

LivaNova PLC

8 November 2016

**NOTIFICATION AND PUBLIC DISCLOSURE IN ACCORDANCE WITH THE REQUIREMENTS OF THE
EU MARKET ABUSE REGULATION OF TRANSACTIONS BY PERSONS DISCHARGING
MANAGERIAL RESPONSIBILITIES AND PERSONS CLOSELY ASSOCIATED WITH THEM.**

1	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name	Damien McDonald
2	Reason for the notification	
a)	Position/status	Chief Operating Officer
b)	Initial notification/ Amendment	Initial Notification
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	LivaNova PLC
b)	LEI	81560010B12D0F732924
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument Identification code	Grant of Stock Appreciation Rights (“SARs”) over Ordinary Shares of £1.00 each in the capital of LivaNova PLC ISIN for the LivaNova PLC Ordinary Shares: GB00BYMT0J19

b)	Nature of the transaction	Grant of SARs, having a value equal to \$2,000,000, under the LivaNova PLC 2015 Incentive Award Plan. Subject to the terms and conditions of the LivaNova PLC 2015 Incentive Award Plan and the SAR Agreement, the SARs shall vest in equal installments of 25% on each of the four anniversaries of the grant date, November 4, 2016. Payment of such amount shall be in cash, Ordinary Shares (based on their fair market value as of the date the SAR is exercised) or a combination of both, as determined by the LivaNova PLC 2015 Incentive Award Plan Administrator.
----	---------------------------	---

c)	Price(s) and volume(s)	Price(s)	Volume(s)
		NIL COST	174,227
d)	Aggregated information — Aggregated volume — Price	NOT APPLICABLE – SINGLE TRANSACTION	
e)	Date of the transaction	4 November 2016	
f)	Place of the transaction	OUTSIDE OF TRADING VENUE	

(1) Commission Delegated Regulation (EU) 2016/522 of 17 December 2015 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council as regards an exemption for certain third countries public bodies and central banks, the indicators of market manipulation, the disclosure thresholds, the competent authority for notifications of delays, the permission for trading during closed periods and types of notifiable managers' transactions (see page 1 of this Official Journal).