



Barclays Global Healthcare Conference

Damien McDonald, CEO
Vivid Sehgal, CFO

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Safe harbor

This material contains forward-looking statements within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended. Forward-looking statements are not historical facts but are based on certain assumptions of management and describe our future plans, strategies and expectations. Forward-looking statements can generally be identified by the use of forward-looking terminology, including, but not limited to, "may," "could," "seek," "guidance," "predict," "potential," "likely," "believe," "will," "expect," "anticipate," "estimate," "plan," "intend," "forecast," or variations of these terms and similar expressions, or the negative of these terms or similar expressions. Forward-looking statements contained in this press release are based on information presently available to LivaNova and assumptions that LivaNova believes to be reasonable, but are inherently uncertain. As a result, our actual results, performance or achievements may differ materially from those expressed or implied by these forward-looking statements. Investors are cautioned that all such statements involve risks and uncertainties, including without limitation, the factors described in the "Risk Factors" section of LivaNova's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other documents filed from time to time with, and/or announced or published pursuant to the rules of, the United States Securities and Exchange Commission and/or the United Kingdom Financial Conduct Authority by LivaNova, together with the risk that our internal leadership and organizational realignment will not lead to intended improvements, efficiency or results. This list of factors is not exhaustive. LivaNova does not give any assurance (1) that LivaNova will achieve its expectations, or (2) concerning any result or the timing thereof. These forward-looking statements speak only as of the date on which the statements were made. LivaNova does not undertake or assume any obligation to update publicly any of the forward-looking statements 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.

LivaNova at a glance

a market-leading medical technology and innovation company

Public since October 2015 (merger between 2 public device companies)

Global leadership in cardiac surgery and drug resistant epilepsy

\$1.2b

combined annual revenue (2016)

60%

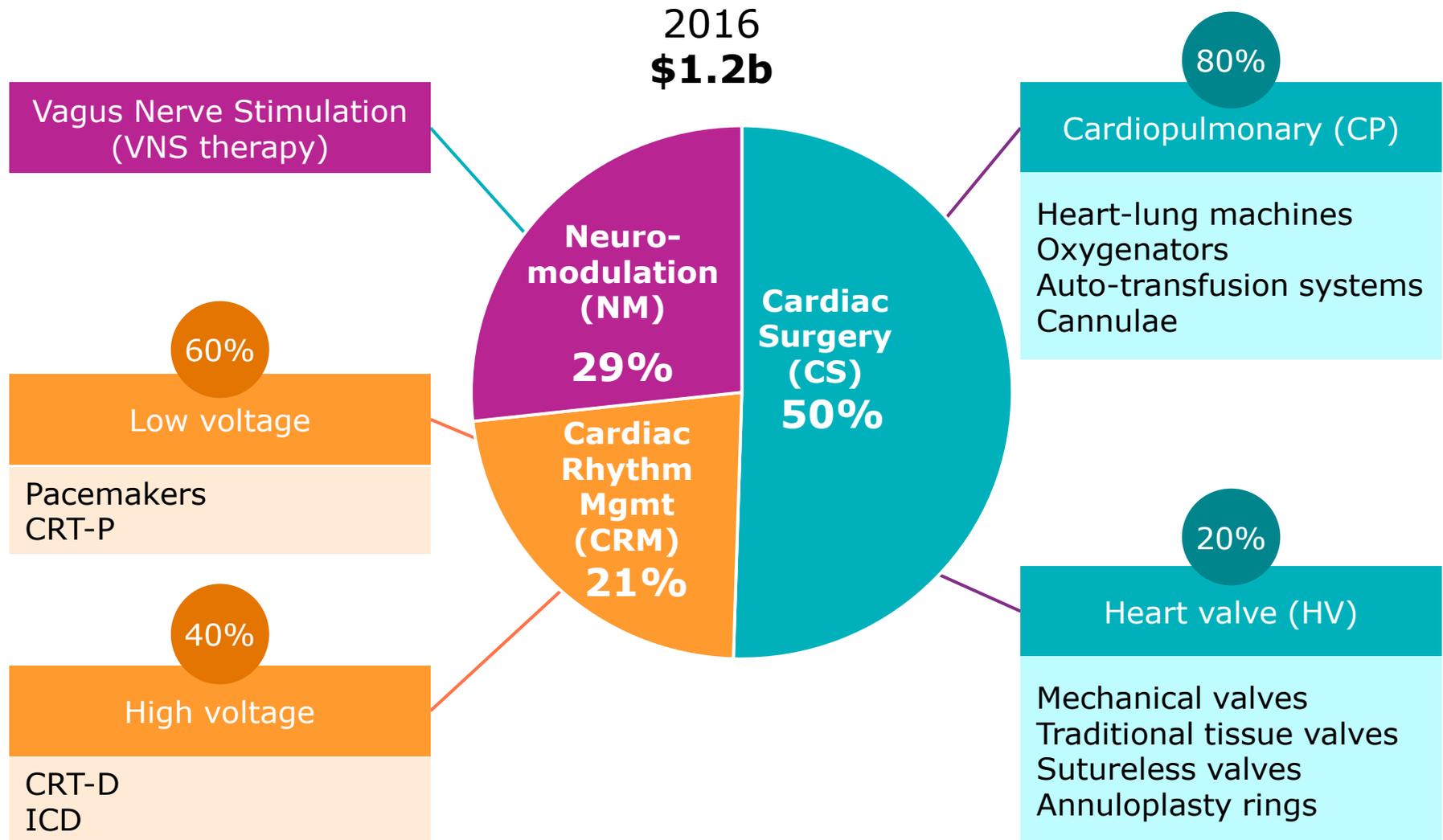
of sales in top market share positions

60%

of sales in implantable devices



A broad portfolio of products



Leaders in many of the markets we serve



GLOBAL LEADERSHIP

NM

Pioneer in VNS therapy

CS - CP

#1 market share position in heart-lung machines and oxygenators

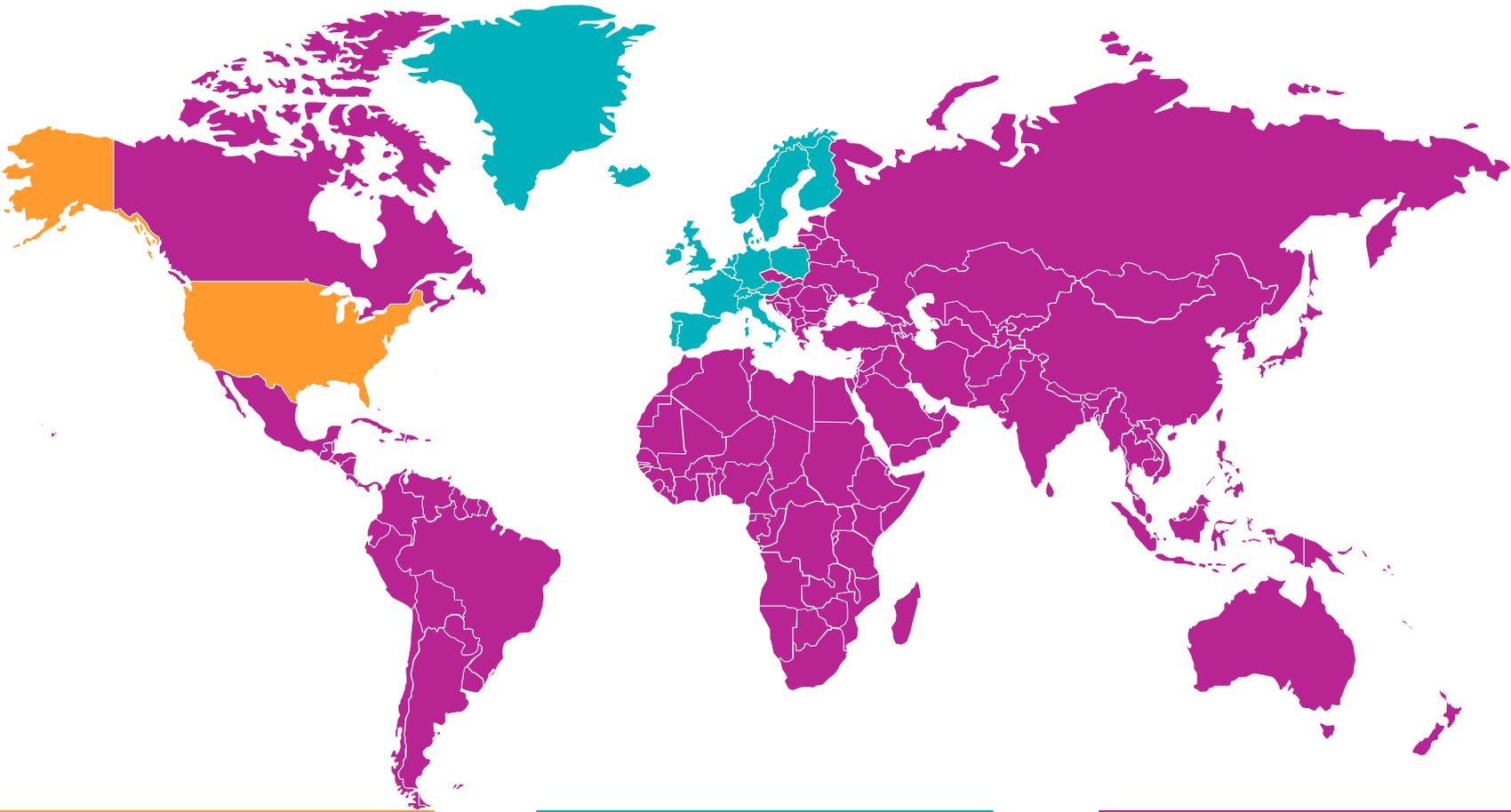
CS - HV

Only sutureless valve available for aortic surgery

CRM

Innovative products in high voltage device market

An attractive geographic footprint



US - 40%

EU - 35%

ROW - 25%

Distinct competitive advantages

A broad implantable portfolio

Innovative products with unique patient/physician benefits

Deeply penetrated in many markets & strong market development capabilities

Significant barriers to entry

Strong customer relationships

Differentiated technologies: significant investment opportunities in early stage device companies

2016: Made progress in our first year

Adjusted gross margin⁽¹⁾ in mid-60s, 150 basis points higher than in 2015

Reduced operating expenses ⁽¹⁾ by over \$20M

- disciplined spending
- eliminated duplicate R&D
- reprioritized investments

Improved in-channel inventory levels and enhanced distributor relationships

Met commitment of \$19M in merger synergies

Restructured less profitable businesses

Relatively low net debt
Completed \$50M share buy-back program
Fully funded our equity Investments

Growing base business + new market opportunities

**Base
business**

NM
CS
CRM



Solid base with
several recent
product
launches

**New venture
opportunities**

Mitral valve
Heart failure
Sleep apnea

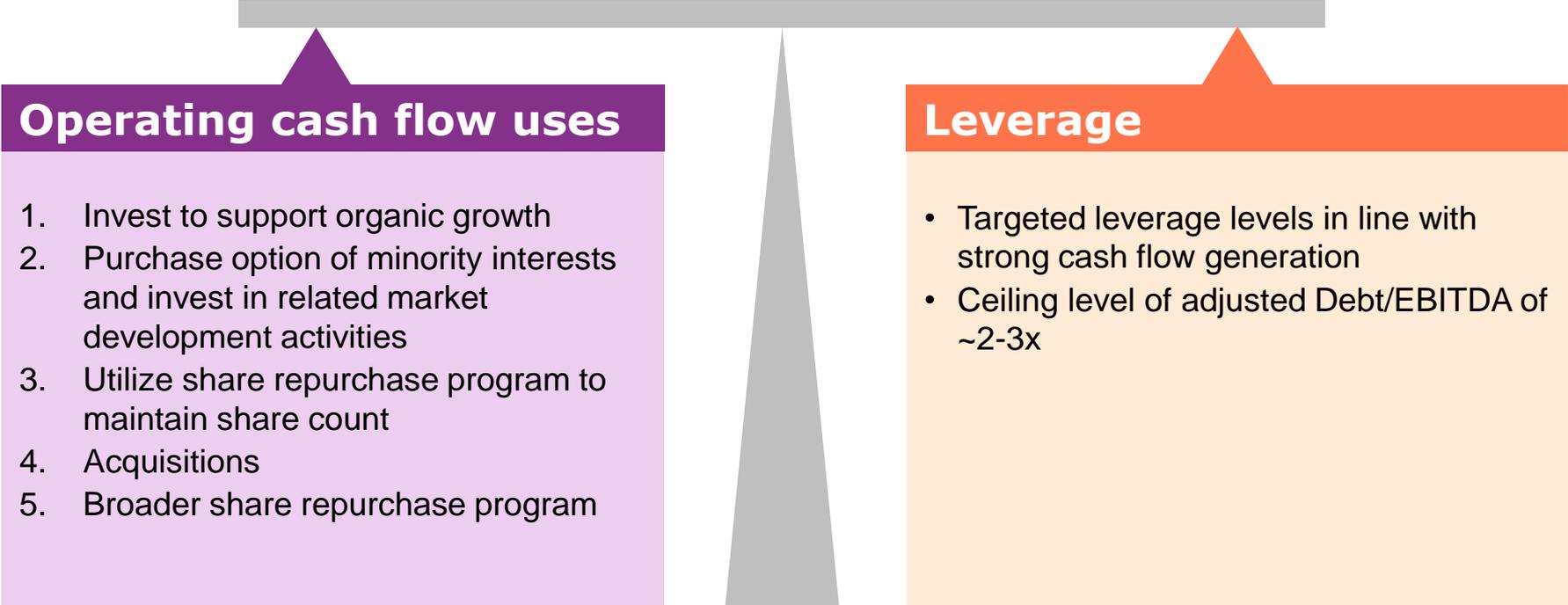


Investment in
early stage
development
companies to
accelerate
growth

Capital allocation priorities

Implications

- Provides liquidity to support business strategy
- Creates a capital structure that flexes with business
- Flexibility in global capital markets



Operating cash flow uses

1. Invest to support organic growth
2. Purchase option of minority interests and invest in related market development activities
3. Utilize share repurchase program to maintain share count
4. Acquisitions
5. Broader share repurchase program

Leverage

- Targeted leverage levels in line with strong cash flow generation
- Ceiling level of adjusted Debt/EBITDA of ~2-3x

LivaNova: an attractive investment

Opportunity

Large global markets

- Our markets are large and expanding
- Through innovation and targeted investments, we have significant opportunity for growth

Position

Leveraging leadership position in strong base business

- Leader in VNS therapy; #1 position in heart lung machines and oxygenators; innovative and unique products in CRM
- Broad geographic presence
- Unique technology & proven market access capabilities
- Strong balance sheet

Growth

Long-term growth potential

- Multiple growth drivers in base business
- Incremental opportunities with new venture investments

Appendix

GAAP to Non-GAAP Reconciliations

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

Twelve Months Ended December 31, 2016	Sales	Gross Profit	Income From Operations	Net Income	Diluted EPS
GAAP Financial Measures	\$1,213.9	\$704.4	(\$27.6)	(\$62.8)	(\$1.29)
Specified Items					
Merger and integration expense (A)		—	20.5	14.6	0.30
Restructuring expense (B)		—	55.9	45.5	0.93
Amortization of intangible assets (C)		6.8	52.4	42.5	0.87
Impairment of goodwill (D)		—	18.3	18.3	0.37
3T product remediation (E)		37.5	37.5	24.8	0.51
Other Income Expenses & Litigations (F)		—	6.9	4.7	0.10
Write-off of investment in minorities (G)		—	—	9.2	0.19
Impact of inventory step-up (H)		35.2	35.2	26.3	0.54
Equity compensation (I)		0.7	19.3	14.5	0.30
Certain tax adjustments (J)		—	—	11.4	0.23
Adjusted financial measures	\$1,213.9	\$784.6	\$218.6	\$149.3	\$3.05

GAAP results for the twelve months ended December 31, 2016 include:

- (A) Expenses related to merger and integration activities
- (B) CRM restructuring announced March 10, 2016, corporate-related severance, shared-service synergies and recent organizational changes
- (C) Amortization expense associated with intangible assets recorded at fair value in purchase accounting
- (D) Impairment of CRM segment goodwill
- (E) Costs related to the 3T Heater-Cooler Remediation Plan
- (F) Includes a gain recognized for the reimbursement of \$4.7M of earthquake damages incurred in Mirandola (Italy) in 2012; \$5.0M for the reserve of certain receivables from a Greece distributor; \$2.6M related to the reassessment of earn-out provisions for two legacy distributor acquisitions; \$0.8M related litigation settlements with two independent sales agent; \$0.7M related to accruals for tax penalties related to previous years; \$2.5M related to other litigation
- (G) \$9.2M related to the impairment of a purchase option for Respicardia
- (H) Includes amortization of inventory step-up associated with purchase accounting
- (I) Includes \$17.7M related to SG&A, \$0.9M related to R&D, and \$0.7M related to Cost of Sales
- (J) Relates to the impact of restructuring initiatives, including IP migration

GAAP to Non-GAAP Reconciliations

The preceding tables reconcile the most comparable U.S. Generally Accepted Accounting Principles (GAAP) measures to the non-GAAP financial and operating measures presented in LivaNova's second-quarter 2016 press release and during the conference call held in conjunction with the announcement of second-quarter 2016 results.

LivaNova uses various non-GAAP financial measures including, among others, net sales on a constant-currency basis, adjusted gross profit, adjusted operating margin, adjusted net income and adjusted diluted earnings per share. These non-GAAP measures adjust for certain specified items that are described in the press release and attached schedules. LivaNova's management believes that these non-GAAP financial measures facilitate a more complete analysis and greater transparency into LivaNova's ongoing results of operations, particularly in comparing underlying results from period to period. Management uses these non-GAAP financial measures internally in financial planning to monitor business unit performance and in evaluating management performance. All non-GAAP financial measures are intended to supplement the applicable GAAP measures and should not be considered in isolation from, or a replacement for, financial measures prepared in accordance with GAAP.

