of opioid dependence and co-occurring disorders

Results and dividends
The loss for the year of $28m (2019: $22m) is shown on the statement of comprehensive loss on page 15.

In April 2020, the Company paid an outstanding dividend payable of $13.5m to Indivior Global Holdings Limited.

Directors
The Directors who held office during the year and/or up to the date of the signing of the financial statements were:

R Jackson
G Picard
F Stier (resigned 1 April 2020)
T Weis
H West (appointed 1 April 2020)

Secretary
K B Hudson

Principal risks, debt and uncertainties
Indivior PLC, the Company's ultimate parent, actively monitors business performance on an on-going basis. The principal risks and uncertainties of the Company are integrated with the principal risks of the Group and are not managed separately. Accordingly, the principal risks and uncertainties of the Group, which include those of the Company, are discussed in the Indivior PLC Annual Report for the year ended 31 December 2020 and the Indivior PLC H1 and Q2 2021 Results for the three and six months ended 30 June 2021, both of which can be obtained from 234 Bath Road, Slough, Berkshire SL1 4EE or the website at www.indivior.com.

Specifically, the Company is exposed to credit, interest rate and foreign exchange risks arising in the normal course of business. The Company monitors its cash balances to ensure that sufficient resources are available to meet operational requirements as they fall due.

Foreign currency transaction exposures arising in internal trade flows are selectively hedged. The Group's transactions are matched centrally, and intercompany payment terms are managed to reduce foreign currency risk.

As further discussed in note 11, the Company holds a Qualifying Euro Bond ("QEB") debt instrument issued to a subsidiary financing company, Indivior Finance S.àr.l, a 100% owned subsidiary.

Additionally, as further discussed in Note 1, the outcome of the Group litigation could impact the Company's ability to recover amounts owed from Group undertakings and the value of the Company's fixed asset investments in subsidiary undertakings, as well as impact the Company's ability to repay its intercompany loans.

Directors' report (continued)

Directors' indemnity
In accordance with the provisions of its Articles, the Company's ultimate parent, Indivior PLC, executed a deed poll of indemnity for the benefit of its officers, and those of the subsidiary companies in the Group, which is effective at any time on or after 23 December 2014. The indemnity is granted to all officers of the Company on their appointment and covers, to the extent permitted by law, any third-party liabilities which they may incur as a result of their service to any Group company. Indivior PLC has also arranged Directors' and Officers' liability insurance to cover certain liabilities and defence costs which the Company's indemnity does not meet. Neither the indemnity nor the insurance provides any protection in the event of a Director or officer being found to have acted fraudulently or dishonestly in respect of the Company.

COVID-19
The Group continues to closely monitor developments relating to the COVID-19 outbreak and the impact to the business. Details of the Group's response are disclosed in the Indivior PLC Annual Report for the year ended 31 December 2020 and the Indivior PLC H1 and Q2 2021 Results for the three and six months ended 30 June 2021, both of which can be obtained from 234 Bath Road, Slough, Berkshire SL1 4EE or the website at www.indivior.com

Future outlook

The Company will continue to focus on managing its overall financial position and no change to its principal activity as an intermediate holding company for the Group is anticipated in the foreseeable future.

Going concern
The financial statements have been prepared on the going concern basis. The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Directors' Report on page 2. The Company has net assets of $2,548.9m (2019: $2,576.8m). It is the Directors' intention to continue the business operations in the foreseeable future.

As Indivior PLC, the Company's ultimate parent has confirmed in writing its intention and ability to continue to support the Company for at least twelve months from the date of the approval of these financial statements, the Directors have a reasonable expectation that, with this support, the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing these financial statements.

The Directors of Indivior PLC have performed a detailed assessment of the Group's going concern position; including for example the consideration of the Group's ability to comply with the financial covenants in the Group's debt facility, maintain sufficient liquidity to fund its operations, fulfil obligations under the US Department of Justice (DOJ) and Reckitt Benckiser (RB) agreements, and address the reasonably possible financial implications of the ongoing legal proceedings. Further details on these are available in the Indivior PLC Annual Report for the year ended 31 December 2020 and the Indivior PLC H1 and Q2 2021 Results for the three and six months ended 30 June 2021, both of which can be obtained from 234 Bath Road, Slough, Berkshire SL1 4EE or the website at www.indivior.com. The Directors have also modeled the risk with respect to failure of meeting revenue growth expectations due to the continued impact from the COVID-19 pandemic as part of the Group's going concern assessment and downside scenario. Based on this assessment, the Directors of Indivior PLC have confirmed that the Group has the ability to support the Company for at least twelve months from the date of the approval of these financial statements.

The Company does not directly have any significant pending or outstanding legal matters. However, as the Company is a wholly owned subsidiary of Indivior PLC, material adverse developments with the Group's litigation could impact the future operations of the Group and consequently have an impact on the Company. See the Legal Proceedings section in note 1 for the significant pending or outstanding legal matters that could impact the Group and Company's subsidiaries.

Financial risk management
The Company's financing and financial risk management activities are centralised under the Group. Details of the Group's risk management activities are disclosed in the Group's H1 and Q2 2021 Financial Results and the Annual Report 2020, available at 234 Bath Road, Slough, Berkshire SL1 4EE or the website at www.indivior.com, which does not form part of this report.

Directors' report (continued)

Disclosure of information to auditor

In accordance with the provisions of section 418 of the Act, each of the persons who is a Director at the date of approval of this Report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent Auditors

Pursuant to section 487(2) of the Act, PricewaterhouseCoopers LLP will be deemed to have been reappointed as auditors at the end of 28 days beginning with the day on which copies of these reports and financial statements are sent to Members.

Post Balance Sheet Events

In January 2021, the Group announced it had reached an agreement with Reckitt Benckiser (RB) to resolve claims which RB issued in the Commercial Court in London in November 2020, seeking indemnity under the 2014 Demerger Agreement. Pursuant to the settlement, RB has agreed to withdraw the US $1.4b claim and to release Indivior from any claim for indemnity under the Demerger Agreement relating to the DOJ and FTC settlements which RB entered into in July 2019, as well as other claims for indemnity arising from those matters. Indivior has agreed to pay RB a total of $50m and has agreed to release RB from any claims to seek damages relating to its settlement with the DOJ and the FTC. The Group made a $10m payment, in February 2021 following the settlement. Subsequently, annual instalment payments of $8m will be due every January from 2022 to 2026. The Group carries a liability totaling $50m (2019: $0m) related to this settlement.

On 30th June 2021, the Company completed a refinancing of its $235m QEB facility and the new terms of the loan are summarised in note 11.

Thomas Weis

By order of the Board
T Weis
Director
6 August 2021

Statement of directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year; under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

By order of the Board

Thomas Weis

T Weis
Director
6 August 2021

Independent auditors' report to the members of RBP Global Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion, RBP Global Holdings Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of financial position as at 31 December 2020; the Statement of comprehensive loss and the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our audit approach

Context

The audit team has devised its audit approach by directing the audit efforts to areas where the Company's Financial Statements are most susceptible to material misstatement. Our audit report on the Company's Financial Statements and the consolidated financial statements for Indivior PLC and its subsidiaries (the Group) for the year ended 31 December 2019 included a material uncertainty related to the going concern section and an emphasis of matter with respect to the outcome of litigation. As explained in Notes 2, 21 and 23 to the Group's consolidated financial statements for the year ended 31 December 2020, in July 2020 the Group reached a resolution with the U.S. Department of Justice (DOJ), Federal Trade Commission (FTC) and the Department of Health and Human Services (HHS), which was approved by a United States federal court in the Western District of Virginia in November 2020. In addition, subsequent to the year-end, the Group resolved a claim raised by Reckitt Benckiser (RB) in November 2020. Although the Group is involved in various other ongoing legal matters, the impact of the resolution of these specific matters has significantly reduced the uncertainty of the Group's ongoing legal risk which has resulted in the emphasis of matter with respect to the outcome of litigation included in our 2019 report no longer being necessary. In addition, due to the agreement reached with the HHS (as described in Note 23 to the Group's consolidated financial statements for the year ended 31 December 2020), the risk of potential exclusion of the Group from participating in US government health programs has been eliminated as long as the company remains compliant with the Corporate Integrity Agreement (CIA). As a result of the above factors and based on the cash flow forecasts prepared by the Group's Directors to support their conclusion that the Group is able to maintain adequate liquidity to comply with their financial covenants and obligations, the Directors of the Company concluded that no material uncertainty relating to the Group's ability to continue as a going concern now exists and Indivior PLC can provide financial support to the Company for a period of at least 12 months from the date of the approval of the Company's Financial Statements.

Overview

Audit scope

- As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the Directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

Key audit matters

- Carrying value of investments in subsidiaries

Materiality

- Overall materiality: US$37.6m (2019: US$34.4m) based on 1% of Total assets.
- Performance materiality: US$28.2m.

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

Key audit matter	**How our audit addressed the key audit matter**
Carrying value of investments in subsidiaries (refer to note 8 to the financial statements) *Investments in subsidiaries of $3,314 million (2019: $2,916 million) are accounted for at cost less impairment in the Company's financial statements at 31 December 2020.* *Investments are assessed for impairment if impairment indicators exist. If such indicators exist, the recoverable amounts of the investments in subsidiaries are estimated in order to determine the extent of the impairment loss, if any. Any such impairment loss is recognised in the Income statement.* *At 31 December 2020, as well as at the date of our audit opinion, the market capitalisation of the Group was less than the book value of the investment held. In addition, the net assets of the subsidiaries were also significantly below the carrying value. These are both impairment indicators.* *Judgement and estimation are required in the area of impairment testing, particularly in assessing:* ● *whether an event has occurred that may indicate that the related asset values may not be recoverable;* ● *whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less cost of disposal or value in use (VIU) basis where the net present value of future cash flows are estimated based on the continued use of the asset in the business;* ● *the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate; and* ● *the appropriate sensitivity analyses to perform, wherein the extent of change in key assumptions as identified could result in a material impairment is appropriately disclosed.*	We evaluated management's assessment of whether any indicators of impairment existed and as a result of the market capitalisation and net asset position being identified as impairment indicators, management prepared a VIU model to support the book value of the investment held. We evaluated the mathematical accuracy of management's model, agreed the underlying forecasts to management's strategic forecasts, understood the basis for how the forecasts were developed and assessed the reasonableness of the key assumptions utilised within management's impairment models, including the impact that COVID-19 is expected to have on the Group's business going forward. The key assumptions within the models included the price, Length of Treatment (LoT), Buprenorphine Medically Assisted Treatment (BMAT) market growth, Long Acting Injectable (LAI) market share, working capital, costs, tax rates and the discount rate. We challenged management's key assumptions and obtained evidence to substantiate the assumptions within the models: ● We assessed the pricing assumptions that management has included within the value in use model based on the current marketed price for SUBLOCADE and PERSERIS and the forecasted market growth; ● We understood the basis for growth in patient numbers in the LAI area of the BMAT market and agreed the underlying patient figures to third party external data; ● We evaluated the LoT assumptions based on current average LoT; ● We assessed management's growth assumptions against external market data, noting the BMAT market has grown at an approximately 10% rate for each of the past 12 years; ● We challenged management on its market share assumptions over the forecasted period using third party external data; ● We understood and evaluated the basis of the costing and working capital assumptions that management has included within their models based on current contractual commitments and forecasted spend; and ● We utilised our pharmaceutical industry valuation experts to support us in our assessment of the accuracy and appropriateness of the discount rate applied compared with third party

	information, past performance, the Group's cost of capital and relevant risk factors. Based on our evaluation and challenge of each of the above key assumptions, management was able to provide evidence for each of these assumptions. We evaluated and challenged the evidence provided by management and requested further information where required. Based on the work performed, the key assumptions used appear supportable. We corroborated the long-term forecasts back to Board presentations and compared the underlying figures within management's model with these presentations. We also held calls with, and received confirmations from, internal and external legal counsel in order to confirm that management's impairment model appropriately reflected the potential outcomes as noted from these communications. In addition, we reviewed management's assessment of the impact of the uncertainty presented by the COVID-19 pandemic and considered its completeness. In assessing management's consideration of the potential impact of COVID-19, we discussed with management and the Directors the critical estimates and judgements applied in preparing the 2020 Financial Statements in order to understand and challenge the rationale underlying the sensitivities applied as a result of COVID-19. Management has appropriately reflected its estimate of the COVID-19 pandemic in the long-term forecasts. We performed our own independent sensitivity analysis to understand the impact of reasonable changes in management's assumptions on the available headroom and considered whether the disclosures made in the Company's financial statements by the Directors, including the sensitivity analysis and judgements and estimates disclosures, were appropriate. As a result of our work, we considered that the carrying value of the investments held by the company is supportable in the context of the Company's financial statements taken as a whole and the Directors' disclosures within the Company's financial statements are considered to be appropriate.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the company, the accounting processes and controls, and the industry in which it operates.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the Directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Overall company materiality	US$37.6m (2019: US$34.4m).
How we determined it	1% of Total assets
Rationale for benchmark applied	Based on our professional judgement, as the Company is a holding company we believe total assets is the primary measure used by the shareholders in assessing the performance of the entity, and is a generally accepted auditing benchmark for holding companies.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% of overall materiality, amounting to US$28.2m for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount in the middle of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above $3.7m (2019: $3.4m) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the Directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included:

- reviewed the letter of financial support received by the Company's Directors from Indivior PLC to verify it covers a period of at least twelve months from the date of the approval of the financial statements. Further, carried out the work described below to assess Indivior PLC's and the Group's ability to continue as a going concern and provide the required financial support to the Company;
- agreed the underlying cash flow projections for the Group to Board approved forecasts, assessed how these forecasts are compiled including the impact due to COVID-19 and assessed the accuracy of these forecasts by reviewing third-party data for the SUBOXONE Film, SUBLOCADE and PERSERIS revenue streams;
- evaluated the key assumptions within management's forecasts as detailed further within the 'Carrying value of investments in subsidiaries' key audit matter above;
- evaluated the assumptions regarding the impact of revenue decline of SUBOXONE Film by reference to the historical impact of other generic launches on the revenues of a branded product;
- considered the potential timing to resolve the remaining outstanding legal matters and noted that based on the Board's strategy to litigate, the resolution of these matters is not expected to occur in the going concern period;
- performed additional sensitivities to determine the breakeven scenarios over revenue reductions in addition to legal payments relating to the other ongoing litigation and investigation matters;

- assessed whether the downside model prepared by management appropriately considered the risks facing the business as identified in the Risk management section of the 2020 Indivior PLC Annual Report and the H1 and Q2 2021 results; and
- checked the mathematical accuracy of the spreadsheet used to model future financial performance and determined whether the minimum cash balance requirements will be met.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the Directors for the financial statements

As explained more fully in the Statement of directors' responsibilities, the Directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to pharmaceutical regulatory requirements (including, but not limited to, those of the Federal Trade Commission, US Food and Drug Administration, the European Medicines Agency and the UK Medicines & Healthcare products Regulatory Agency) applicable for Indivior PLC, the Company's ultimate parent, and its subsidiaries (together the "Group"), in addition to UK tax legislation and data protection rules, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate expenditure, and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with Group's internal audit, Group's vice president of tax, Group's compliance officer and the Group's general counsel and legal advisors with respect to the status of any legal claims against the Company's subsidiaries, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Reading of internal audit reports with respect to Company's subsidiaries;
- Challenging assumptions and judgements made by management in its significant accounting estimates, in particular in relation to investments in subsidiaries; and
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations or posted by senior management.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the Directors were not entitled to: take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Sarah Quinn (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
6 August 2021

Statement of comprehensive loss

For the year ended 31 December

	Notes	2020 $'000	2019 $'000
Administrative costs		**(6,007)**	(25,642)
Operating loss	2	**(6,007)**	(25,642)
Income from shares in group undertakings	4	**-**	23,408
Net finance expense	5	**(24,581)**	(21,597)
Finance Income	5	**4,621**	7,236
Finance expense	5	**(29,202)**	(28,833)
Loss on ordinary activities before taxation		**(30,588)**	(23,831)
Tax credit on loss on ordinary activities	6	**2,701**	2,315
Loss for the financial year		**(27,887)**	(21,516)
Total comprehensive loss		**(27,887)**	(21,516)

The notes on pages 17 to 35 form an integral part of these financial statements.

All activities relate to continuing operations.

Statement of financial position

As at 31 December

	Notes	2020 $'000	2019 $'000
Fixed assets			
Investments	8	**3,313,786**	2,916,086
		3,313,786	2,916,086
Current assets			
Debtors	9	**110,938**	86,197
Cash at bank		**334,196**	437,916
		445,134	524,113
Creditors - amounts falling due within one year	10	**(979,188)**	(628,030)
Net current liabilities		**(534,054)**	(103,917)
Total assets less current liabilities		**2,779,732**	2,812,169
Creditors - amounts falling due after more than one year	11	**(230,861)**	(235,411)
Net assets		**2,548,871**	2,576,758
Capital and reserves			
Called up share capital	13	**396,896**	396,896
Share premium account	13	**404,584**	404,584
Retained earnings		**1,747,391**	1,775,278
Total equity		**2,548,871**	2,576,758

The notes on pages 17 to 35 form an integral part of these financial statements.

These financial statements on pages 14 to 35 were approved for issue by the board of Directors on 6 August 2021 and were signed on its behalf by:

Thomas Weis

On Behalf of the Board
T Weis
Director

RBP Global Holdings Limited
Registered no. 8721708

Statement of changes in equity

For the year ended 31 December

	Called up share capital	Share premium account	Retained earnings	Total
	$'000	$'000	$'000	$'000
Balance as at 1 January 2019	396,896	404,584	1,796,794	2,598,274
Loss for the year	-	-	(21,516)	(21,516)
Balance as at 31 December 2019	**396,896**	**404,584**	**1,775,278**	**2,576,758**
Balance as at 1 January 2020	396,896	404,584	1,775,278	2,576,758
Loss for the year	-	-	(27,887)	(27,887)
Balance as at 31 December 2020	**396,896**	**404,584**	**1,747,391**	**2,548,871**

Notes to the financial statements

1. Accounting policies

General information
RBP Global Holdings Limited (the "Company") is an intermediate holding company for Indivior PLC and its subsidiaries (the "Group"), and acts as the Group treasury management company.

The Company is a private company limited by shares and is incorporated and domiciled in England, United Kingdom. The address of its registered office is 234 Bath Road, Slough, Berkshire SL1 4EE; registered number: 8721708.

The principal activities of the Company and the nature of the Company's operations are set out in the Directors' report.

Statement of compliance
The financial statements of the Company have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

Summary of significant accounting policies
The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation
These financial statements have been prepared under the historical cost convention as specified in the accounting policies below.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a high degree of judgment are in the carrying value of investments in subsidiaries (see note 8 for further details) and recoverability of debtors. The considerations made by the Company regarding whether investments are impaired requires significant estimate. As per management's judgement there was no impairment required for the carrying value of investment in subsidiaries as at 31 December 2020. Management has also considered the recoverability of the debtors by comparing the recoverable amount to the net assets of the corresponding Group undertakings. As at 31 December 2020, management has not identified any impairment against the debtors' balance. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Actual results may differ from these estimates.

The Company is a wholly owned subsidiary of Indivior PLC. It forms part of the consolidated financial statements of Indivior PLC which are publicly available. Therefore, the Company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. Copies of the group financial statements of Indivior PLC can be obtained from 234 Bath Road, Slough, Berkshire SL1 4EE or at www.indivior.com.

Disclosure exemptions for qualifying entities under FRS 102
The individual financial statements of RBP Global Holdings Limited have also adopted the following disclosure exemptions:

(i) A reconciliation of the number of shares outstanding at the beginning and end of the period. [FRS 102 para 4.12(a)(iv)];
(ii) The Company has taken advantage of the exemption under FRS 102 paragraph 1.12(b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent Company, Indivior PLC, includes the Company's cash flows in its own consolidated financial statements.

Notes to the financial statements (continued)

Accounting policies (continued)

(iii) Certain financial instrument disclosures providing equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated. [FRS 102 paras 11.39 – 11.48A, 12.26 – 12.29].

Going concern

The financial statements have been prepared on the going concern basis. The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Directors' Report on page 2. The Company has net assets of $2,548.9m (2019: $2,576.8m). It is the Directors' intention to continue the business operations in the foreseeable future.

As Indivior PLC, the Company's ultimate parent has confirmed in writing its intention and ability to continue to support the Company for at least twelve months from the date of the approval of these financial statements, the directors have a reasonable expectation that, with this support, the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing these financial statements.

The Directors of Indivior PLC have performed a detailed assessment of the Group's going concern position; including for example the consideration of ability to comply with the financial covenants in the Group's debt facility, maintain sufficient liquidity to fund its operations, fulfil obligations under the DOJ and RB agreements, and address the reasonably possible financial implications of the ongoing legal proceedings. The Directors have also modeled the risk with respect to failure of meeting revenue growth expectations due to the continued impact from the COVID-19 pandemic as part of the Group's going concern assessment and downside scenario. Based on this assessment, the Directors of Indivior PLC have confirmed that the Group has the ability to support the Company for at least twelve months from the date of the approval of these financial statements.

The Company does not directly have any significant pending or outstanding legal matters. However, as the Company is a wholly owned subsidiary of Indivior PLC, material adverse developments with the Group's litigation could impact the future operations of the Group and consequently have an impact on the Company. See the Legal Proceedings section below for the significant pending or outstanding legal matters that could impact the Group and Company's subsidiaries.

Legal Proceedings

The Group is involved in legal and intellectual property disputes. Details of the litigation status are set out below:

DOJ Resolution

Agreement to Resolve Criminal Charges and Civil Complaints Related to SUBOXONE Film

- In 2020, the Group settled with the United States Department of Justice (Justice Department or DOJ), the U.S. Federal Trade Commission (FTC), and U.S. state attorneys general the criminal and civil liability in connection with a multi-count indictment brought in April 2019 by a grand jury in the Western District of Virginia, a civil lawsuit joined by the Justice Department in 2018, and an FTC investigation. Under the terms of the resolution agreement with the Justice Department, the Group has agreed to compliance terms regarding its sales and marketing practices. Compliance with these terms is subject to annual Board and CEO certifications submitted to the U.S. Attorney's Office.
- As part of the resolution with the FTC and as detailed in the text of the stipulated order, for a ten-year period Indivior Inc. is required to make specified disclosures to the FTC and is prohibited from certain conduct.
- Under the terms of the five-year Corporate Integrity Agreement with the HHS Office of the Inspector General (HHS-OIG), the Group will continue its commitment to promote compliance with laws and regulations and its ongoing evolution of an effective compliance program, including written standards, training, reporting, and monitoring procedures. The Group will be subject to reporting and monitoring requirements, including annual reports and compliance certifications from key management and the Board Nominating & Governance Committee submitted to HHS-OIG. In addition, the Group will be subject to monitoring by an Independent Review Organization, who will submit audit findings to HHS-OIG, and review by a Board Compliance Expert, who will prepare two compliance assessment reports in the first and third reporting periods of the Corporate Integrity Agreement.

Notes to the financial statements (continued)

Accounting policies (continued)

In November 2020, the Group made a payment of $103 million (including interest) when the resolution was approved by a judge. Subsequently, six annual instalments of $50 million will be due every January 15 from 2022 through 2027. The final instalment of $200 million will be due in December 2027. The Group carries a liability totaling of $490 million (FY 2020: $486m) pertaining to the DOJ resolution.

DOJ Related Matters

Federal FCA Qui Tam Suits

- In August 2018, the United States unsealed three qui tam suits pending in the Western District of Virginia that made a variety of allegations under state and federal False Claims Act statutes regarding marketing and promotion practices related to SUBOXONE, and in some instances claiming unlawful retaliation. The suits also seek reasonable attorney's fees and costs. Many of the civil claims concern the same conduct at issue in the Superseding Indictment filed by the Justice Department. Indivior is aware of additional claims pending in the District of New Jersey regarding similar allegations about marketing and promotion practices which were resolved along with the three Western District of Virginia qui tam suits in the federal civil settlement agreement with the Justice Department; and resolved with the state Attorney Generals in civil settlement agreements with the fifty states, D.C., and Puerto Rico. The Group is in discussions with certain relators aimed toward resolving the retaliation claims and claims for attorney's fees and costs.

State and Local Matters

- In November 2016, Indivior was served with a subpoena for records from the State of California Department of Insurance under its civil California insurance code authority. Certain of the qui tam suits filed in the Western District of Virginia and the District of New Jersey assert claims under the civil California insurance code. The Group reached an agreement with both relators and the California Department of Insurance to settle the claims for approximately $3 million plus attorney fees.
- In June 2019, the Group learned that the State of Illinois Insurance Department is investigating potential violations of its civil Insurance Claims Fraud Prevention Act with respect to its sales and marketing activity. Certain of the qui tam suits filed in the Western District of Virginia and the District of New Jersey assert claims under this statute, including claims for associated attorney's fees and costs. The Group is in discussions aimed toward resolving this matter.
- In addition to the federal and state health program claims, claims have been asserted under the city false claims acts of Chicago and New York City regarding the promotion of Suboxone film. The Group has resolved the matter with the City of Chicago.

False Claims Act Allegations

- In August 2018, the United States District Court for the Western District of Virginia unsealed a declined qui tam complaint alleging causes of action under the Federal and state False Claims Acts against certain entities within the Group predicated on best price issues and claims of retaliation (United States ex rel. Miller v. Reckitt Benckiser Group PLC et al., Case No. 1:15-cv-00017 (W.D. Va.)). The suit also seeks reasonable attorneys' fees and costs. We understand that all government plaintiffs have declined to intervene. The Group was served with the complaint in January 2021. We are in discussions regarding this matter with the plaintiff-relator. The Group filed a Motion to Dismiss on June 24, 2021.
- In May 2018, Indivior Inc. received an informal request from the Office of the United States Attorney for the Southern District of New York, seeking records relating to the Suboxone manufacturing process.

Securities Class Action Litigation

- In April 2019, Michael Van Dorp filed a putative class action lawsuit in the United States District Court for the District of New Jersey on behalf of holders of publicly traded Indivior securities alleging violations of U.S. federal securities laws under the Securities Exchange Act of 1934. The complaint names Indivior PLC, Shaun Thaxter, Mark Crossley and Cary J. Claiborne as defendants. In February 2021, the parties reached a settlement agreement. A Motion for Entry of Order Preliminarily Approving Settlement is pending with the court.

Notes to the financial statements (continued)

Accounting policies (continued)

Intellectual Property Related Matters

ANDA Litigation

- Litigation against DRL is currently pending in the District of New Jersey regarding U.S. Patent No. 9,687,454 and 9,931,305 (”the ‘454 and ’305 Patents“). DRL received final FDA approval for all four strengths of its generic buprenorphine/naloxone film product in June 2018, and immediately launched its generic buprenorphine/naloxone film product “at-risk.” In July 2018, the District Court issued a ruling granting Indivior a Preliminary Injunction (PI) pending the outcome of a trial on the merits of the ’305 Patent. Indivior was required to post a surety bond for $72 million in connection with the PI. In November 2018, the CAFC issued a decision vacating the PI against DRL. DRL launched its product at-risk in February 2019. In June 2019, DRL filed a motion for leave to file their first amended Answer, Affirmative Defenses, and Counterclaims to add various antitrust counterclaims resulting from the injunction that was issued against DRL. The motion was granted in November 2019. In January 2020, Indivior and DRL entered into a joint stipulation that DRL did not infringe the ’305 Patent based on the District Court’s claim construction ruling, but that Indivior retained its right to appeal the issue of infringement of the ’305 Patent. Indivior maintains its infringement claims on the ’454 patent, and DRL maintains its counterclaims. No trial date has been set for either the patent claims or the antitrust counterclaims.
- In November 2018, DRL filed two separate petitions for inter partes review (“IPR”) of the ’454 Patent with the USPTO. The USPTO denied institution of one of the IPR petitions but granted institution for the second IPR petition. The Patent Trial and Appeal Board (USPTO) issued a decision in June 2020, holding that claims 1-5, 7, and 9-14 were unpatentable, but that DRL had not shown that claim 8 is unpatentable. Claim 6 was not challenged and therefore was not addressed in the PTAB decision. Indivior appealed to the Court of Appeals for the Federal Circuit in July 2020. Oral argument is scheduled for September 1, 2021.
- Litigation against Alvogen is pending in the United States District Court for the District of New Jersey regarding the ’454 and ’305 Patents. In January 2019, Indivior filed a motion for a temporary restraining order (“TRO”) and preliminary injunction in the District of New Jersey, requesting that the Court restrain the launch of Alvogen’s generic buprenorphine/naloxone film product until a trial on the merits of the ’305 Patent. Alvogen received approval for its generic product in January 2019. The same day, the District of New Jersey granted a TRO until February 7, 2019. In January 2019, Indivior and Alvogen entered in to an agreement whereby Alvogen was enjoined from the use, offer to sell, or sale within the United States, or importation into the United States, of its generic buprenorphine and naloxone sublingual film product unless and until the CAFC issued a mandate vacating the PI against DRL. The mandate vacating the DRL PI issued in February 2019, and Alvogen launched its generic product. Any sales in the US are on an “at-risk” basis, subject to the ongoing litigation against Alvogen in the District of New Jersey. In August 2019, Alvogen filed a motion for leave to file an amended Answer to Complaint and Separate Defenses and Counterclaims to add various antitrust counterclaims. The motion was granted in November 2019. In January 2020, Indivior and Alvogen entered into a joint stipulation that Alvogen did not infringe the ’305 Patent based on the District Court’s claim construction ruling, but that Indivior retained its right to appeal the issue of infringement of the ’305 Patent. Indivior maintains its infringement claims on the ’454 patent, and Alvogen maintains its counterclaims. No trial date has been set for either the patent claims or the antitrust counterclaims.

Opposition to SUBLOCADE European Patent

- In October 2018, Teva Pharmaceutical Industries Ltd. (“Teva“) filed a Notice of Opposition with the European Patent Office seeking to revoke European Patent No. EP 2579874 (“EP 874“), which relates to the formulation for SUBLOCADE. Oral proceedings are scheduled to take place in September 2021.
- In March 2021, the law firm Elkington & Fife LLP filed a Notice of Opposition with the European Patent Office seeking to revoke European Patent No. EP 3215223 (“EP 223”), which relates to the dosing regimen for SUBLOCADE. The Opposition alleges that the claims of EP 223 lack inventive step and extend beyond the content of the application as originally filed. The Group will respond to the Opposition on or before the deadline in August 2021.

Notes to the financial statements (continued)

Accounting policies (continued)

Antitrust Litigation and Consumer Protection

Antitrust Class and State Claims

- Civil antitrust claims have been filed by (a) a class of direct purchasers, (b) a class of end payor plaintiffs, and (c) a group of states, now numbering 41, and the District of Columbia. Each set of plaintiffs filed generally similar claims alleging, among other things, that Indivior violated U.S. federal and/or state antitrust and consumer protection laws in attempting to delay generic entry of alternatives to SUBOXONE Tablets. Plaintiffs further allege that Indivior unlawfully acted to lower the market share of these products. These antitrust cases are pending in federal court in the Eastern District of Pennsylvania. The court has not set a trial date. Summary judgment motions related to the Direct Purchaser, End Payor, and States actions are fully briefed, and no hearing date has been set.
- In 2013, Reckitt Benckiser Pharmaceuticals, Inc. (now known as Indivior Inc.) received notice that it and other companies were defendants in a lawsuit initiated by writ in the Philadelphia County (Pennsylvania) Court of Common Pleas. See Carefirst of Maryland, Inc. et al. v. Reckitt Benckiser Inc., et al., Case. No. 2875, December Term 2013. The plaintiffs include approximately 79 entities, most of which appear to be insurance companies or other providers of health benefits plans. The Carefirst Plaintiffs have not served a complaint, but they have indicated that their claims are related to those asserted by the plaintiffs in re Suboxone, MDL No. 2445 (E.D. Pa.). In February 2021, the Court sent a Notice of Proposed Termination. The Carefirst case remains pending.

The Group has evaluated the antitrust class and state claims in light of the DOJ settlement under which a Group subsidiary plead guilty to one count of making a false statement relating to health care matters in one state in 2012. The Group continues to believe in its defenses and continues to vigorously defend itself. Select plaintiffs in these matters have previously made settlement demands (which were not accepted and most of which are not current offers), totaling approximately $290m, which was used for contingency planning only to model possible downside financial effects. The final aggregate cost of these matters, whether resolved by litigation or by settlement, may be materially different.

Other Antitrust and Consumer Protection Claims

- In July 2019, the Indiana Attorney General issued a Civil Investigative Demand investigating potential violations of Indiana's Civil Deceptive Consumer Sales Act with respect to sales and marketing activity by the Company. The Group is cooperating fully in this civil investigation.
- In 2020, the Group was served with lawsuits from a number of insurance companies, some of whom are proceeding both on their own claims and through the assignment of claims from affiliated companies. Cases filed by (1) Humana Inc. and (2) Centene Corporation, Wellcare Healthcare Plans, Inc., New York Quality Healthcare Corp. (d/b/a Fidelis Care), and Health Net, LLC were pending in the Eastern District of Pennsylvania. The complaints were dismissed with prejudice on July 22, 2021. Cases filed by (1) Blue Cross and Blue Shield of Massachusetts, Inc., Blue Cross and Blue Shield of Massachusetts HMO Blue, Inc., (2) Health Care Service Corp., (3) Blue Cross and Blue Shield of Florida, Inc., Health Options, Inc., (4) BCBSM, Inc. (d/b/a Blue Cross and Blue Shield of Minnesota) and HMO Minnesota (d/b/a Blue Plus), and (5) Molina Healthcare, Inc. are pending in the Circuit Court for the County of Roanoke, Virginia. The allegations in these cases include many allegations made in other litigations, including prior antitrust complaints, indictments, and qui tam complaints. These plaintiffs have asserted claims under federal and state RICO statutes, state antitrust statutes, state statutes prohibiting unfair and deceptive practices, state statutes prohibiting insurance fraud, and common law fraud, negligent misrepresentation, and unjust enrichment. At a June 17, 2021 hearing, defendants' motion to stay was denied and certain claims were dismissed without prejudice.

The Group has begun its preliminary evaluation of the claims, believes in its defenses, and intends to vigorously defend itself. Currently, engagement with the claimants has been minimal and the Group's evaluation of the various claims is in preliminary stages. Accordingly, no estimate of the range of potential loss can be made at this time.

Notes to the financial statements (continued)

Accounting policies (continued)

Civil Opioid Litigation

Indivior has been named as a defendant in approximately 400 civil lawsuits brought by state and local governments, public health agencies, and individuals against manufacturers, distributors and retailers of opioids alleging that they engaged in a longstanding practice to market opioids as safe and effective for the treatment of long term chronic pain in order to increase the market for opioids and their own market share. The vast majority of these cases have been consolidated and are pending in a federal multi-district litigation (MDL) in U.S. District Court for the Northern District of Ohio. At the present time, litigation against Indivior in the MDL is stayed. Given the status and preliminary stage of litigation in both the MDL and state courts, no estimate of possible loss in the opioid litigation can be made at this time

Investments in subsidiaries
Investments in subsidiaries are shown at cost less provision for impairment in value. A review for the potential impairment of an investment is carried out by the directors if events or changes in circumstances indicate that the carrying value of the investment may not be recoverable. There are a number of uncertainties that could impact the Company's ability to recover amounts owed by subsidiary undertakings and the value of the Company's investments in shares in subsidiary undertakings. Note 8 reflects further details on the key estimates utilised by management in concluding whether the investments are impaired.

Foreign currency

(i) *Functional and presentation currency*
The Company's functional and presentation currency is the US Dollar ($).

(ii) *Transactions and balances*
Transactions denominated in foreign currencies are translated at the rate of exchange on the day the transaction occurs or at the contracted rate if the transaction is covered by a forward exchange contract. Monetary assets and liabilities denominated in a foreign currency are translated at the exchange rate ruling on the balance sheet date or, if appropriate, at a forward contract rate.
All exchange differences are included in the Statement of comprehensive loss account.

Taxation
Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the Statement of comprehensive income. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

(i) *Current tax*
Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Notes to the financial statements (continued)

Accounting policies (continued)

(ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Debtors

Debtors are initially recorded at cost. If there is objective evidence the Company will not be able to collect the full amount of the debtor, impairment is recognised through the Statement of comprehensive income/loss.

Interest

Interest payable is charged to the Statement of comprehensive income as incurred and interest receivable is credited as it is incurred.

Creditors

Creditors are initially recognised at transaction price. Further details outlined in the Financial instruments policy.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments.

Contingencies

Contingent liabilities are not recognised. Contingent liabilities arise as a result of past events when (i) it is not probable that there will be an outflow of resource or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resource is remote.

Financial instruments

The Company has chosen to adopt Section 11 of FRS 102 in respect of financial instruments.

(i) *Financial assets*

Basic financial assets, including trade and other receivables, cash and bank balances and short-term investments, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

Notes to the financial statements (continued)

Accounting policies (continued)

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the profit or loss.

(ii) *Financial liabilities*
Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Share capital
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Ordinary shares consist of a single class of share capital and there are no restrictions on the distributions of dividends or the repayment of capital.

Distributions to equity holders
Dividends are accounted for in the period in which they are paid or are approved by the board of directors.

Related party disclosures
The Company is exempt from disclosing other related party transactions as they are with other companies that are wholly owned within the Group.

Notes to the financial statements (continued)

2. Operating loss

The loss on ordinary activities is stated after charging:

	2020 **$'000**	2019 $'000
Administrative Costs	**1,511**	1,028
Audit Fees*	**19**	52
Foreign exchange loss	**4,477**	24,562
Operating loss	**6,007**	25,642

*2019 Audit fees included $30K of overrun charges related to the audit of the 2018 statutory accounts.

No fees were paid to the Company's auditors for other services (2019: nil).

3. Directors and employees

During the year the Company had four directors (2019: five), three of whom were resident in the UK (2019: four). None of the directors received any emoluments in respect of services to the Company.

The Company had no employees during the year (2019: nil) and consequently did not incur any expenditure in respect of wages and salaries, social security and other costs.

Notes to the financial statements (continued)

4. Income from shares in group undertakings

	2020	2019
	$'000	$'000
Dividends received from subsidiary companies	**-**	23,408

On 28 June 2019, the Company received a dividend of $21.1m from Indivior Finance (2015) S.àr.l, a Luxembourg registered company.

On 1 July 2019, the Company received a dividend of $2.3m from Indivior Finance (2015) S.àr.l, a Luxembourg registered company.

5. Net finance expense

(a) Interest receivable and similar income

	2020	2019
	$'000	$'000
On amounts owed by Group undertakings	**2,451**	1,527
Interest income on cash at bank	**2,170**	5,709
Total interest receivable and similar income	**4,621**	7,236

(b) Interest payable and similar expenses

	2020	2019
	$'000	$'000
On amounts owed to Group undertakings	**29,202**	28,833
Total interest payable and similar charges	**29,202**	28,833

(c) Net finance expense

	2020	2019
	$'000	$'000
Interest receivable and similar income	**4,621**	7,236
Interest payable and similar expenses	**(29,202)**	(28,833)
Net finance expense	**(24,581)**	(21,597)

Notes to the financial statements (continued)

6. Tax on loss

(a) Tax credit included in loss

	2020	2019
	$'000	$'000
Current tax:		
- UK Corporation tax on loss for the year	**(2,469)**	(6,118)
- Adjustment in respect of prior periods	**(232)**	1,965
Total current tax	**(2,701)**	(4,153)
Deferred tax:		
- Origination and reversal of timing differences	**-**	3,336
- Impact of change in tax rates	**-**	206
- Adjustment in respect of prior periods	**-**	(1,704)
Total deferred tax in the period	**-**	1,838
Total current tax credit	**(2,701)**	(2,315)

Notes to the financial statements (continued)

Tax on loss (continued)

(b) Reconciliation of tax credit

The tax credit for the year is lower (2019: lower) than the standard effective rate of corporation tax in the UK for the year ended 31 December 2020 of 19% (2019: 19%). The differences are explained below:

	2020	2019
	$'000	$'000
Loss on ordinary activities before tax	**(30,588)**	(23,831)
Tax on loss on ordinary activities at standard CT rate of 19% (2019:19%)	**(5,812)**	(4,528)
Effects of:		
Income not taxable for tax purposes	**43**	(4,446)
CFC Income	**1,619**	894
Unrecognised deferred tax	**1,681**	5,298
Impact of change in tax rate	**-**	206
Adjustments in respect of previous years	**(232)**	261
Tax credit for the year	**(2,701)**	(2,315)

(c) Factors affecting current and future tax charge

The enacted United Kingdom ("UK") Statutory Corporation Tax rate is 19% for the year ended December 31, 2020. On March 3, 2021 the UK Chancellor announced an increase in the corporation tax rate from 19% to 25% with effect from April 1, 2023, which was enacted on 11 June 2021.This change would have not had any impact on the balances in the Company if it was enacted as at December 31, 2020. The company has not recognised deferred tax assets for its losses from earlier periods and interest expense of $17m.

7. Dividends paid and payable

The Company paid $13.5m dividends, declared prior to 2019, in 2020 to Indivior Global Holdings Limited (2019: nil), nil remained payable as at 31 December 2020 (2019: $13.5m).

Notes to the financial statements (continued)

8. Investments

Shares in subsidiary undertakings

	2020	2019
	$'000	$'000
Cost as at 1 January	**2,916,086**	2,913,283
Additions	**400,000**	400,662
Disposals	**(2,300)**	(397,859)
Net book value at 31 December	**3,313,786**	2,916,086

During the year, the investment in 100% owned subsidiary, Indivior Finance (2014) LLC, increased by $400m under a subscription agreement. The Company was issued a new share in the capital of Indivior Finance (2014) LLC in exchange for the issue by the Company of a promissory note for $400m.

Impairment analyses are performed when there is an indicator that the carrying value of the shares in group undertakings could exceed their recoverable values based on their value in use or fair value less costs to sell. As at 31 December 2020, Indivior PLC's market capitalisation of $1,090m was below the Company's investments in subsidiaries value of $3,313.8m indicating a potential impairment. In addition, during the year, the Group experienced a slower uptake of SUBLOCADE and PERSERIS which led to lower revenues primarily driven by the COVID-19 pandemic. As these events could impact the value of the Company's investments, they are considered to be indicators of impairment.

Management has made certain key judgements and assumptions in its assessment of the following:

- Whether there has been an impairment indicator;
- Whether the carrying value of the investments in the group undertakings could exceed their recoverable values based on their value in use or fair value less costs to sell;
- The key measures considered in its cash flow projections, such as market growth rates and discount rates.

Value in use is calculated by discounting future expected cash flows. These calculations use cash flow projections based on the Group's board- approved budgets and projections which reflect the Group's management's current experience and future expectations of the markets in which the Group undertaking operates. Risk adjusted pre-tax discount rates used by the Company in its impairment tests were calculated using measurable inputs such as debt at fair value, equity value (market capitalization), and beta. The cash flow projections consist of the Group's board-approved forecasts for the following year, together with Group's board reviewed forecasts for an additional ten years and a constant nominal long-term growth rate beyond these periods through the end of the patent period. The net revenue used in the analysis are based on the Group's management's view of market position, pricing, and the maturity of the relevant market.

Notes to the financial statements (continued)

8. Investments (continued)

An impairment analysis was performed as of 31 December 2020, and although no impairment was found (2019: nil), small movements in assumptions around certain key measures as outlined in the table below could give rise to an impairment. A sensitivity analysis was performed on key measures the directors believe to be the most relevant to the business and the following changes resulted in the recoverable value falling to an amount equal to the carrying amount.

	Original assumption	Sensitivity analysis
Growth rate	10.5%	10.3%
Discount rate	9.5%	10.2%

The 10-year Compound Annual Growth Rate (CAGR) is made up of assumptions over various factors such as the buprenorphine medication-assisted treatment (BMAT) market size, long acting injectable (LAI) market share, patient's length of time in treatment, etc and changes in any of these factors can have a significant impact on growth rate estimates and could result in impairment.

Management considered, assuming all other factors are kept constant, a reasonably possible decrease of 3% in the CAGR assumption would lead to an impairment of approximately $933m.

Having considered all the above, the directors believe that impairment of the investments is not necessary. The directors further considered the COVID-19 pandemic impact on the Company's subsidiaries, and do not expect there to be an impairment required.

Fixed asset Investments in subsidiaries comprise equity shares in the following list of companies below, none of which are publicly traded.

Name	Country of incorporation or registration and operation	Registered Office	Direct/ Indirect	Principal activity	Effective % of share capital held by the Group
Bio-Found Limited	England & Wales	234 Bath Road, Slough, Berkshire, SL1 4EE, United Kingdom	Indirect	Dormant company	Ordinary shares 100
Indivior Austria GmbH	Austria	Kärntner Ring 12, 3. Stock, 1010 Wien, Austria	Indirect	Operating company	Ordinary shares 100
Indivior (Beijing) Pharmaceuticals Information Consulting Co. Ltd	China	Unit 102,21 Nei 21st Floor, Fortune Financial Centre, No. 5, 3rd Middle East Ring Road, Beijing, 100020, China	Indirect	In liquidation	Ordinary shares 100
Indivior Belgium SRL	Belgium	De Kleetlaan 12A, 1831 Machelen, Belgium	Indirect	Operating company	Ordinary shares 100
Indivior Canada Ltd	Canada	333 Bay Street, Suite 2400, Toronto, Ontario, M5H 2T6, Canada	Indirect	Operating company	Common shares 100
Indivior Česko s.r.o	Czech Republic	Na Prikope 988/31, Prague 1, Czech Republic	Indirect	Operating company	Ordinary shares 100
Indivior Deutschland GmbH	Germany	Hermsheimer Straße 3, 68163 Mannheim, Germany	Indirect	Operating company	Ordinary shares 100
Indivior España S.L.U.	Spain	Camino Cerro de los Gamos, n° 1, Edificio Negocenter, Pozuelo de Alarćon, 28224, Madrid, Spain	Indirect	Operating company	Ordinary shares 100
Indivior EU Limited	England and Wales	The Chapleo Building, Henry Boot Way, Priory Park, Hull, HU4 7DY, United Kingdom	Indirect	Operating company	Ordinary shares 100
Indivior Europe Limited	Ireland	27 Windsor Place, Dublin 2, Ireland	Indirect	Operating company	Ordinary shares 100
Indivior Finance LLC	US*	234 Bath Road, Slough, Berkshire, SL1 4EE, United Kingdom	Indirect	Finance company	Common stock 100
Indivior Finance (2014) LLC	US	10710 Midlothian Turnpike, Suite 430, North Chesterfield VA 23235, United States	Direct	Holding and finance company	US $1 shares 100
Indivior Finance S.àr.l	Luxembourg	21 Fort Elizabeth, L-1463 Luxembourg	Direct	Finance company	US $100 shares 100

8. Investments (continued)

Name	Country of incorporation or registration and operation	Registered Office	Direct/ Indirect	Principal activity	Effective % of share capital held by the Group
Indivior Finance (2015) S.àr.l	Luxembourg	1, rue de la Poudrerie, Leudelange, L – 3364, Luxembourg	Direct	In liquidation	US $100 shares 100
Indivior France SAS	France	7 Avenue de la Cristallerie, 92310 Sèvres, France	Indirect	Operating company	Ordinary shares 100
Indivior Hrvatska d.o.o.	Croatia	Ozaljska 136, 10 000 Zagreb, Croatia	Indirect	Operating company	Ordinary shares 100
Indivior Inc.	US	10710 Midlothian Turnpike, Suite 430, North Chesterfield, VA 23235, United States	Indirect	Operating company	Common stock 100
Indivior Ireland (Investments) Limited	Ireland	29 Earlsfort Terrace, Dublin 2, Ireland	Indirect	In liquidation	Ordinary shares 100
Indivior Israel Ltd	Israel	13 Hamiktsoot St., Modiin, 7178094, Israel	Indirect	Operating company	Ordinary shares 100
Indivior Italia S.r.l	Italy	Corso di Porta Romana 68, 20122 Milano, Italy	Indirect	Operating company	Ordinary shares 100
Indivior Jersey Limited	Jersey	28 Esplanade, St Helier, Jersey, JE2 3QA, Jersey	Direct	Holding and finance Company	Ordinary shares 100
Indivior Jersey Finance LLC	US	251 Little Falls Drive, Wilmington, Delaware, 19808, United States	Indirect	Finance company	Membership interests
Indivior Middle East FZ-LLC	Dubai Healthcare City Free Zone (UAE)	Unit ED03, Second Floor, Building No.27, Dubai Healthcare City, Dubai, United Arab Emirates	Indirect	Dormant company	Ordinary shares 100
Indivior Nederland B.V.	Netherlands	Kabelweg 57, Unit 1.06.07, 1014BA, Amsterdam, Netherlands	Indirect	Operating company	Ordinary shares 100
Indivior Nordics ApS	Denmark	c/o Lundgrens Advokatpartnerselskab, Tuborg Boulevard 12, 4., 2900 Hellerup, Denmark	Indirect	Operating company	Ordinary shares 100
Indivior Portugal Unipessoal LDA	Portugal	Avenida Engenheiro Duarte Pacheco, Amorreiras, Torre 2, 15°. A, 1070 -102, Lisboa, Portugal	Indirect	Operating company	Common stock 100
Indivior Pty Ltd	Australia	Pod B.02, Level 3, 78 Waterloo Road, Macquarie Park, NSW 2113, Australia	Direct	Operating company	Ordinary shares 100
Indivior Schweiz AG	Switzerland	Neuhofstrasse 5A, 6340, Baar, Switzerland	Indirect	Operating company	Ordinary shares 100
Indivior Solutions Inc.	US	10710 Midlothian Turnpike, Suite 430, North Chesterfield, VA 23235, United States	Indirect	Operating company	Common stock 100
Indivior South Africa (Pty) Ltd	South Africa	Building 21 C, Woodlands Office Park, 20 Woodlands Drive, Woodmead, 2191, South Africa	Direct	Operating company	Common stock 100
Indivior Treatment Services, Inc.	US	215 Little Falls Drive, Wilmington, Delaware 19808, , United States	Indirect	Operating company	Common stock 100
Indivior UK Limited	England and Wales	The Chapleo Building, Henry Boot Way, Priory Park, Hull, HU4 7DY, United Kingdom	Direct	Holding and operating company	Ordinary shares 100
Indivior UK Finance Limited	England and Wales	234 Bath Road, Slough, Berkshire, SL1 4EE, United Kingdom	Indirect	Finance company	Ordinary shares 100
Indivior UK Finance Lending Limited	England and Wales	234 Bath Road, Slough, Berkshire, SL1 4EE, United Kingdom	Indirect	Finance company	Ordinary shares 100
Indivior UK Finance No1 Limited	England and Wales	234 Bath Road, Slough, Berkshire, SL1 4EE, United Kingdom	Indirect	Finance company	Ordinary shares 100
Indivior UK Finance No2 Limited	England and Wales	234 Bath Road, Slough, Berkshire, SL1 4EE, United Kingdom	Indirect	Finance company	Ordinary shares 100
Indivior UK Finance No3 Limited	England and Wales	234 Bath Road, Slough, Berkshire, SL1 4EE, United Kingdom	Indirect	Finance company	Company limited by guarantee
Indivior US Holdings Inc.	US	10710 Midlothian Turnpike, Suite 430, North Chesterfield VA 23235, United States	Direct	Holding company	Class A and Class B common stock 100

Notes to the financial statements (continued)

9. Debtors

	2020	2019
	$'000	$'000
Amounts owed by group undertakings	**106,918**	76,434
Corporation tax - group relief receivable	**4,013**	9,763
VAT Receivable	**7**	-
	110,938	86,197

Amounts owed by group undertakings primarily represent cash deposited with the Company by its subsidiaries under a treasury cash management arrangement and loaned to other subsidiaries as needed and is repayable on demand.

Interest is payable on the amounts owed on intercompany loans at a rate of 2.8% (2019: 2.8%).

10. Creditors – amounts falling due within one year

	2020	2019
	$’000	$’000
Amounts owed to group undertakings	**976,615**	627,086
Corporation Tax	**2,573**	944
	979,188	628,030

Amounts owed to group undertakings are unsecured and repayable on demand.

$4m of these relate to the short term portion of the Qualifying Euro Bond (QEB) debt instrument issued to a subsidiary financing company, Indivior Finance S.àr.l, a 100% owned subsidiary (see note 11 for further details).

Interest is payable on the amounts owed on intercompany loans at a rate of 2.8% (2019: 2.8%)

Notes to the financial statements (continued)

11. Creditors – amounts falling due after more than one year

	2020	2019
	$'000	$'000
Amounts falling due after more than one year	**230,861**	235,411
Amounts owed to group undertakings	**230,861**	235,411

The long term creditor consists only of the QEB debt instrument issued to a subsidiary financing company, Indivior Finance S.àr.l, a 100% owned subsidiary.

As of 31 December 2020, the QEB USD facility reduced to $235m ($4m of which is included within amounts falling due within one year).

The terms of the loan in effect at December 31, 2020 are as follows:

	Currency	Carrying Value	Nominal Interest Margin	Annual Amortisation	Maturity
QEB facility	USD	$235m	LIBOR[1] (1%) + 4.5%	$4m	2022

[1]The term loan matures after publication of LIBOR is expected to end. We have engaged with the administrative agent and expect to work with other market participants in the transition to a reasonable substitute base rate. No financial impact is expected in 2021.

Also included within the terms of the loan were:

- Nominal interest margin is calculated over three-month LIBOR subject to the LIBOR floor;
- The maximum leverage ratio is a financial covenant to maintain net secured leverage below a specified maximum (*adjusted aggregated net debt divided by adjusted EBITDA ratio) which stands at 3.0x;
- A $50m revolving credit facility, which remained undrawn at the Statement of financial position date.

Debt Refinance (Post balance sheet event)

On 30 June 2021, the Group completed a refinancing of its term loan, repaying in full the existing $235m and replacing it with a new term loan with a principal amount of $250m. The new terms of the loan are as follows:

	Currency	Carrying Value	Nominal Interest Margin	Annual Amortisation	Maturity
QEB facility	USD	$250m	LIBOR (0.75%) + 6.125%	1%	2026

Notes to the financial statements (continued)

12. Financial instruments

The Company has the following financial instruments:

	2020	2019
	$'000	$'000
Financial assets that are debt instruments measured at amortised cost		
Amounts owed by group undertakings	**110,931**	86,197
Financial liabilities measured at amortised cost		
Amounts owed to group undertakings	**1,207,476**	862,497

13. Called up share capital and share premium

	Ordinary shares	Par Value	Nominal Value	Share premium
			$'000	$'000
At 1 January 2020	**254,583,705**	$1.56	396,896	404,584
Allotments	**-**		-	-
At 31 December 2020	**254,583,705**		396,896	404,584

	Ordinary shares	Par Value	Nominal Value	Share premium
			$'000	$'000
At 1 January 2019	**254,583,705**	$1.56	396,896	404,584
Allotments	**-**		-	-
At 31 December 2019	**254,583,705**		396,896	404,584

The issued share capital of 254,583,705 has been issued with a par value of $1.56 (£1).

Notes to the financial statements (continued)

14. Contingent liabilities

The Company has given a guarantee in respect of the bank borrowings of a fellow subsidiary, which amounted to $235m at the Statement of financial position date (2019: $239m). This guarantee is secured by all the assets of the Company.

In June 2021, the Group completed a refinancing of its term loan, repaying in full the existing $235m term loan and replacing it with a new term loan with a principal amount of $250m (see note 11). The Company remains a guarantor under the new loan.

15. Immediate and Ultimate Parent Company and Controlling Party

The immediate parent undertaking is Indivior Global Holdings Limited, a company incorporated in England and Wales.

The Company's ultimate parent and controlling party is Indivior PLC, a company incorporated in England and Wales. Indivior PLC heads the largest and smallest group in which the results of the Company are consolidated. Copies of the group financial statements of Indivior PLC can be obtained from 234 Bath Road, Slough, Berkshire SL1 4EE or www.indivior.com.

16. Post balance sheet events

In January 2021, the Group announced it had reached an agreement with Reckitt Benckiser (RB) to resolve claims which RB issued in the Commercial Court in London in November 2020, seeking indemnity under the 2014 Demerger Agreement. Pursuant to the settlement, RB has agreed to withdraw the US $1.4b claim and to release Indivior from any claim for indemnity under the Demerger Agreement relating to the DOJ and FTC settlements which RB entered into in July 2019, as well as other claims for indemnity arising from those matters. Indivior has agreed to pay RB a total of $50m and has agreed to release RB from any claims to seek damages relating to its settlement with the DOJ and the FTC. The Group made a $10m payment, in February 2021 following the settlement. Subsequently, annual instalment payments of $8m will be due every January from 2022 to 2026. The Group carries a liability totaling $50m (2019: $0m) related to this settlement.

On 30th June 2021, the Company completed a refinancing of its $235m QEB facility and the new terms of the loan are summarised in note 11.