

The following resolutions submitted to the Annual General Meeting of LivaNova Plc (Company No. 09451374) held on 14 June 2017 in London were passed by the members. References to the “Companies Act” are to the UK Companies Act 2006.

Proposal 1 – Ordinary resolution regarding the Company’s annual report and accounts

1. To receive and adopt the Company’s audited UK statutory accounts for the period ended 31 December 2016, together with the reports of the directors and the auditors thereon (the “**UK annual report and accounts**”).

Proposal 2 – Ordinary resolution on the directors’ remuneration report

2. To approve the directors’ remuneration report in the form set out in the Company’s UK annual report and accounts for the period ended 31 December 2016.

Proposal 3 – Ordinary resolution to re-appoint PricewaterhouseCoopers LLP as the company’s UK statutory auditor

3. To re-appoint PricewaterhouseCoopers LLP as the Company’s UK statutory auditor under the Companies Act to hold office from the conclusion of the Annual General Meeting until the conclusion of the next general meeting at which the annual report and accounts are laid.

Proposal 4 – Ordinary resolution to ratify independent registered public accountancy firm

4. To ratify the appointment of PricewaterhouseCoopers S.p.A. as the Company’s independent registered public accounting firm for the year ending 31 December 2017.

Proposal 5 – Ordinary resolution regarding the UK statutory auditor’s remuneration

5. To authorise the directors and/or the Audit and Compliance Committee of the Company to determine the remuneration of PricewaterhouseCoopers LLP, in its capacity as the Company’s UK statutory auditor under the Companies Act.

Proposal 6 – Ordinary resolution regarding the form of share repurchase contract and repurchase counterparties

6. To approve:
 - a. the forms of share repurchase contracts (the “**Share Repurchase Contracts**”), copies of which are appended to the proxy statement accompanying the notice of

Annual General Meeting, for the purchase by the Company of such number of its ordinary shares of £1.00 each (the “**Ordinary Shares**”) at such prices as may be agreed pursuant to the terms of a Share Repurchase Contract, and the directors of the Company be and are hereby authorised to enter into any Share Repurchase Contract negotiated and agreed with a Bank (as defined in subsection *b* below); and

- b. the counterparties with whom the Company may enter into a Share Repurchase Contract, being the counterparties (or their subsidiaries or affiliates from time to time) set out in the proxy statement accompanying this notice of Annual General Meeting (the “**Banks**”),

provided that, unless previously renewed, varied or revoked by the Company at a general meeting, this authority shall expire on the fifth anniversary of the Annual General Meeting.

Proposal 7 – Special resolution to adopt new Articles of Association of the Company

7. To approve and adopt the draft regulations which are tabled at the Annual General Meeting and labelled the “New Articles” and initialled by the Chairman of the Annual General Meeting as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

By order of the Board of Directors,



Catherine Moroz
Company Secretary

14 June 2017

The Company’s registered office is at 20 Eastbourne Terrace, London W2 6LG, United Kingdom.