

Results of 2020 Annual General Meeting

The Annual General Meeting of LivaNova Plc was held virtually on Monday, June 29, 2020, online, www.meetingcenter.io/260382039. 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
39,819,236	1,732,586	20,922

Ms. Stacy Enxing Seng

Votes For	Votes Against	Votes Abstain
40,659,781	894,985	17,978

Mr. William A. Kozy

Votes For	Votes Against	Votes Abstain
41,259,577	295,189	17,978

Mr. Damien McDonald

Votes For	Votes Against	Votes Abstain
40,039,180	1,511,263	22,301

Mr. Daniel J. Moore

Votes For	Votes Against	Votes Abstain
37,555,524	3,331,143	686,077

Mr. Hugh M. Morrison

Votes For	Votes Against	Votes Abstain
39,210,489	2,344,277	17,978

Mr. Alfred J. Novak

Votes For	Votes Against	Votes Abstain
38,482,759	3,069,163	20,822

Dr. Sharon O'Kane

Votes For	Votes Against	Votes Abstain
40,553,111	1,001,655	17,978

Dr. Arthur L. Rosenthal

Votes For	Votes Against	Votes Abstain
38,351,976	3,202,843	17,925

Ms. Andrea L. Saia

Votes For	Votes Against	Votes Abstain
40,746,465	808,276	18,003

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
38,120,145	3,428,837	23,762

3. Ordinary resolution to ratify the appointment of PricewaterhouseCoopers LLP, a Delaware limited liability partnership, as the Company’s independent registered public accounting firm for the year ending December 31, 2020.

Votes For	Votes Against	Votes Abstain
42,920,775	27,290	20,957

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.

(a) up to an aggregate nominal amount of £9,882,722, and

(b) (in addition to the amount set out under (a) above), up to an aggregate nominal amount of £3,218,206 in connection with the grant or exercise of awards made under the Company’s incentive plans from time to time,

provided that, in each case:

(i) (unless previously revoked, varied or renewed by the Company) this authority will expire on the date that is five (5) years 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

(ii) this authority is in addition to (and does not replace) all subsisting authorities previously granted to the directors for the purposes of section 551 of the Companies Act to the extent unused at the date of this resolution.¹

Votes For	Votes Against	Votes Abstain
39,823,663	3,117,016	28,343

¹ Per DEFA14A, filed on June 15, 2020, the Company committed that it would not utilize these authorities for more than 18 months after the 2020 AGM and will seek renewal of these authorities at its annual general meeting of shareholders to be held in 2021.

5. Special resolution, subject to the passing of resolution 4 and in accordance with sections 570 and 573 of the Companies Act, to give the directors power to allot equity securities (as defined in section 560 of the Companies Act) of the Company 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 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:

- (a) up to an aggregate nominal amount of £9,882,722; and
- (b) (in addition to the amount set out under (a) above), up to an aggregate nominal amount of £3,218,206 in connection with the grant or exercise of awards made under the Company's incentive plans from time to time,

provided that, in each case:

- (i) (unless previously revoked, varied or renewed by the Company) this power will expire on the date that is five (5) years 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 agreements as if this power had not expired; and
- (ii) this power is in addition to (and does not replace) all subsisting powers previously given to the directors for the purposes of section 570 of the Companies Act to the extent unused at the date of this resolution.²

Votes For	Votes Against	Votes Abstained
32,903,540	10,025,267	40,215

6. Special resolution to approve and adopt the draft regulations which are tabled at the AGM and labeled the "New Articles" and initialed by the Chairman of the AGM (the "New Articles") as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

Votes For	Votes Against	Votes Abstained
41,536,720	8,403	27,621

7. Ordinary resolution to approve, on an advisory basis, the UK directors' remuneration report in the form set out in the Company's UK annual report and accounts for the period ended December 31, 2019.

Votes For	Votes Against	Votes Abstained
39,698,424	1,826,770	47,550

² Per DEFA14A, filed on June 15, 2020, the Company committed that it would not utilize the power granted under Proposal 5 to allot new equity securities (otherwise than in accordance with existing shareholders' pre-emption rights) in excess of an amount equal to 10% of our share capital.

8. Ordinary resolution to receive and adopt the Company's audited UK statutory accounts for the year ended December 31, 2019, together with the reports of the directors and the auditors thereon.

Votes For	Votes Against	Votes Abstained
42,712,335	27,607	229,080

9. 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
42,833,122	27,544	108,356

10. 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
41,525,834	2,454	44,456

The number of Ordinary Shares in issue on the Record Date (May 4, 2020) was 48,584,653. The total number of votes cast was 42,969,022. Shareholders were entitled to one vote per share.

Keyna Skeffington



Company Secretary

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