

Results of 2024 Annual General Meeting

The Annual General Meeting of LivaNova Plc was held virtually on Tuesday, June 11, 2024, [recording available here](#). A poll was held for each resolution.

For each resolution, the table below shows the number of for and against votes as well as the number of abstentions.

1. Ordinary resolution to elect, by separate resolutions, each of the following nine (9) directors for a term expiring at the AGM to be held in 2025:

Mr. J. Christopher Barry

Votes For	Votes Against	Votes Abstain
45,270,146	132,277	20,407

Mr. Francesco Bianchi

Votes For	Votes Against	Votes Abstain
44,852,064	557,079	13,687

Ms. Stacy EnxingSeng

Votes For	Votes Against	Votes Abstain
44,760,431	648,537	13,862

Mr. William A. Kozy

Votes For	Votes Against	Votes Abstain
45,120,873	288,115	13,842

Mr. Vladimir Makatsaria

Votes For	Votes Against	Votes Abstain
45,271,743	137,260	13,827

Dr. Sharon O’Kane

Votes For	Votes Against	Votes Abstain
44,918,069	491,074	13,687

Mr. Todd Schermerhorn

Votes For	Votes Against	Votes Abstain
45,200,755	208,213	13,862

Ms. Brooke Story

Votes For	Votes Against	Votes Abstain
45,016,151	392,817	13,862

Mr. Peter Wilver

Votes For	Votes Against	Votes Abstain
44,875,477	533,579	13,687

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
43,234,362	2,174,138	14,330

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 for 2024.

Votes For	Votes Against	Votes Abstain
47,988,756	21,623	18,997

4. Ordinary resolution to approve Amendment No. 1 to the Amended and Restated LivaNova PLC 2022 Incentive Award Plan.

Votes For	Votes Against	Votes Abstained
44,675,024	733,452	14,354

5. Ordinary resolution to approve Amendment No. 2 to the LivaNova PLC 2015 Incentive Award Plan.

Votes For	Votes Against	Votes Abstained
44,739,690	680,462	2,678

6. 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 £10,830,212, 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
47,268,486	757,240	3,650

7. Special Resolution subject to the passing of resolution 6 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 6, 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 up to an aggregate nominal amount of £10,830,212, 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 6) 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
45,487,492	2,539,043	2,841

8. 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 for the period ended December 31, 2023.

Votes For	Votes Against	Votes Abstained
43,282,674	2,121,404	18,752

9. Ordinary resolution to receive and adopt the Company's audited UK statutory accounts for the year December 31, 2023, together with the reports of the directors and auditors thereon.

Votes For	Votes Against	Votes Abstained
45,278,845	10,551	133,434

10. Ordinary resolution to re-appoint PricewaterhouseCoopers LLP, a limited liability partnership organized under the laws of England (“PwC-UK”), as the Company’s UK statutory auditor for 2024.

Votes For	Votes Against	Votes Abstained
47,988,282	22,316	18,778

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

Votes For	Votes Against	Votes Abstained
47,985,464	27,689	16,223

12. Ordinary resolution to approve, on an advisory basis, the frequency of US Say-on-Pay votes (“US Say-on-Frequency”)

1 Year	2 Years	3 Years	Votes Abstained
22,170,368	—	252,255	5,137,741

The number of Ordinary Shares in issue on the Record Date (April 15, 2024) was 54,151,062. The total number of votes cast was 48,029,376. Shareholders were entitled to one vote per share.

Michael Hutchinson

/s/ Michael Hutchinson

Senior Vice President, Chief Legal Officer, and Company Secretary

email: company.secretariat@livanova.com