

Results of 2021 Annual General Meeting

The Annual General Meeting of LivaNova Plc was held virtually on Wednesday, June 9, 2021, online, www.meetingcenter.io/282913758. A poll was held for each resolution.

The table below shows the number of votes for, against and abstain for each resolution.

Mr. Francesco Bianchi

Votes For	Votes Against	Votes Abstain
40,636,034	1,250,487	28,666

Ms. Stacy Enxing Seng

Votes For	Votes Against	Votes Abstain
40,072,366	1,816,182	26,639

Mr. William A. Kozy

Votes For	Votes Against	Votes Abstain
40,868,046	1,018,175	28,966

Mr. Damien McDonald

Votes For	Votes Against	Votes Abstain
39,927,952	1,966,263	20,972

Mr. Daniel J. Moore

Votes For	Votes Against	Votes Abstain
39,926,018	1,965,583	23,586

Mr. Alfred J. Novak

Votes For	Votes Against	Votes Abstain
39,418,681	2,467,584	28,922

Dr. Sharon O’Kane

Votes For	Votes Against	Votes Abstain
39,602,534	2,286,283	26,370

Dr. Arthur L. Rosenthal

Votes For	Votes Against	Votes Abstain
39,447,321	2,439,244	28,622

Ms. Andrea L. Saia

Votes For	Votes Against	Votes Abstain
40,867,498	1,021,319	26,370

Mr. Todd Schermerhorn

Votes For	Votes Against	Votes Abstain
41,825,856	60,474	28,857

2. Ordinary resolution to approve, on an advisory basis, the Company’s compensation of its named executive officers (“U.S. Say-on-Pay”).

Votes For	Votes Against	Votes Abstain
37,971,805	3,915,484	27,898

3. Ordinary resolution to ratify the appointment of PricewaterhouseCoopers LLP, a Delaware limited liability partnership ("PwC USA"), as the Company's independent registered public accounting firm.

Votes For	Votes Against	Votes Abstain
43,108,022	3,029	18,197

4. Ordinary resolution to generally and unconditionally authorize the directors for the purposes of section 551 of the Companies Act 2006 (the "Companies Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £16,122,679.

provided that:

(A) (unless previously revoked, varied or renewed by the Company) this authority will expire at the end of the next annual general meeting of the Company or, if earlier, the close of business on the date that is fifteen (15) months after the date on which this resolution is passed, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for, or convert securities into, shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for, or convert securities into, shares pursuant to such offers or agreements as if this authority had not expired, and

(B) this authority replaces all subsisting authorities previously granted to the directors for the purposes of section 551 of the Companies Act which, to the extent unused at the date of this resolution, are revoked with immediate effect without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

Votes For	Votes Against	Votes Abstain
40,893,042	1,015,868	6,277

5. Special Resolution subject to the passing of resolution 4 and in accordance with sections 570 and 573 of the Companies Act, to empower the directors generally to allot equity securities (as defined in section 560 of the Companies Act) for cash pursuant to the authority conferred by resolution 4, and/or to sell ordinary shares (as defined in section 560 of the Companies Act) held by the Company as treasury shares for cash, in each case as if section 561 of the Companies Act (existing shareholders' pre-emption rights) did not apply to any such allotment or sale, provided that this power is limited to the allotment of equity securities or sale of treasury shares for cash:

(a) up to an aggregate nominal amount of £2,442,830 for any purpose; and

(b) (in addition to the amount set out under (a) above), up to an aggregate nominal amount of £2,442,830 to be used only for the purposes of financing an acquisition or other capital investment.

provided that:

(A) (unless previously revoked, varied or renewed by the Company) this power will expire at the end of the next annual general meeting of the Company or, if earlier, the close of business on the date that is fifteen (15) months after the date on which this resolution is passed, save that the directors may, before this power expires, make offers or agreements which would or might require equity securities to be allotted and/or treasury shares to be sold after its expiry and the directors may allot equity securities and/or sell treasury shares pursuant to such offers or agreement as if this power had not expired; and

(B) this power replaces (except for any power conferred by resolution 4) all subsisting powers previously granted to the directors for the purposes of section 570 of the Companies Act which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of equity securities already made, offered or agreed to be made under such powers.

Votes For	Votes Against	Votes Abstained
42,776,176	342,188	10,884

6. Ordinary resolution to approve, on an advisory basis, the United Kingdom (“UK”) directors’ remuneration report in the form set out in the Company’s UK annual report and accounts for the period ended December 31, 2020.

Votes For	Votes Against	Votes Abstained
40,491,103	1,394,597	29,847

7. Ordinary resolution to receive and adopt the Company’s audited UK statutory accounts for the year ended December 31, 2020, together with the reports of the directors and the auditors thereon.

Votes For	Votes Against	Votes Abstained
43,069,562	5,909	53,777

8. Ordinary resolution to re-appoint PricewaterhouseCoopers UK, a limited liability partnership organized under the laws of England as the Company’s UK statutory auditor.

Votes For	Votes Against	Votes Abstained
43,106,192	5,371	17,685

9. Ordinary resolution to authorize the directors and/or the Audit & Compliance Committee to determine the remuneration of the Company’s UK statutory auditor.

Votes For	Votes Against	Votes Abstained
43,100,018	9,240	19,990

The number of Ordinary Shares in issue on the Record Date (April 22, 2021) was 48,856,606. The total number of votes cast was 43,129,248. Shareholders were entitled to one vote per share.

Keyna Skeffington

/s/ Keyna Skeffington

Company Secretary

Phone: +44 203 325 0665

email: company.secretariat@livanova.com