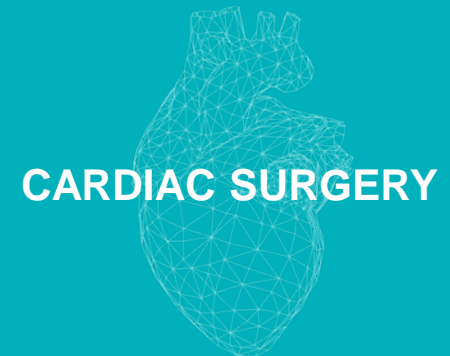


LivaNova

Health innovation that matters

Berenberg European Conference 2017

December 6, 2017



Safe Harbor Statement – Forward Looking Statements

Certain statements in this presentation, other than purely historical information, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These statements include, but are not limited to, LivaNova’s plans, objectives, strategies, financial performance and outlook, trends, the amount and timing of future cash distributions, prospects or future events and involve known and unknown risks that are difficult to predict. As a result, our actual financial results, performance, achievements or prospects may differ materially from those expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by the use of words such as “may,” “could,” “seek,” “guidance,” “predict,” “potential,” “likely,” “believe,” “will,” “should,” “expect,” “anticipate,” “estimate,” “plan,” “intend,” “forecast,” “foresee” or variations of these terms and similar expressions, or the negative of these terms or similar expressions. Such forward-looking statements are necessarily based on estimates and assumptions that, while considered reasonable by LivaNova and its management based on their knowledge and understanding of the business and industry, are inherently uncertain. These statements are not guarantees of future performance, and stockholders should not place undue reliance on forward-looking statements. There are a number of risks, uncertainties and other important factors, many of which are beyond our control, that could cause our actual results to differ materially from the forward-looking statements contained in this press release, including those described in the “Risk Factors” section of Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, the Registration Statement on Form S-4 and other documents filed from time to time with the United States Securities and Exchange Commission by LivaNova.

The Company does not undertake or assume any obligation to update publicly any of the forward-looking statements in this presentation to reflect actual results, new information or future events, changes in assumptions or changes in other factors affecting forward-looking statements, except to the extent required by applicable law. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements. We caution you not to place undue reliance on any forward-looking statements, which are made only as of the date of this presentation.

All numbers may be rounded for presentation purposes.

Safe Harbor Statement – Intellectual Property

In this presentation, “LivaNova,” “the Company,” “we,” “us” and “our” refer to LivaNova PLC and its consolidated subsidiaries.

This report may contain references to our proprietary intellectual property, including among others:

- Trademarks for our VNS therapy systems, the VNS Therapy® System, the VITARIA® System and our proprietary pulse generator products: Model 102 (Pulse®), Model 102R (Pulse Duo®), Model 103 (Demipulse®), Model 104 (Demipulse Duo®), Model 105 (AspireHC®), Model 106 (AspireSR®) and Model 1000 (SenTiva™).
- Trademarks for our oxygenator product systems: Inspire™, Heartlink™ and Connect™.
- Trademarks for our line of surgical tissue and mechanical valve replacements and repair products: Mitroflow™, Crown PRT™, Solo Smart™, Perceval™, Top Hat™, Reduced Series Aortic Valves™, Carbomedics Carbo-Seal™, Carbo-Seal Valsalva™, Carbomedics Standard™, Orbis™ and Optiform™, and Mitral valve repair products: Memo 3D™, Memo 3D ReChord™, AnnuloFlo™ and AnnuloFlex™.
- Trademarks for our implantable cardiac pacemakers and associated services: REPLY 200™, ESPRIT™, KORA100™, KORA250™, SafeR™, the REPLY CRT-P™, the remedé® System.

These trademarks and tradenames are the property of LivaNova or the property of our consolidated subsidiaries and are protected under applicable intellectual property laws. Solely for convenience, our trademarks and tradenames referred to in this presentation may appear without the ® or ™ symbols, but such references are not intended to indicate in any way that we will not assert, to the fullest extent under applicable law, our rights to these trademarks and tradenames.

Strategy

Damien McDonald
Chief Executive Officer

We are a \$1.2B focused medical innovator

Improving quality of patients' lives

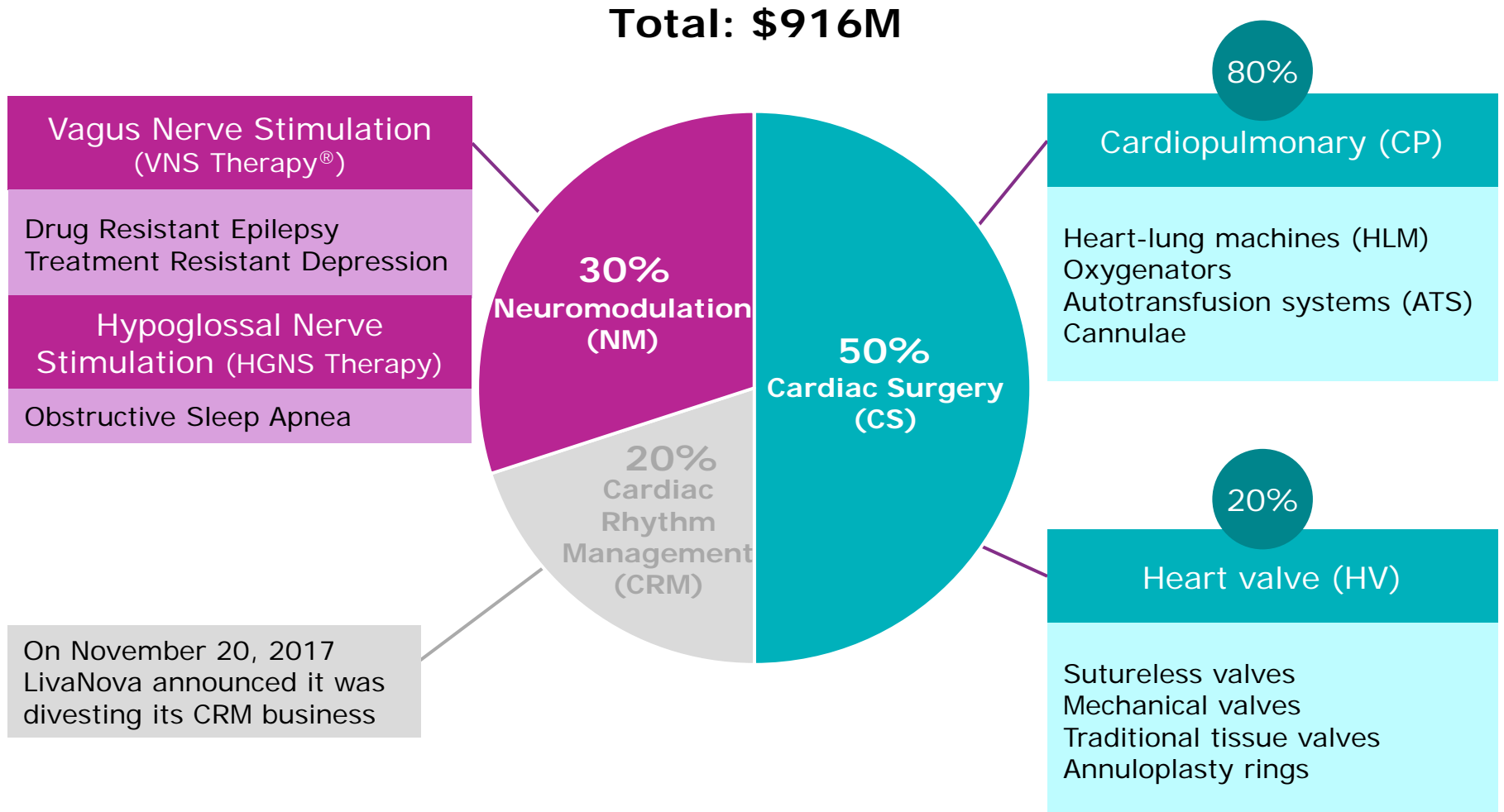
Strong leadership position in Neuromodulation and Cardiac Surgery

Targeting underserved and high-growth market segments



Leading positions in critical areas of treatment

Sales through third quarter 2017



Transforming the company with a sense of urgency

Divesting CRM business unlocks significant shareholder value

Great outcome for all stakeholders; the result of a thorough and competitive process

Allows company to focus on faster-growing and more profitable areas

Improves top-line growth rate to mid-single digits

Improves operating margins by 200-300 bps

Allows redeployment of capital toward M&A

LivaNova:
An
attractive
long-term
investment

Focusing portfolio on “Head & Heart”

	NEUROMODULATION	CARDIAC SURGERY	
		CARDIOPULMONARY	HEART VALVES
	Creator, leader of VNS Therapy	Market-leading positions	Only sutureless valve on the market
Global Market (2016)*	\$4.1B	\$2.0B	\$1.7B
Market Growth	Low-double-digit	Low-single-digit	Low-single-digit
Sales (2016)*	\$350M	\$475M	\$140M
Sales through Q317*	\$275M	\$355M	\$103M
Disease State	Drug-resistant epilepsy Treatment-resistant depression (TRD) Obstructive sleep apnea	Heart valve disease Coronary disease Congenital heart defect Chronic heart failure	
Customers	Neurologists Epileptologists Psychiatrists Neurosurgeons Patients ENT Specialists	Perfusionists Cardiac Surgeons Cardiologists	

Our portfolio has multiple near-term growth drivers...

NEUROMODULATION

SenTiva™ advances the science of VNS Therapy



100,000 patients treated with VNS Therapy

CARDIAC SURGERY

S5® HLM reduces transfusions and improves recovery



40 years as market leader in heart-lung machines

Inspire® oxygenator provides personalized perfusion



1 million+ patients treated with Inspire

Perceval® optimizes the surgical approach to sutureless aortic valve replacement



10 years of clinical use

Our portfolio has multiple mid- to long-term growth drivers: strategic portfolio initiatives

TREATMENT-RESISTANT DEPRESSION (TRD)

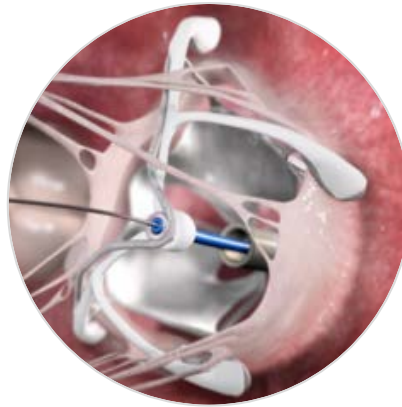
VNS Therapy may provide better outcomes and symptom improvement



Depression is the leading cause of disability worldwide

TRANSCATHETER MITRAL VALVE REPLACEMENT (TMVR)

Unique transeptal investigational device



2-3 times the size of aortic market opportunity

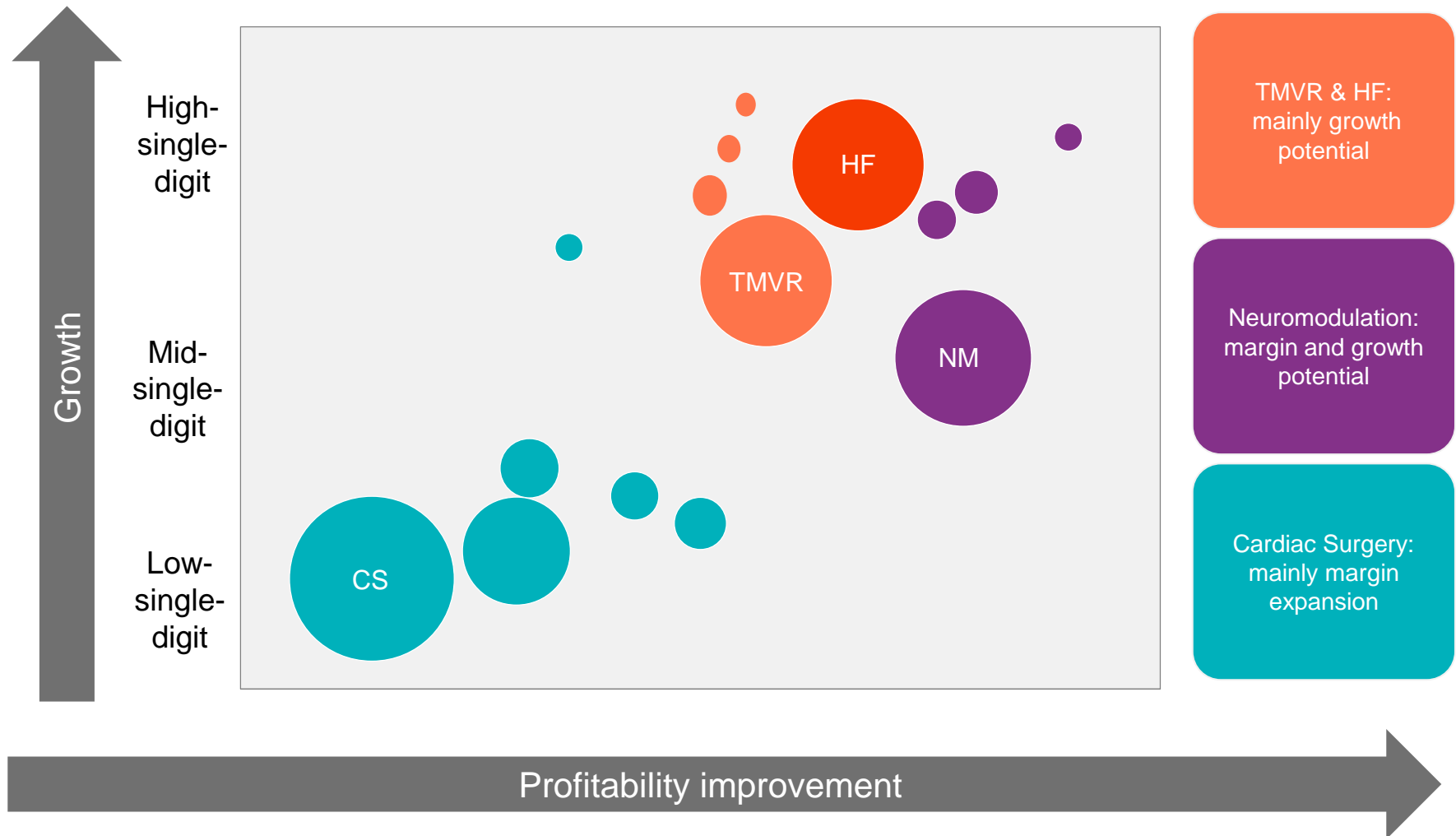
HEART FAILURE (HF)

Novel delivery of Autonomic Regulation Therapy (ART) may improve regulation of cardiovascular function



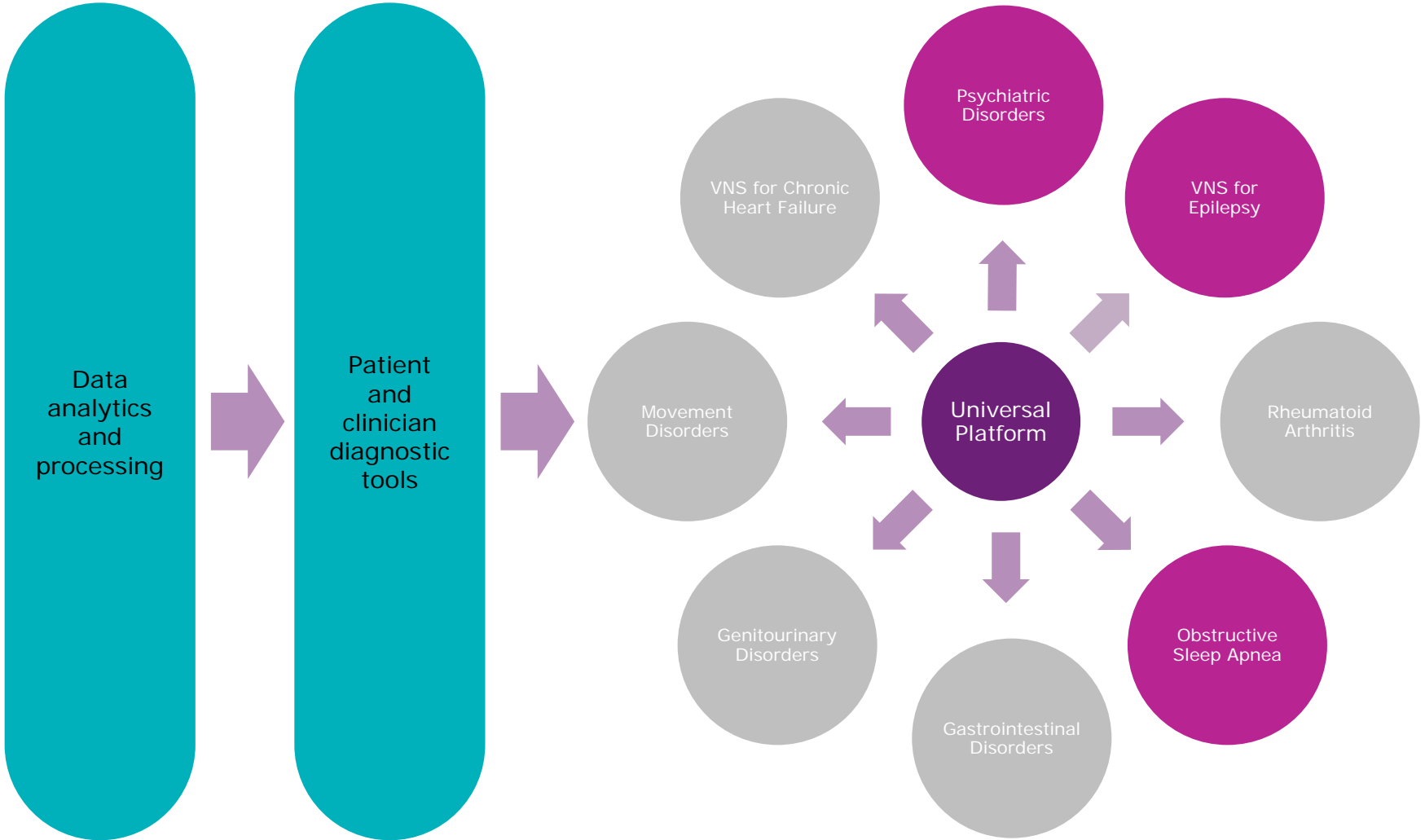
Leading cause of morbidity and mortality

M&A strategy targets growth and margin expansion



VNS: Leveraging the technology

A universal platform is the foundation for additional indications

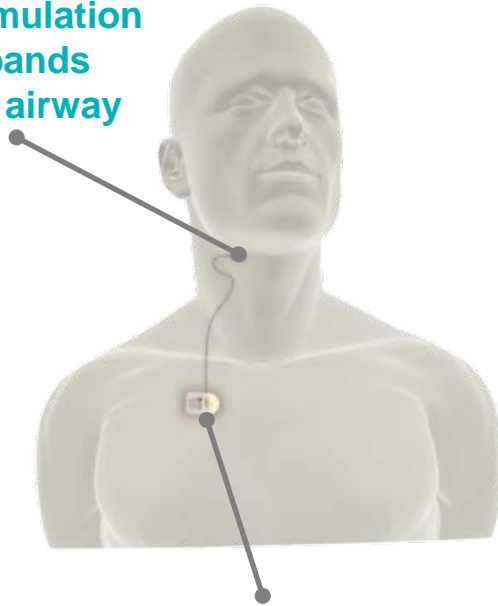


Implantable Therapy for Obstructive Sleep Apnea (OSA)

Obstructive Sleep Apnea (OSA) is a disorder in which breathing repeatedly stops and starts due to the throat muscles relaxing and blocking the airway during sleep

Illustration

Stimulation
expands
the airway

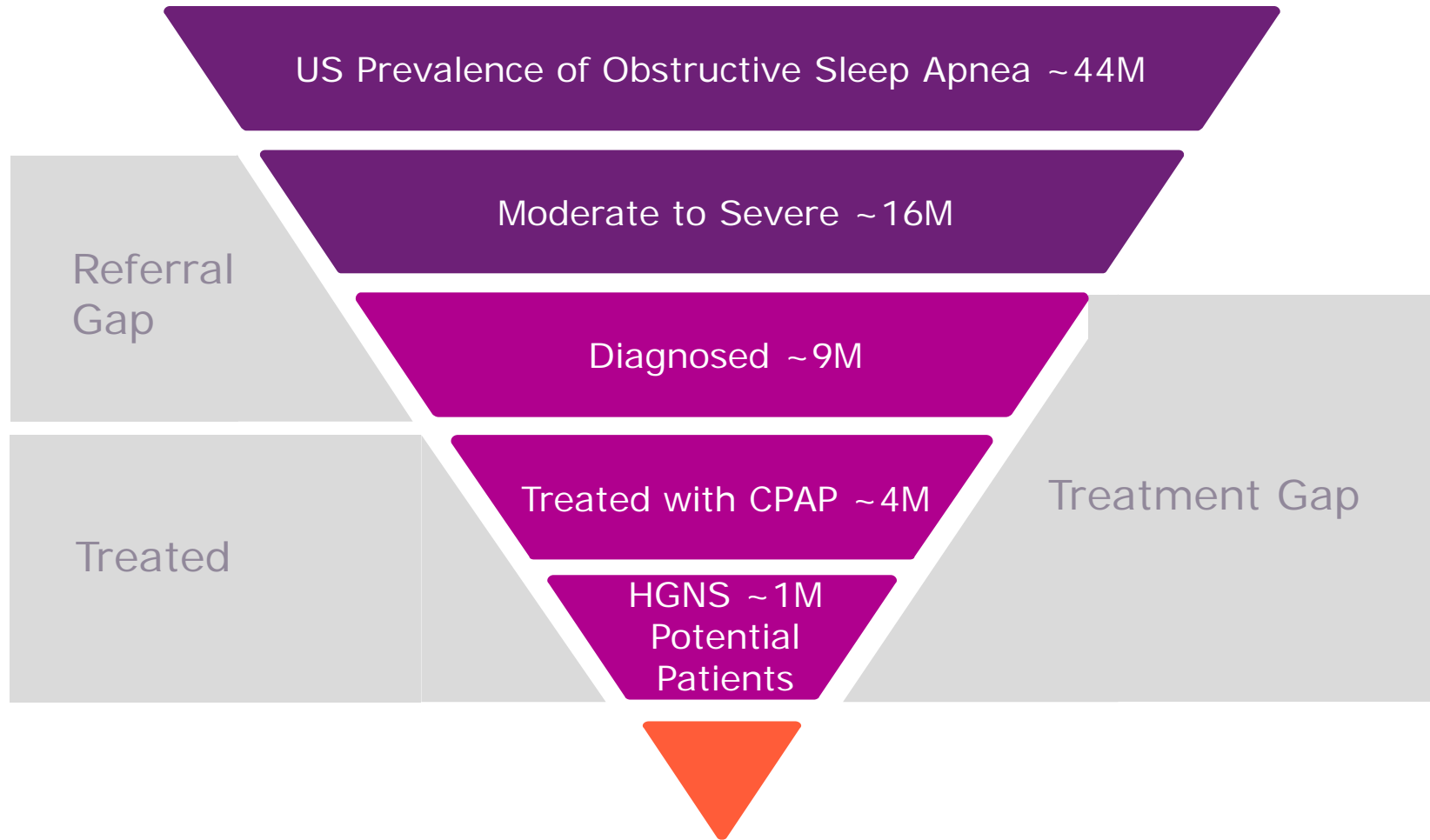


Implantable
Pulse Generator

Overview

- Restoration of normal sleep patterns
- CPAP alternative: indicated for people with moderate and severe sleep apnea
- Less invasive than conventional sleep apnea surgeries
- Fully implantable with no masks, hoses or mouthpieces
- CE mark obtained in Europe in 2012

Significant unmet clinical need for the approximately 40-50% of OSA patients who stop or refuse CPAP



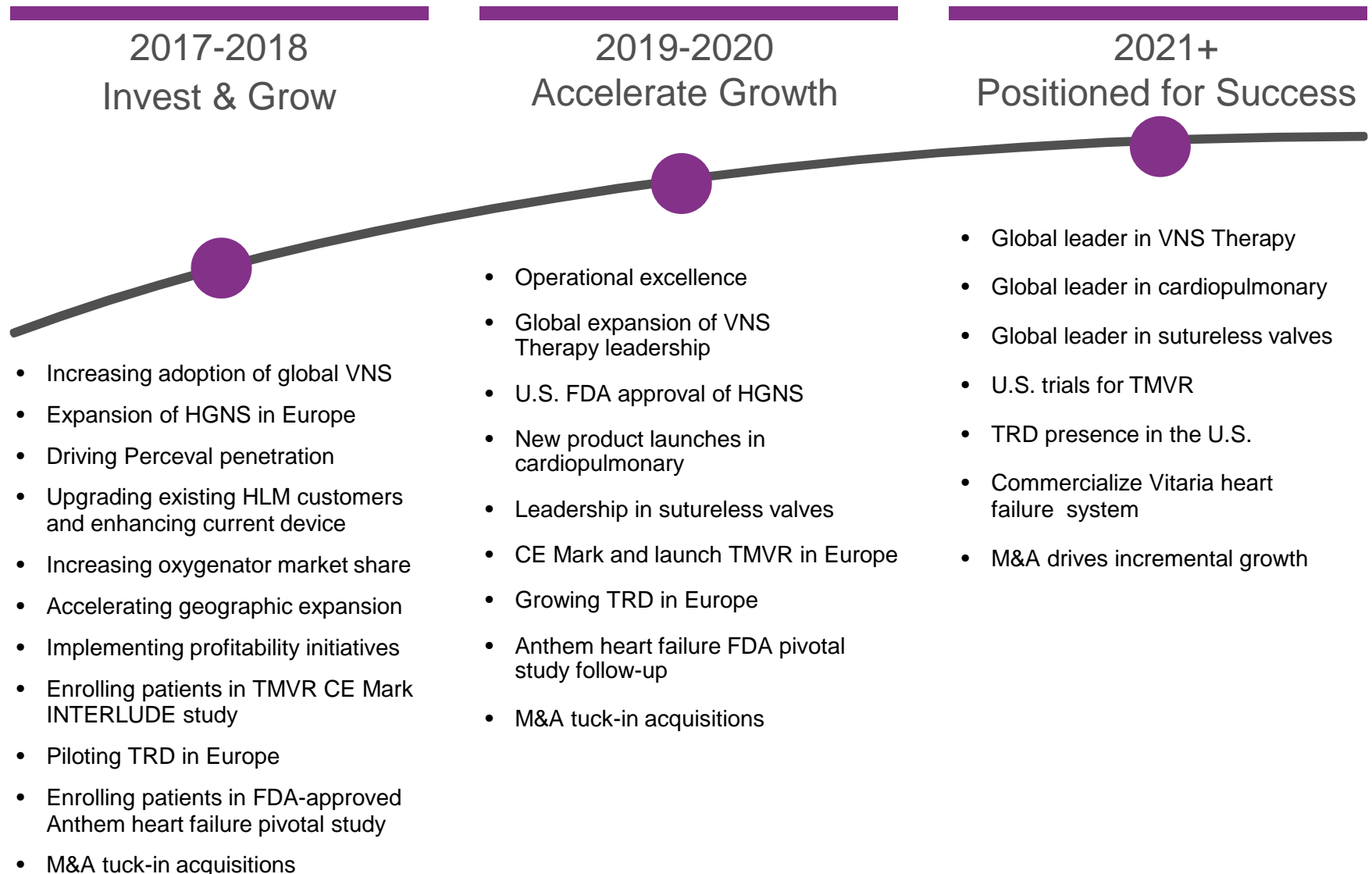
Obstructive Sleep Apnea - ImThera Rationale

Market Potential	<ul style="list-style-type: none">• Opportunity to disrupt current treatment paradigm and fill significant unmet clinical need for new therapy:<ul style="list-style-type: none">- 50% of OSA patients stop or refuse CPAP- U.S. CPAP market estimated at \$4 billion annually, growing low- to mid-double digit
Portfolio Synergies	<ul style="list-style-type: none">• Good strategic fit:<ul style="list-style-type: none">- Neuromodulation therapy with ENT call point- Expands neuromodulation product portfolio
Leverage of Existing Infrastructure	<ul style="list-style-type: none">• Proven market development capabilities in Neuromodulation• Global commercial network• Global R&D, regulatory and supply chain capabilities
Technology	<ul style="list-style-type: none">• Differentiated technology with small IPG, single lead and easier implant procedure• ImThera device second to gain CE Mark approval and minimal competitors on the horizon:<ul style="list-style-type: none">- Expected FDA submission by end 2019/early 2020
Financial	<ul style="list-style-type: none">• Meets IRR & ROIC hurdle with shared risk on regulatory approval and sales milestones

Financials

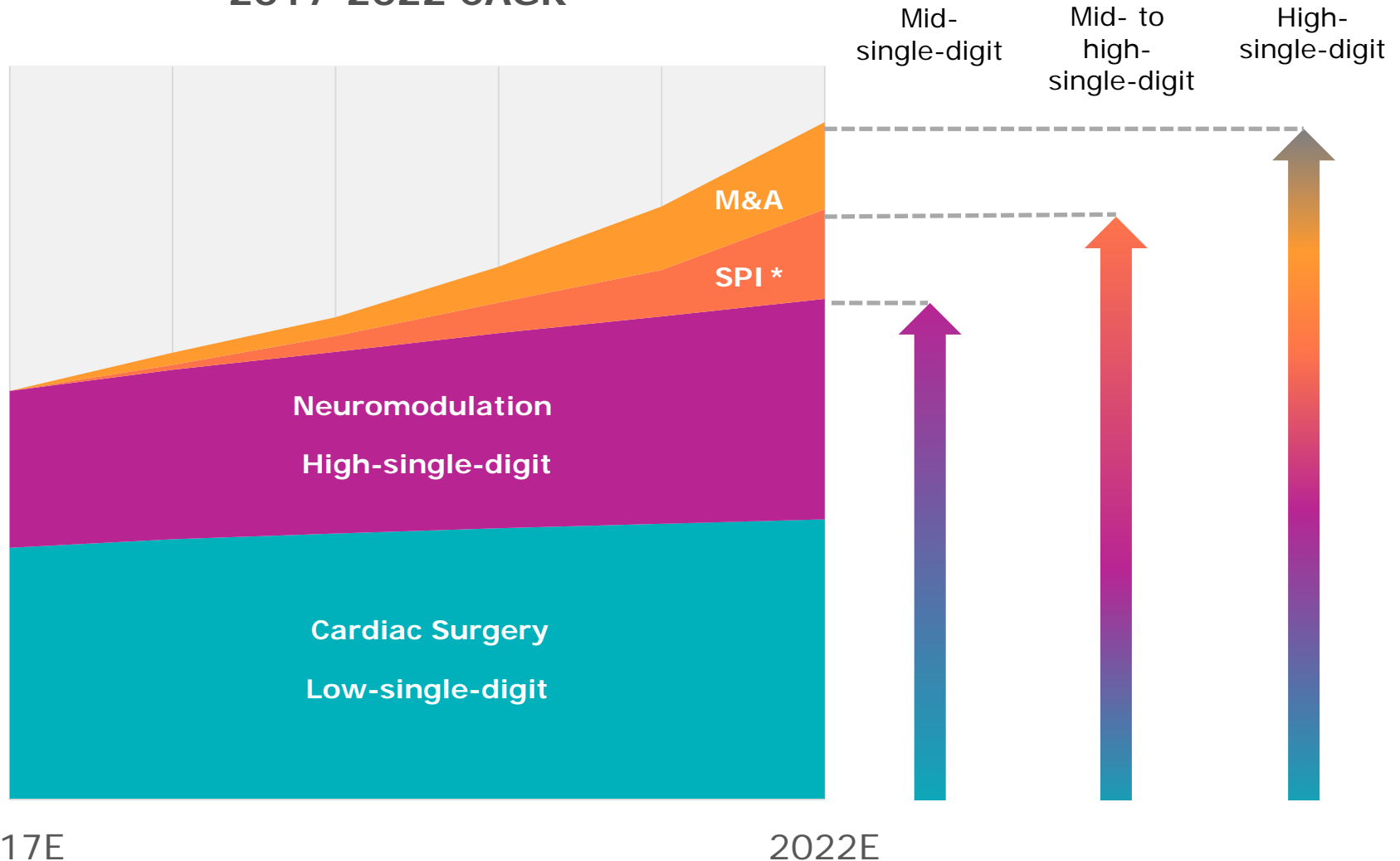
**Thad Huston
Chief Financial Officer**

Clear roadmap for value creation



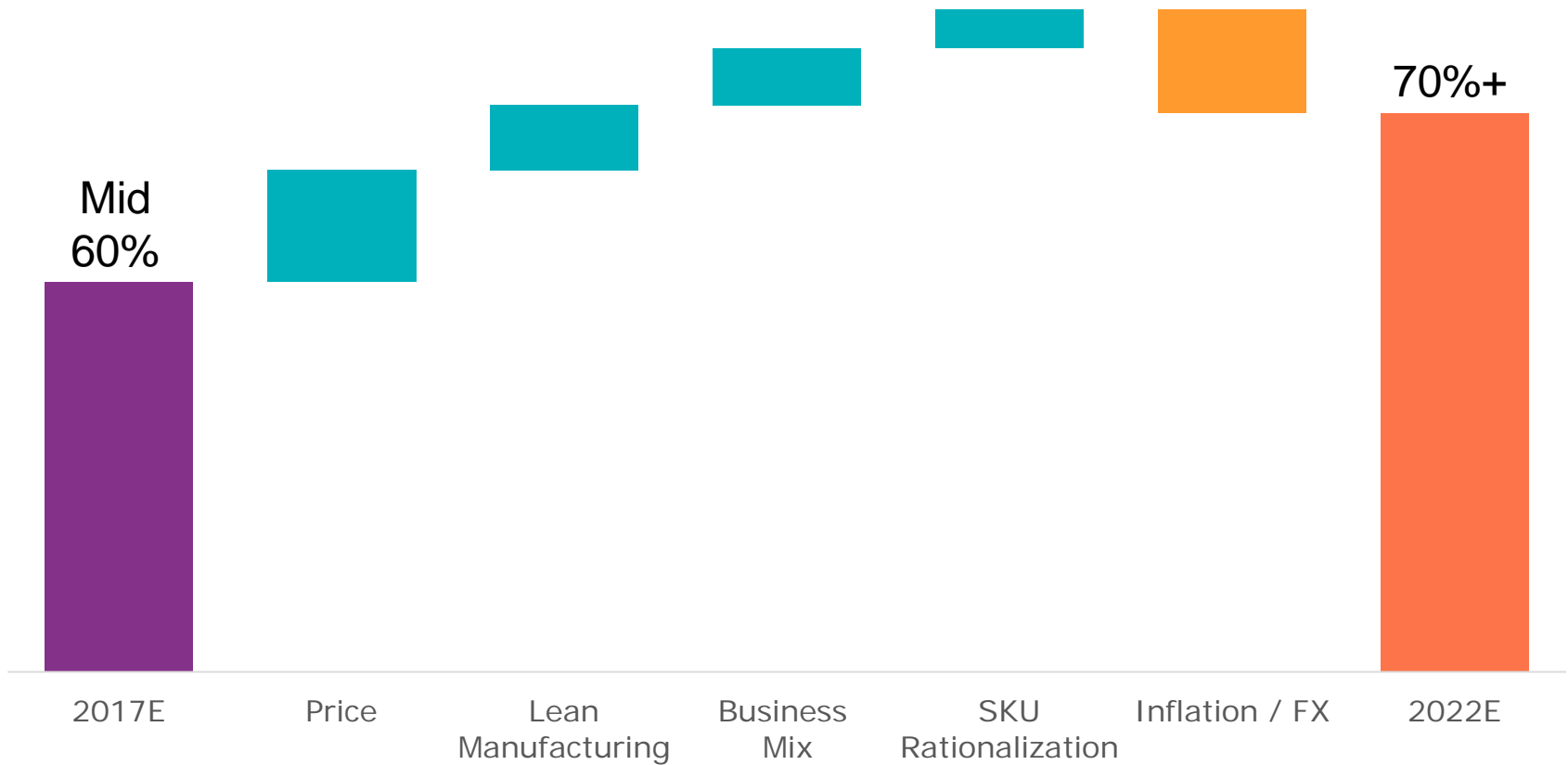
Building a strong future through top line growth

2017-2022 CAGR



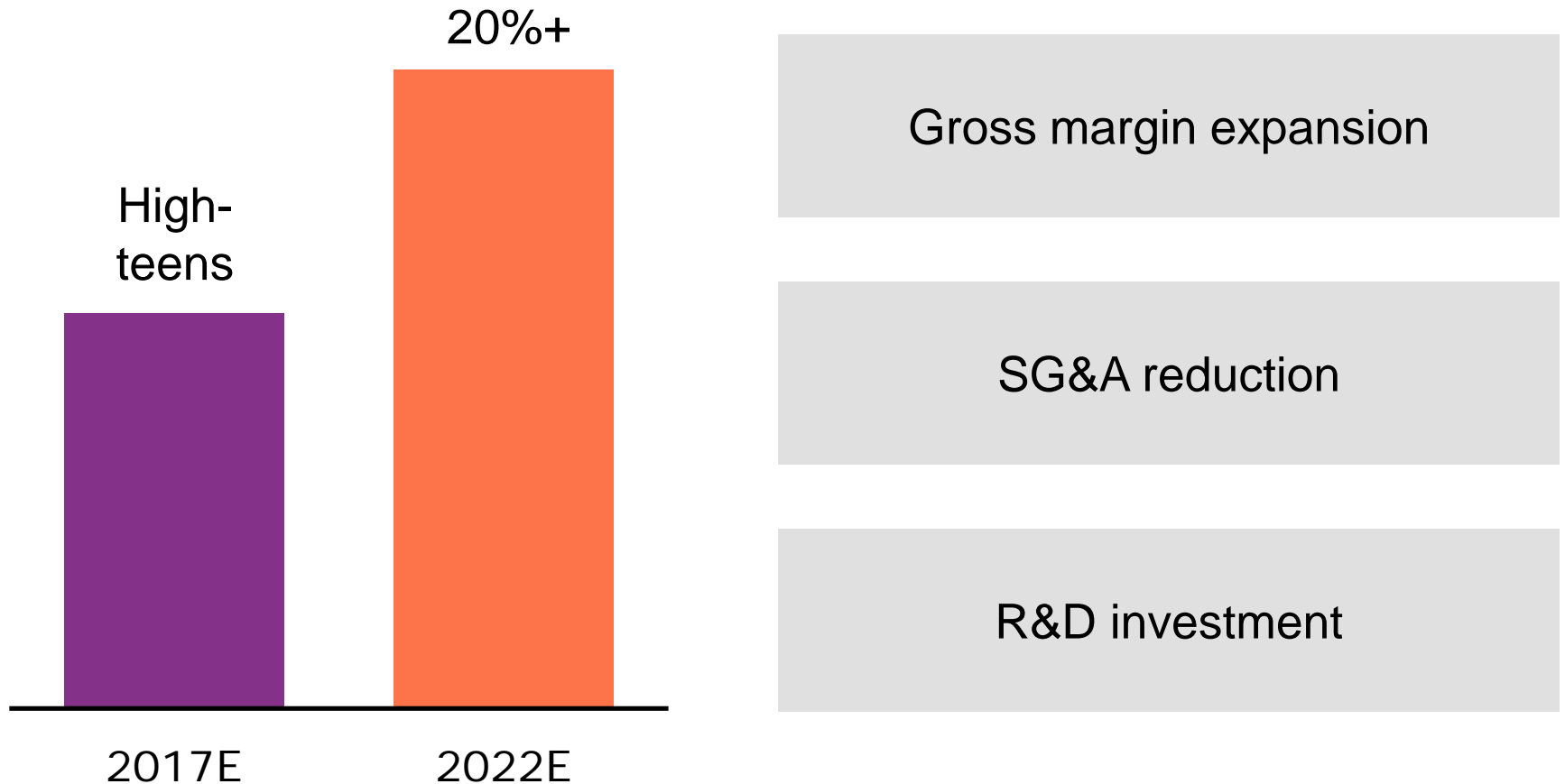
Expanding our gross margins

Gross margin* as a percentage of revenues



Expanding operating margins

Operating income* as percentage of revenues



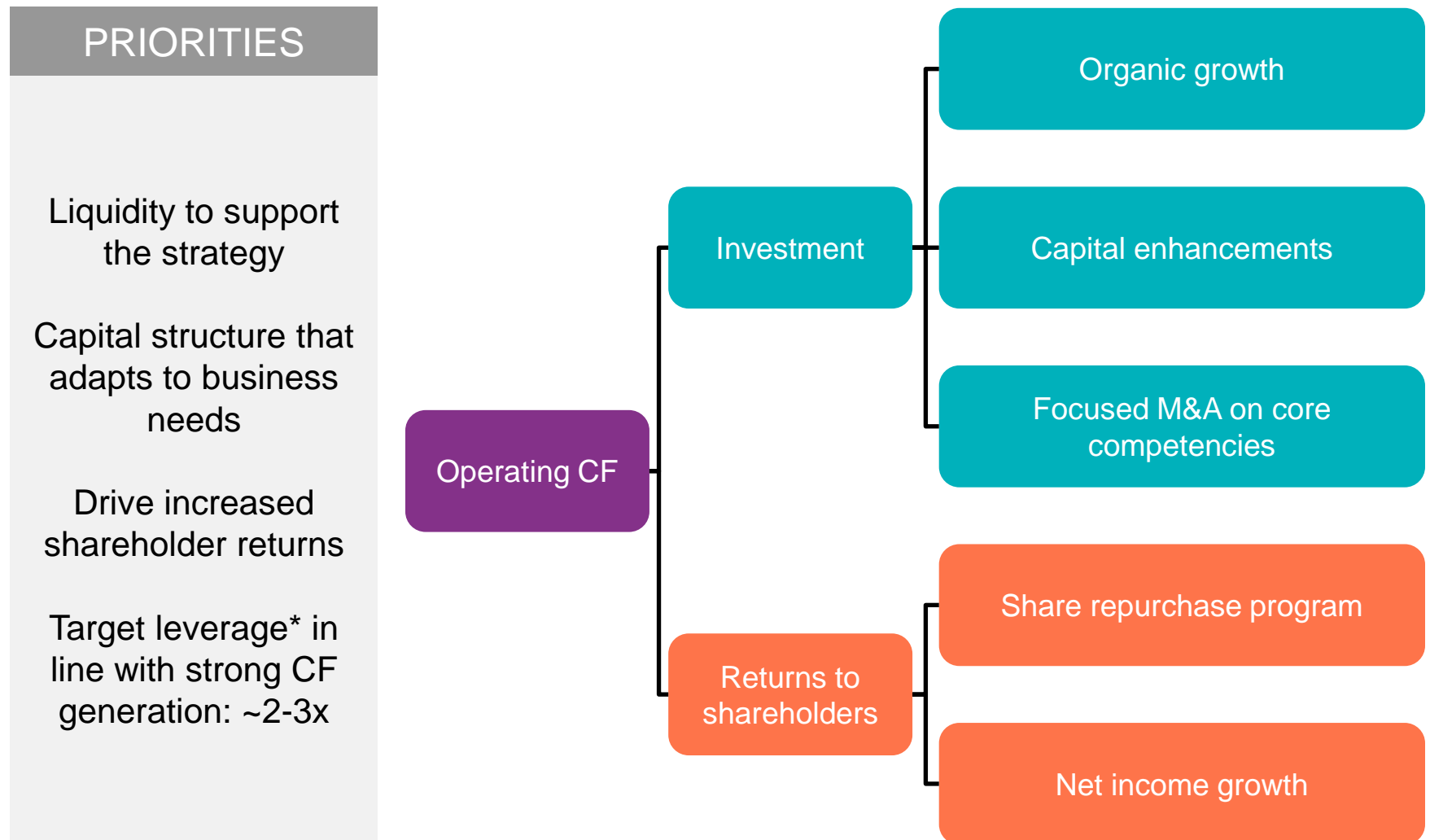
Projecting strong growth in earnings per share

2017 - 2022
CAGR

EPS*

Low- to
mid-teens

Focused capital allocation strategy



Driving shareholder value creation

REVENUE GROWTH	Mid- to high- single-digit CAGR	<ul style="list-style-type: none">• Large, globally expanding markets• Broad geographic presence• Accelerating growth through execution, innovation and M&A
EPS GROWTH	Low- to mid- teens CAGR	<ul style="list-style-type: none">• Executing initiatives to improve profitability• R&D investments drive future growth• Driving toward peer margin benchmark levels longer term
CAPITAL ALLOCATION	Disciplined, focused deployment	<ul style="list-style-type: none">• Plan to improve working capital• Leveraging strong balance sheet• Disciplined, focused M&A strategy

LivaNova

Health innovation that matters

Appendix

RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES (UNAUDITED)

(U.S. dollars in millions, except per share amounts)

Nine Months Ended September 30, 2017	Sales	Gross Profit	Income from Operations	Net Income	Diluted EPS
GAAP Financial Measures	\$916.2	\$595.0	\$81.8	\$86.6	\$1.79
Specified Items					
Merger and integration expenses (A)			7.0	5.7	0.12
Restructuring expenses (B)			12.1	9.8	0.20
Depreciation and amortization (C)		4.0	40.3	30.8	0.64
Product remediation (D)		2.6	2.6	1.8	0.04
Caisson acquisition (E)		0.2	13.6	(29.1)	(0.60)
Highlife impairment (F)				13.0	0.27
Other income / (expenses) & litigations (G)		0.1	7.9	1.5	0.03
Equity compensation (H)		0.2	14.3	10.6	0.22
Certain interest adjustments (I)				0.8	0.02
Certain tax adjustments (J)				(3.4)	(0.07)
Adjusted financial measures	\$916.2	\$602.1	\$179.4	\$128.0	\$2.65

GAAP results for the nine months ended September 30, 2017 include:

- (A) Merger and integration expenses related to our legacy companies
- (B) Restructuring expenses related to organizational changes and the shutdown of our CP plant in China
- (C) Includes depreciation and amortization associated with final purchase price accounting
- (D) Costs related to the 3T Heater-Cooler remediation plan
- (E) Impact of Caisson related acquisition costs
- (F) Impairment of investment and notes receivables
- (G) Contingent consideration related to acquisitions and legal expenses mostly related to 3T Heater-Cooler defense and other matters
- (H) Includes \$13.2m related to SG&A, \$0.9m related to R&D and less than \$0.2m related to COGS
- (I) Primarily interest related to intellectual property migration and other non-recurring impacts to interest expense
- (J) Primarily relates to discrete tax items and the tax impact of intercompany transactions

Appendix

RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES (UNAUDITED)

(U.S. dollars in millions, except per share amounts)

Nine Months Ended September 30, 2016	Sales	Gross Profit	Income from Operations	Net Income (Loss)	Diluted EPS
GAAP Financial Measures	\$903.3	\$540.4	\$8.8	(\$33.0)	(\$0.67)
Specified Items					
Merger and integration expenses (A)			20.5	16.9	0.35
Restructuring expenses (B)			37.2	33.4	0.68
Depreciation and amortization (C)		5.9	39.5	29.2	0.59
Product remediation (D)		2.2	2.2	0.9	0.02
Other income/ (expenses) & litigations (E)			2.7	1.2	0.02
Write-off of investments in minorities (F)				9.1	0.18
Impact of inventory step-up (G)		35.2	35.2	24.1	0.49
Equity compensation (H)		0.8	15.3	12.9	0.26
Certain tax adjustments (I)				13.2	0.27
Adjusted financial measures	\$903.3	\$584.5	\$161.5	\$107.8	\$2.20

GAAP results for the nine months ended September 30, 2016 include:

- (A) Merger and integration expenses related to our legacy companies
- (B) Restructuring expenses, including CRM restructuring announced March 10, 2016, severance related to corporate and shared service synergies and organizational changes
- (C) Includes depreciation and amortization associated with final purchase price accounting
- (D) Costs related to the 3T Heater-Cooler remediation plan
- (E) \$5.0m write-off of receivables from Greece distributor, \$4.7m reimbursement of damages related to 2012 earthquake in Mirandola (Italy), and \$2.5m legal expenses primarily associated with litigation related to 3T Heater-Cooler devices
- (F) \$9.2m related to the impairment of Respicardia buy-out option; \$0.7m related to increasing amortization following final PPA
- (G) Amortization of inventory step-up associated with final purchase price accounting
- (H) Includes \$13.7m related to SG&A, \$0.8m related to R&D and \$0.8m related to COGS
- (I) Relates to the impact of restructuring initiatives and IP migration

LivaNova

Health innovation that matters