

November 12, 2014

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO, ALBERTA, MANITOBA, NEW BRUNSWICK, NEWFOUNDLAND AND
LABRADOR, NORTHWEST TERRITORIES, NOVA SCOTIA, NUNAVUT, PRINCE
EDWARD ISLAND, QUEBEC, SASKATCHEWAN, AND YUKON
(THE JURISDICTIONS)**

AND

**IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS**

AND

**IN THE MATTER OF
RECKITT BENCKISER GROUP PLC (RB) AND INDIVIOR PLC (NEWCO, AND
TOGETHER WITH RB, THE FILERS)**

Decision

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Makers**) has received an application from Filers for a decision under the securities legislation of the Jurisdictions (the **Legislation**):

- (a) granting written permission to the Filers, in the case of Ontario, Alberta, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Prince Edward Island, Saskatchewan, and Yukon; and
- (b) granting authorization to the Filers, in the case of Quebec,

to refer to NewCo's intention to make application to list the shares of NewCo (the **NewCo Shares**), a newly incorporated entity, on the premium listing segment of the official list of the UK Listing Authority (the **UKLA**) and be admitted to trading on the main market for listed securities of the London Stock Exchange (the **LSE**) in each of:

- (i) the Circular (as defined below);
- (ii) the Prospectus (as defined below); and
- (iii) the News Releases (as defined below) (collectively, the **Exemptive Relief Sought**).

Furthermore, the Decision Makers have received an application from the Filers for a decision that the application and this decision be kept confidential and not be made public, or in the case of Quebec, declared inaccessible, until the earlier of: (a) the date on which the Filers

publicly announce the intention to float the NewCo Shares on the LSE; (b) the date on which the Filers mail the Circular to RB shareholders; (c) the date on which the Filers advise the principal regulator that there is no longer any need for the application and this decision to remain confidential; and (d) the date that is 90 days after the date of this decision (the **Confidentiality Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

- (a) the Ontario Securities Commission (the **OSC**) is the principal regulator for this application; and
- (b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filers:

RB

1. RB is a public limited company incorporated in England under the *Companies Act 1985*.
2. RB is currently not a reporting issuer or the equivalent under the securities legislation of any province or territory of Canada and is not in default of any requirements under the securities legislation of any province or territory of Canada.
3. RB has a premium listing on the official list of the UKLA and is admitted to trading on the LSE's main market for listed securities.
4. As of October 28, 2014, RB has 94 registered shareholders holding a total of 56,951 shares in Canada. Of these shareholders, 6 are located in Alberta, 15 in British Columbia, 2 in Manitoba, 1 in Nova Scotia, 64 in Ontario, 5 in Quebec and 1 in Saskatchewan.

The Demerger

5. RB intends to undertake a proposed demerger (the **Demerger**) of RB's pharmaceuticals business (**RBP**) which will be effected as an indirect dividend demerger. RB will declare a dividend in specie to its shareholders which will be satisfied by (a) the transfer of RBP to NewCo, and (b) the issuance by NewCo of NewCo Shares to RB shareholders in proportion to their holdings in RB.

6. NewCo Shares will be issued to existing RB shareholders only and there is intended to be no sale or public offering of NewCo Shares. NewCo will not receive any cash proceeds as a result of the Demerger.
7. NewCo Shares issued to Canadian RB shareholders will be issued pursuant to the business combination and reorganization prospectus exemption found in section 2.11 of National Instrument 45-106 *Prospectus and Registration Exemptions*.
8. In connection with the Demerger, RB shareholders, including RB shareholders in Canada, will be sent a notice of meeting and circular prepared in relation to the Demerger (the **Circular**) which will contain a letter from the Chairman of RB, an explanatory statement regarding the Demerger and its effects, and a notice of the general meeting at which RB shareholders will vote on a resolution to approve the dividend in specie. RB shareholders will also be sent proxy forms in respect of the general meeting.
9. The Circular, together with any RB public announcements regarding the Demerger, will be made available via UK regulatory news websites as well as the RB website.

NewCo

10. In connection with the Demerger, NewCo has been incorporated in England under the *Companies Act 2006* as a public limited company.
11. NewCo is currently not a reporting issuer or the equivalent under the securities legislation of any province or territory of Canada and is not in default of any requirements under the securities legislation of any province or territory of Canada.

Listing of the NewCo Shares

12. NewCo intends to make application (i) to the UKLA for the admission of all of the NewCo Shares to be issued pursuant to the Demerger on the premium listing segment of the official list of the UKLA, and (ii) to the LSE for such NewCo Shares to be admitted to trading on the LSE's main market for listed securities (**Admission**). A prospectus relating to the admission of NewCo to the official list of the UKLA (the **Prospectus**) will be prepared in accordance with the Prospectus Rules and Listing Rules of the Financial Conduct Authority (**FCA**) made under the UK *Financial Services and Markets Act 2000* (as amended) (**FSMA**).
13. In order for the NewCo Shares to be listed and admitted to trading on the LSE, the Prospectus must be approved by the UKLA in its capacity as the competent authority under FSMA. To date, the Filers have submitted for the UKLA's review 3 drafts of the Prospectus.
14. The Prospectus relating to the admission of NewCo to the official list of the UKLA will be made available via UK regulatory news websites as well as the RB website.

15. News releases relating to the filing of the Prospectus and the intention to float the NewCo Shares on the LSE (the **News Releases**, and together with the Circular and the Prospectus, the **Documents**) may also be issued and made available on the RB website.

Listing Representations

16. The UKLA will only approve the Prospectus on the day it is dated and published. The formal application for a listing is submitted to the UKLA and a formal application for admission to trading is submitted to the LSE after this time but before the date on which the Demerger is intended to take effect. The admission to listing is officially granted by the UKLA in conjunction with admission to trading being granted by the LSE.
17. As a result of the foregoing timing, formal application will not have been made nor will the UKLA have granted approval (conditional or otherwise) to the listing of the NewCo Shares at the time of publishing the Documents.
18. Despite the foregoing, given the fact that the Filers will be in the process of making application for Admission, the Filers wish to refer in each of the Documents to the fact that NewCo intends to make application for Admission as RB believes that this information would be relevant to an RB shareholder in deciding whether to vote in favour of the Demerger.
19. It is required by the Prospectus Rules of the FCA in the context of the application process for Admission that RB and NewCo disclose in the Documents one or more representations identical or substantially similar to the following (the **Listing Representation**):
- “Application will be made to the UKLA for all of the NewCo Shares to be admitted to the premium listing segment of the official list of the UKLA and to the LSE for such NewCo Shares to be admitted to trading on the LSE’s main market for listed securities. Admission to trading on the LSE’s main market for listed securities constitutes admission to trading on a regulated market. It is expected that Admission will become effective, and that dealings in the NewCo Shares will commence, on 23 December 2014.”
20. Except as described in paragraph 19, neither RB nor NewCo will make any other written or oral representations that the NewCo Shares will be listed on any other exchanges or quoted on a quotation and trade reporting system.
21. The Filers are of the understanding that neither the UKLA or LSE will provide them with written confirmation indicating that it does not object to the Listing Representation or that it consents to the Listing Representation, other than its eventual formal approval of the Circular and Prospectus.
22. BC Notice 47-701 *Blanket Permission Under Section 50(1)(c) of the Securities Act* is applicable to the Filers.

23. Absent the Exemptive Relief Sought from all of the Decision Makers, the Listing Representation in the Documents would be in violation of the certain provisions as detailed in Appendix A to this Decision.
24. The communication of the application and the supporting materials before the date on which the Filers publicly announce the Demerger and its intention to float the NewCo Shares on the LSE could result in serious prejudice to the Filers.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemptive Relief Sought is granted.

Furthermore, the decision of the Decision Makers is that the Confidentiality Sought is granted.

“Sonny Randhawa”

Manager, Corporate Finance Branch
Ontario Securities Commission

APPENDIX A

Province/Territory	Prohibition on Listing Representation (<i>Securities Act</i>)
Alberta	92(3)(b)(ii)
Manitoba	69(3)
New Brunswick	58(3)
Newfoundland and Labrador	39(3)
Northwest Territories	147(1)(c)
Nova Scotia	44(3)
Nunavut	147(1)(c)
Ontario	38(3)
Prince Edward Island	147(1)(c)
Quebec	199(4)
Saskatchewan	44(3)(b)
Yukon	147(1)(c)