

Charter of the Compensation Committee of Livanova PLC			
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Charter of the Compensation Committee of Livanova PLC

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1. MEMBERSHIP

a) **Number.**

The Compensation Committee (the "**Committee**") of the board of directors (the "**Board**") of LivaNova Plc (the "**Company**") shall consist of three or more directors.

b) **Independence.**

Each member of the Committee shall be

- i) independent in accordance with the rules of the NASDAQ Stock Market LLC ("Nasdaq"), the UK Companies Act 2006 and such other laws and regulations as may apply from time to time; and
- ii) a "non-employee director" for the purposes of Section 16(b) of the US Securities Exchange Act of 1934, as amended.

c) **Appointment.**

The members of the Committee shall be appointed by the Board based on recommendations from the nominating and corporate governance committee of the Board.

d) **Term.**

The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

2. PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation.

3. DUTIES AND RESPONSIBILITIES

a) The Board delegates to the Committee the express authority in respect of the following areas of responsibility:

i) **In respect of the CEO.**

- (1) To determine and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer ("**CEO**").
- (2) To evaluate at least annually the CEO's performance in light of those goals and objectives.
- (3) To determine and approve the CEO's compensation level based on this evaluation. Compensation includes but is not limited to annual base salary, annual short-term incentive, long-term incentives, and any special or supplemental benefits including pensions and other retirement benefits.

- (4) In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act and the shareholder advisory vote in respect of the Remuneration Report in the UK Annual Report.
 - (5) The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.
 - ii) **Other executive officer compensation.** To determine and approve the compensation (including, but not limited to, annual base salary, annual short-term incentive, long-term incentives, and any special or supplemental benefits including pensions and other retirement benefits) of all other executive officers. As used in this Charter, "executive officer" shall have the meaning ascribed by the US Securities and Exchange Commission in Rule 16a-1(f) under the US Securities and Exchange Act, as amended. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
 - iii) **Certification of performance goals.**
 - (1) The Committee shall adopt and review as necessary a policy in respect of the verification and certification of the achievement of performance goals in respect of any long-term or short-term incentive plan.
 - (2) The Committee shall review, verify and certify the achievement of any such performance goals.
 - iv) **Other compensation plans.** To review and approve incentive compensation plans and equity-based plans, and where appropriate or required, recommend such plans for approval by the shareholders of the Company. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including the ability to adopt, amend and terminate such plans, and to designate the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing and approving incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote and shareholder advisory vote in respect of the Remuneration Report in the UK Annual Report.
 - v) **CD&A, UK remuneration report, committee report, etc.** To review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's Annual Report on Form 10-K, UK Annual Report, and proxy statement, as the case may be, and produce the compensation committee report on executive and non-executive officer compensation required to be included in the Company's proxy statement, Annual Report on Form 10-K or UK Annual Report, as the case may be.
 - vi) **UK remuneration policy.** The Committee shall submit for approval by the Board and shareholders a directors' remuneration policy pursuant to the Companies Act 2006 (to

be included in the directors' remuneration report as appropriate) every three years, in any year in which there is a change relative to the prior year, or if shareholder approval was not achieved when last submitted.

- vii) **Approval of employment, severance, compensatory arrangements.** To review and approve any employment agreements and any severance arrangements or plans (including compensatory plans), including any benefits to be provided in connection with a change in control for the executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
- viii) **Stock ownership guidelines.** To determine stock ownership guidelines for the directors and executive officers and monitor compliance with such guidelines.
- ix) **Risk and compensation.** To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
- x) **Frequency of Say on Pay.** To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
- xi) **Director compensation.** To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend for approval by the Board any proposed changes as necessary.
- xii) **Director expenses.** The Committee shall recommend for approval by the Board a policy in respect of non-executive director expenses.

4. OUTSIDE ADVISORS

- a) The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its

compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

- b) The compensation consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the factors specified in the Nasdaq listing rules.
- c) The Committee may retain, or receive advice from, any compensation or legal advisor it prefers, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.
- d) The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

5. STRUCTURE AND OPERATIONS

- a) **Chair.** The Board shall designate a member of the Committee as the chairperson.
- b) **Frequency of meetings.** The Committee shall meet periodically at such times and places as it deems necessary to fulfill its responsibilities.
- c) **Reports to the Board.** The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.
- d) **Rules governing meetings, etc.**
 - i) The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and voting requirements as are applicable to the Board.
 - ii) Quorum is two members.
 - iii) Only members of the Committee have the right to attend the meetings of the Committee; however, the Committee may invite other individuals, including external advisors to attend for all or part of any meeting.
- e) **Charter review.** The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.



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- f) **Secretary of the meeting.** The Company Secretary shall be the secretary of the Committee.

6. DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

7. PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.