

Strong Core, Transformative Growth

Investor Day 2025

November 12



Safe harbor statement



Certain statements in this material, other than statements of historical or current fact, 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 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, the Company’s actual financial results, performance, achievements, or prospects may differ materially from those expressed or implied by these forward-looking statements. Generally, forward-looking statements can be identified 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 the Company’s control, that could cause the Company’s actual results to differ materially from the forward-looking statements contained in this material, and include, but are not limited to, the following risks and uncertainties: volatility in the global market and worldwide economic conditions, including as caused by the invasion of Ukraine, the evolving instability in the Middle East, inflation, changing interest rates, foreign exchange fluctuations, and changes to existing trade agreements and relationships between the U.S. and other countries, including the implementation of tariffs, trade restrictions, and sanctions; adverse changes in export and import costs and other trade restrictions as well as uncertainty over global tariffs; risks relating to supply chain pressures; cybersecurity incidents or other disruptions to the Company’s information technology systems or those of third parties with which the Company interacts; costs of complying with privacy and security of personal information requirements and laws; changes in technology, including the development of superior or alternative technology or devices by competitors and/or competition from providers of alternative medical therapies; failure of R&D investments or investment collaborations to be successful; prolonged government shutdowns in the U.S. which may result in delays in FDA or CMS activities, including product approvals or reimbursement determinations; failure to maintain appropriate working relationships with healthcare professionals to aid in the continuing development of products; the risk of quality issues and the impacts thereof; risks relating to recalls, replacement of inventory, enforcement actions, or product liability claims; failure to comply with, or changes in, laws, regulations, or administrative practices affecting government regulation of the Company’s products; failure to retain key personnel, succession plan, and negotiate with local works councils; failure to obtain approvals or reimbursement in relation to the Company’s products; unfavorable results from clinical studies or failure to meet milestones; pending or existing climate change; global healthcare policy changes that may lead to restricted access and pricing as well as payback requirements and limited reimbursement; changes or reduction in reimbursement for the Company’s products or failure to comply with rules relating to reimbursement of healthcare goods and services; failure to comply with rules relating to healthcare goods and services as well as anti-bribery laws; product liability, intellectual property, shareholder-related, environmental-related, income tax, and other litigation, disputes, losses, and costs, including in the case of the Company’s 3T Heater-Cooler litigation; risks associated with environmental laws and regulations as well as environmental liabilities, violations, and litigation, including in the case of Saluggia and SNIA; failure to protect the Company’s proprietary intellectual property; risks relating to the Company’s indebtedness; failure of divestitures and/or new acquisitions to further the Company’s strategic objectives or strengthen the Company’s existing businesses; the potential for impairments of intangible assets, goodwill, and other long-lived assets; changes in tax laws and regulations, including exposure to additional income tax liabilities; effectiveness of the Company’s internal controls over financial reporting; changes in the Company’s profitability and/or failure to manage costs and expenses; fluctuations in future quarterly operating results and/or variations in revenue and operating expenses relative to estimates; and other unknown or unpredictable factors that could harm the Company’s financial performance.

The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the Company’s business, including those described in the “Risk Factors” section of the Annual Report 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 the United States Securities and Exchange Commission by LivaNova.

Readers are cautioned not to place undue reliance on the Company’s forward-looking statements, which speak only as of the date of this material. The Company undertakes no obligation to update publicly any of the forward-looking statements in this material 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 LivaNova updates one or more forward-looking statements, no inference should be drawn that the Company will make additional updates with respect to those or other forward-looking statements.



Intellectual property, trademarks and trade names

This material may contain references to LivaNova's proprietary intellectual property, including among others:

- Trademarks for LivaNova's Neuromodulation systems, the VNS Therapy™ System, and LivaNova's proprietary pulse generator products: Model 102 (Pulse™), Model 102R (Pulse Duo™), Model 103 (Demipulse™), Model 104 (Demipulse Duo™), Model 106 (AspireSR™), Model 1000 (SenTiva™), Model 1000-D (SenTiva™ Duo), and Model 8103 (Symmetry™).
- Trademarks for LivaNova's Cardiopulmonary products and systems: Essenz™, S5™, S5 Pro™, B-Capta™, Inspire™, Heartlink™, XTRA™, 3T Heater-Cooler™, Connect™, and Revolution™.
- Trademarks for LivaNova's obstructive sleep apnea system: ImThera™, aura6000™, and PolySync™.

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Company Overview and Strategic Vision

Vladimir Makatsaria
Chief Executive Officer



Strong Core & Transformative Growth



1 Strong core businesses

- Market-leading Epilepsy and Cardiopulmonary businesses
- Steady growth, expanding margins, strong cash generation

2 Transformative OSA opportunity

- Entrance into large and growing market with a targeted approach
- Clinically de-risked program with differentiated technology

3 Upside optionality with DTD

- Significant unmet need, addressable with VNS Therapy™
- Gated by CMS reimbursement decision; pursued with disciplined capital allocation

Best-in-class, refreshed leadership team with diverse expertise in Medtech



**Ahmet
Tezel**

2024

Chief Innovation Officer



**Alex
Shvartsburg**

2021

Chief Financial Officer



**Franco
Poletti**

2024

President, Cardiopulmonary



**Michael
Hutchinson**

2022

Chief Legal Officer & Company
Secretary



**Natalia
Kozmina**

2025

Chief Human Resources Officer



**Philip
Kowalczyk**

2024

Chief Strategy & Corporate
Development Officer



**Stephanie
Bolton**

2023

President, Epilepsy



**Sujay
Mashru**

2023

SVP, APAC & Growth Markets



**Vladimir
Makatsaria**

2024

Chief Executive Officer & Member
of the Board of Directors





Vision

**Changing the trajectory
of lives for a new day**



LivaNova: A snapshot



70%+ open-heart procedures globally utilize LivaNova's suite of cardiopulmonary products

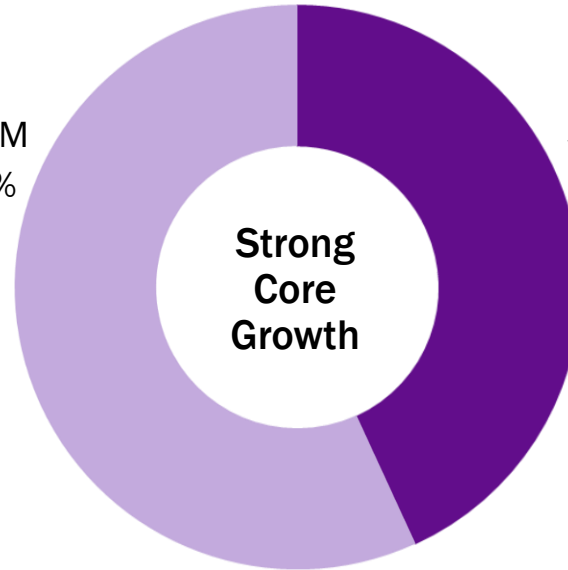


175,000 Epilepsy patients treated with VNS Therapy™



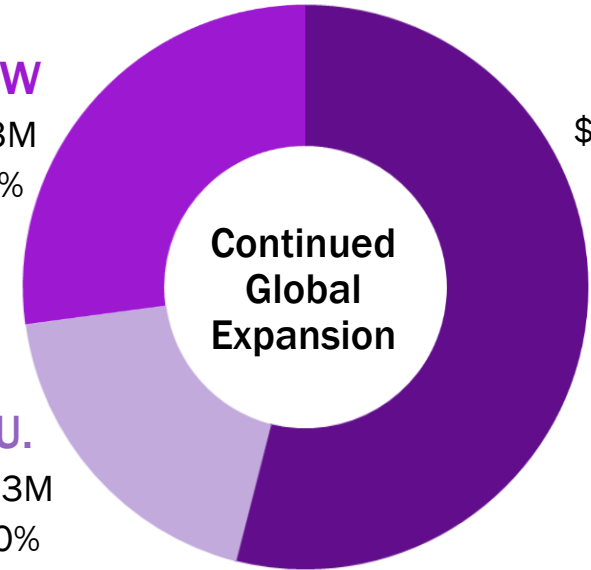
\$1.3B LTM Revenue

CP
\$760M
+14%



NM
\$578M
+4%

R.O.W
\$363M
+14%

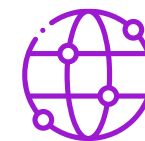


U.S.
\$723M
+8%

E.U.
\$253M
+10%



Served by **3,000+** employees



Across **100+** countries

Delivering financial productivity while positioning for long-term growth



Financial

10 of 11 quarters of double-digit growth from 2023 - YTD2025, with consistent operating leverage and improving cash flow

2023 -2025E¹ CAGR

10%

Organic revenue growth

17%

Adjusted EPS growth

~\$400M

Free cash generation

Execution, Innovation, Talent

Gained **meaningful market share** in oxygenators and **successfully launched Essenz HLM**

Concluded **3-year CORE-VNS study** in Epilepsy

Completed **PMA submission** in OSA and **initiated process with CMS** for DTD

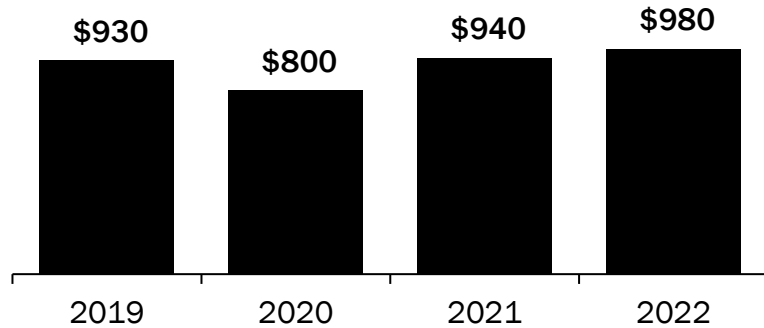
Upgraded **40% of director-level and above roles** through new hires or promotions

LivaNova's journey and strategic evolution



Reshaped Portfolio

LSD% Core CAGR¹



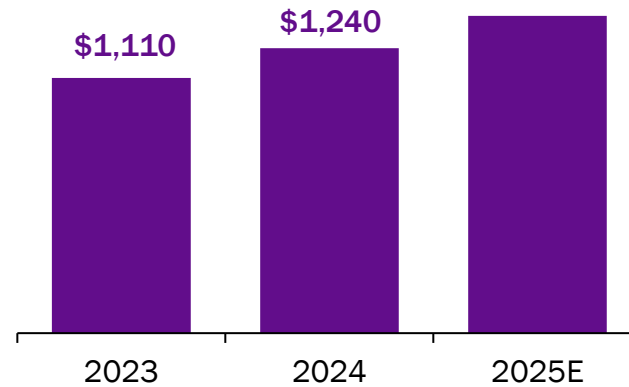
Wind down TMVR

Divest surgical valves

Investments in DTD, OSA, HF, ACS

Refocus on Core & Reshape Culture

HSD% Core CAGR²



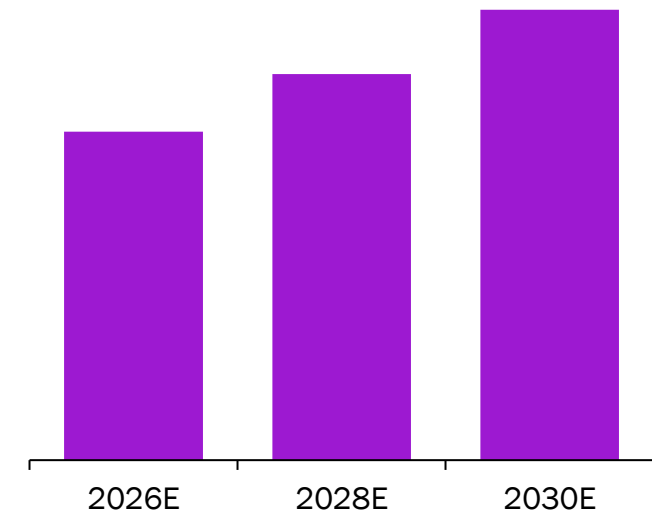
Wind down HF & ACS

Investment in EPI & CP

Prioritize OSA & DTD opportunities

Strong Core & Transformative Growth

HSD%+ Core & OSA CAGR³



Sustain EPI & CP growth

Benefit of OSA launch

DTD optionality

Value creation model





What to expect from LivaNova

2025E-2030E Financial targets

High single-digit+

Revenue CAGR

Maintain >20%
through 2028,
high 20's by 2030

Adj. Operating Margins

Low double-digit
to mid-teens

'25E-'30E Adj. EPS CAGR

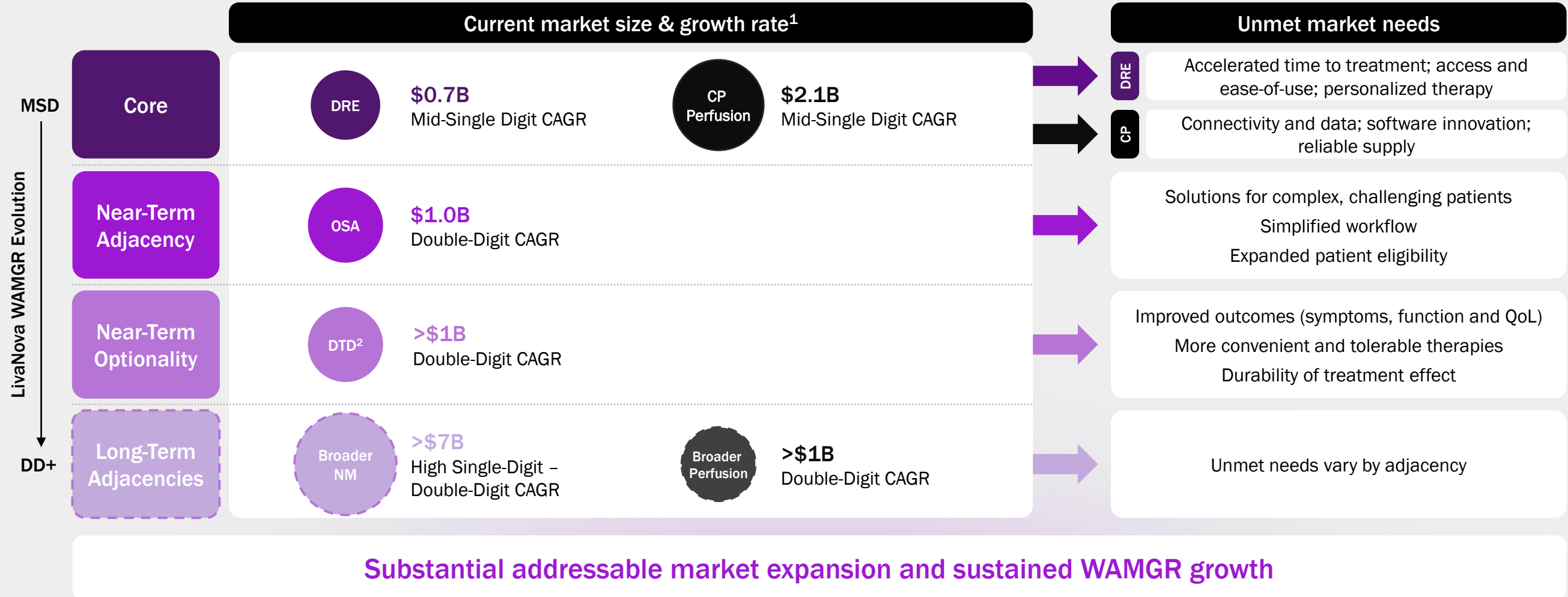
Portfolio Strategy

Philip Kowalczyk

Chief Strategy and Corporate Development Officer



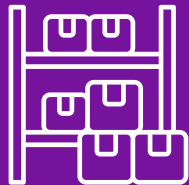
LivaNova operates in large high-growth markets with significant unmet needs



We have a strong right to win in neuromodulation, powering growth and market leadership



Shared innovation engine



Manufacturing operations and supply chain



Global commercial scale



Referral development



Pricing, market access, and reimbursement

Innovation provides the source of sustainable growth



Innovation changes



Novel operating mechanism

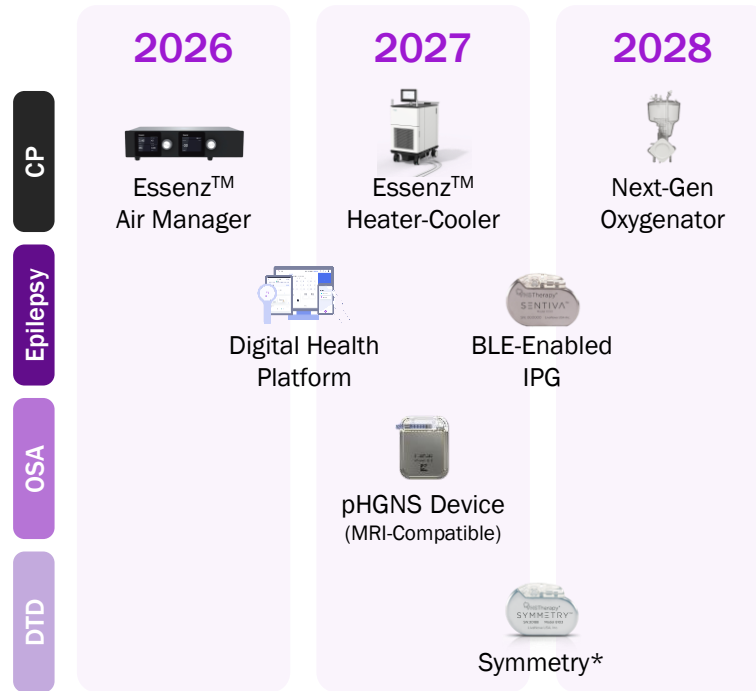


Investment in talent and culture



Upgraded capabilities

Product roadmap and launches



Key metrics and outcomes

7

New launches in the next 3 years

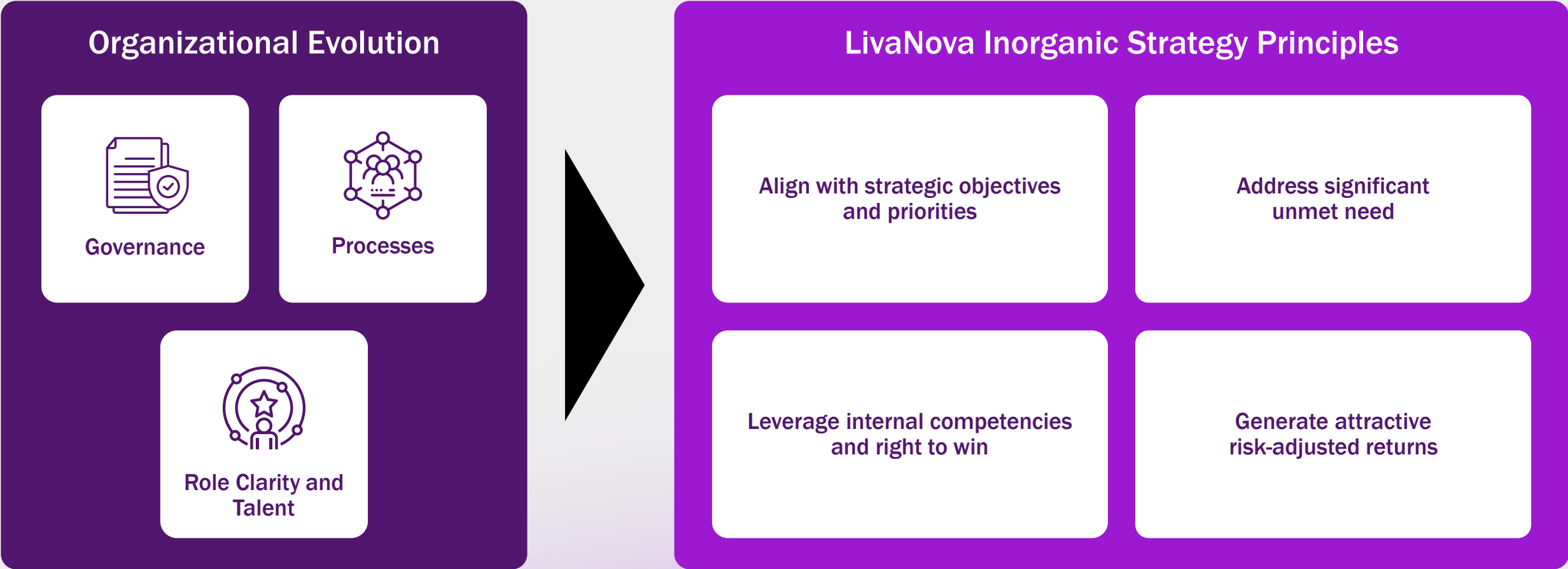
40%+

Freshness index in '30

HSD-LDD%

R&D spend % of sales in '30

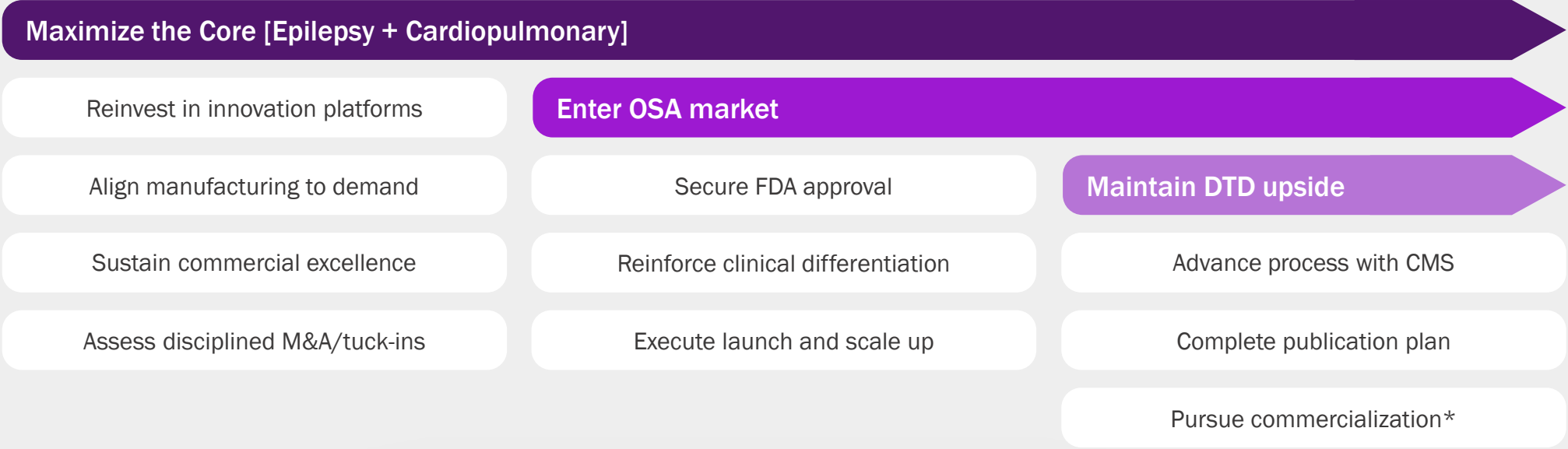
Inorganic strategy complements organic and is grounded in a right to win



Strategic priorities and execution roadmap deliver long-term growth



Near-term priorities & actions



2030 revenue impact



Portfolio strategy extends strength through the core and powers transformative growth



✓ Operating in attractive markets with significant unmet needs

✓ Strong right to win grounded in differentiated capabilities

✓ Innovation engine provides source of sustainable growth

✓ Clear roadmap to deliver long-term value

Cardiopulmonary: Market leader with durable growth, margin expansion, and cash generation

Franco Poletti

President Cardiopulmonary



LivaNova Cardiopulmonary: Market leader with durable growth, margin expansion, and cash generation



Global market leadership
& large installed base in
reliable, growing \$2B
global market



Ability to drive above market
growth with Essenz
upgrades, market share
expansion in CPB, & new
revenue streams



Consistent operating
leverage, margin expansion,
and cash generation

Cardiopulmonary bypass provides life-saving support during the most complex cardiac surgeries



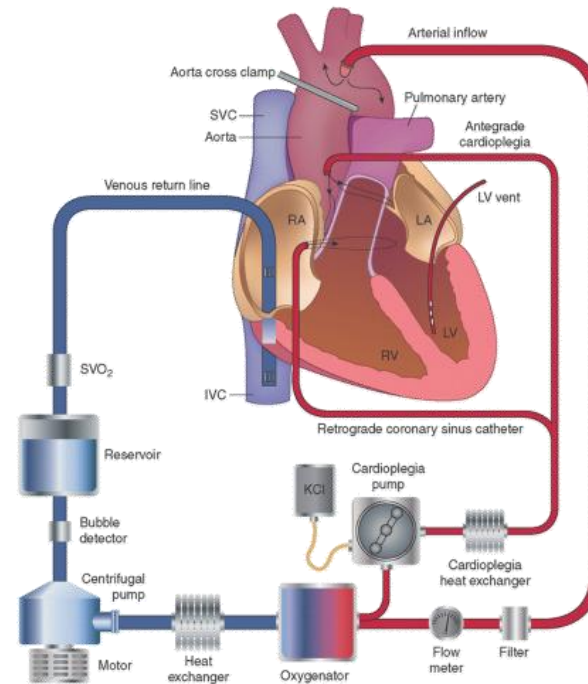
Key Cardiac Procedures

Coronary artery bypass grafting

Surgical heart valve replacement

Congenital heart defect repair

Cardiopulmonary Bypass (CPB) Overview



Global CPB Infrastructure



>5K

Hospitals performing CPB



>14K

Installed heart-lung machines



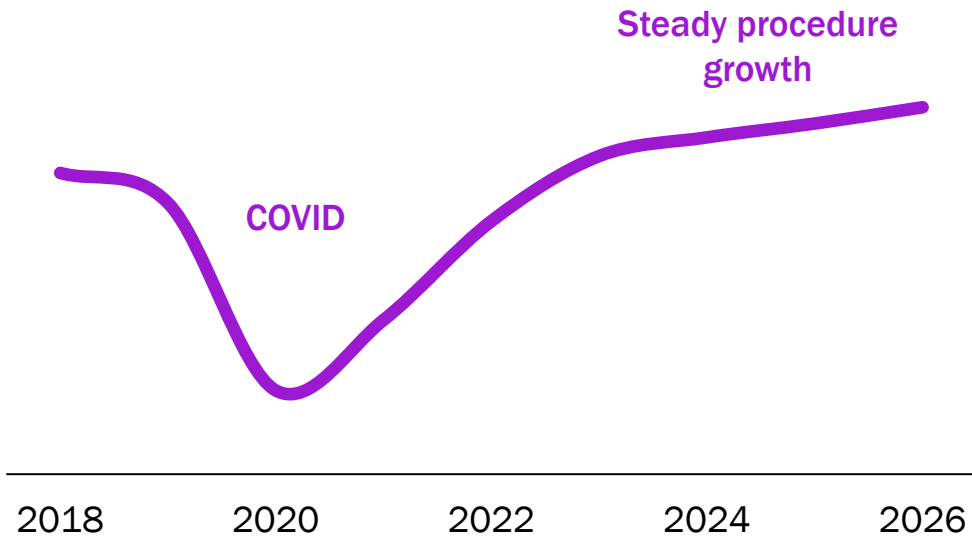
>1.5M

Annual patient lives saved through CPB procedures

The cardiopulmonary market experiencing steady mid-single digit growth



Global on-pump CPB procedure trends



Future CPB Procedure Growth Drivers

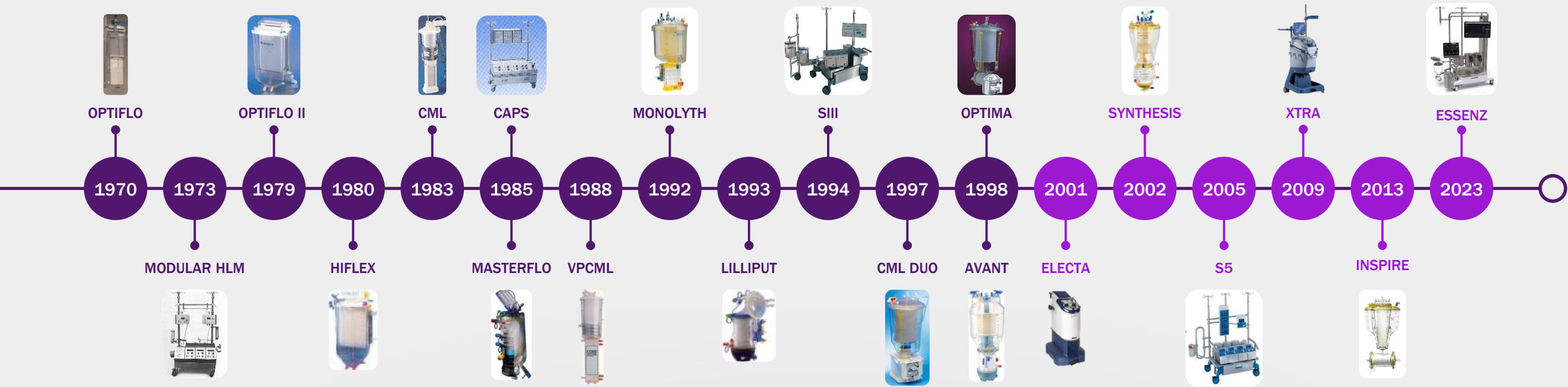
Aging population

Increasing surgical complexity

Expanding access globally

Ability to provide consistent, reliable supply and product innovation have driven ASP increases over last 3 years

LivaNova market leadership is driven by history of innovation, operational excellence, and customer trust



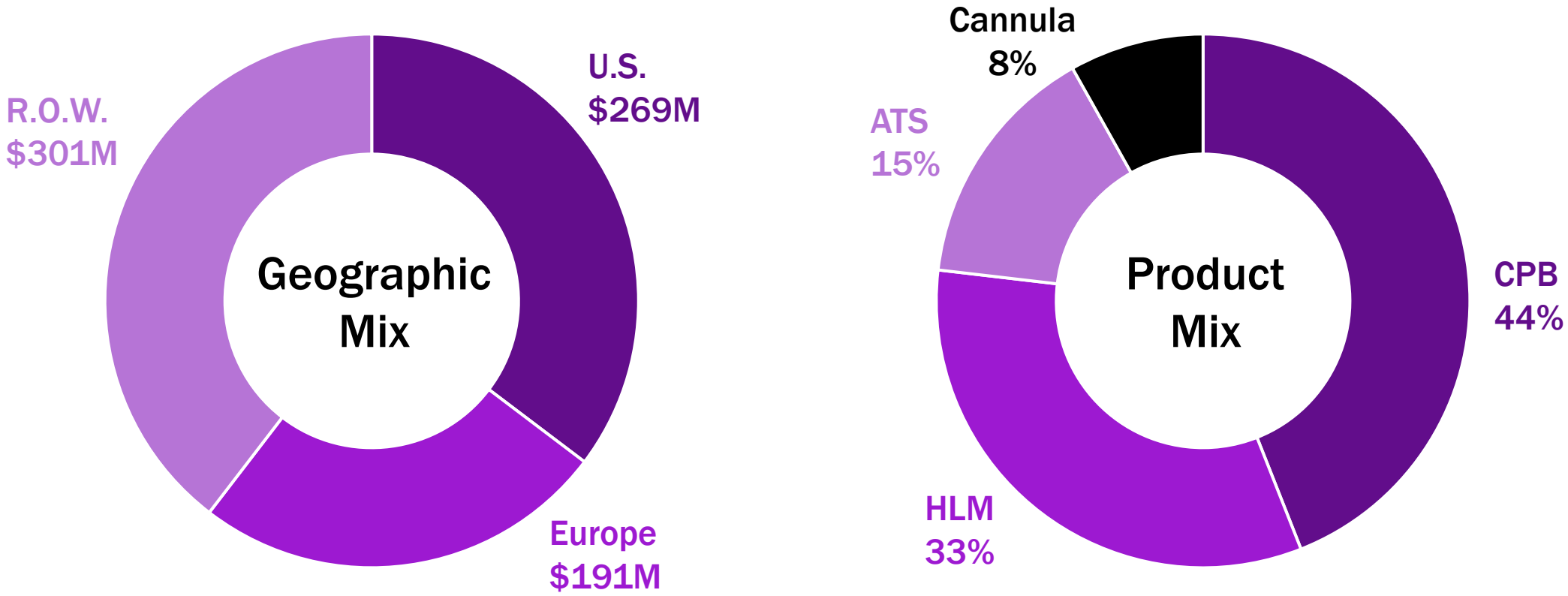
4 MILLION+

Patients supported with Inspire Oxygenators

1 MILLION+

Patients supported with LivaNova HLMs per year





Cardiopulmonary is well diversified across geographies and product segments with strong recent performance



Double-Digit Revenue and AOI Growth for 11 Quarters

Market leadership in the \$2B CP market



Segment	Heart-Lung machine capital equipment	CPB consumables	Autotransfusion	Cannulae
Key products	 <ul style="list-style-type: none"> • HLM capital • Heater-cooler • Service • Software 	 <ul style="list-style-type: none"> • Oxygenators • Perfusion tubing sets • Hemo-concentrators 	 <ul style="list-style-type: none"> • Disposable bowl/wash sets • ATS capital equipment • Service 	 <ul style="list-style-type: none"> • Conventional CPB cannulae • Minimally invasive cannulae • Specialty cannulae
Market dynamics	<p>\$490M 5-6% CAGR</p>	<p>\$1.0B 3-4% CAGR</p>	<p>\$280M 4-5% CAGR</p>	<p>\$220M 4-5% CAGR</p>
LivaNova position/share	<p>#1 70%+ in units</p>	<p>#1 35-40%</p>	<p>#1 35-40%</p>	<p>#3 10-15%</p>

Cardiopulmonary will deliver profitable growth driven by executing investments in innovation and capacity



Strategic levers

Oxygenator market share gain

60% capacity expansion by 2030
Launch next-generation oxygenator by 2028
Increase share 800bps by 2030


Essenz upgrade cycle

Geographic expansion, including China launch
Price
100% Essenz placement mix by 2027

Recurring revenue from installed base

Hardware upgrade
Software and service
Greater than 80% win-rate in HLM placements

Financial Profile

 MSD-HSD% Revenue growth

 50%+ GM +100 bps

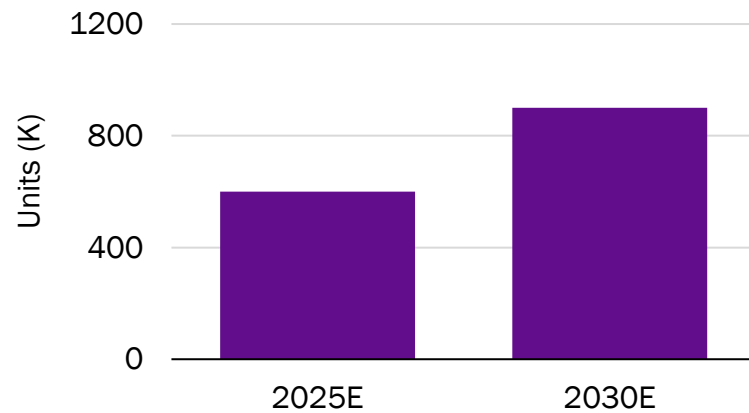
 300 bps AOI Margin Expansion

Oxygenator growth driven by capacity expansion to meet demand and differentiated next-generation product



Oxygenator capacity expansion

Oxygenator Capacity



- 60% increase in manufacturing capacity
- Meaningful improvement in COGS by 2030
- New manufacturing line

Next-generation oxygenator launch

 Low blood resistance

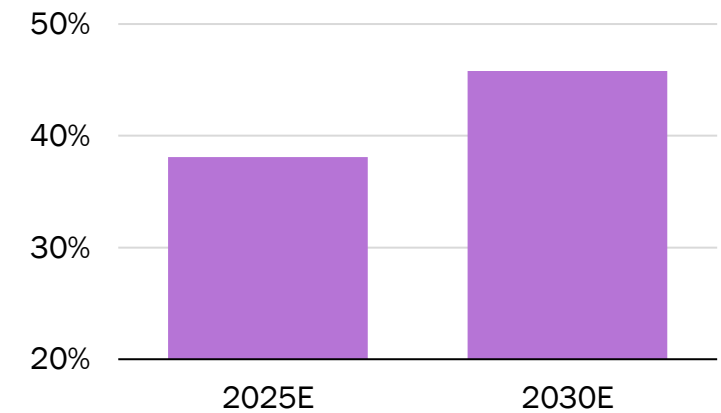
 Lower blood trauma

 Gas Transfer Capability

- Launch in 2028
- Clinically differentiated
- Expected ASP premium

Sustained market share increase

Oxygenator Market Share

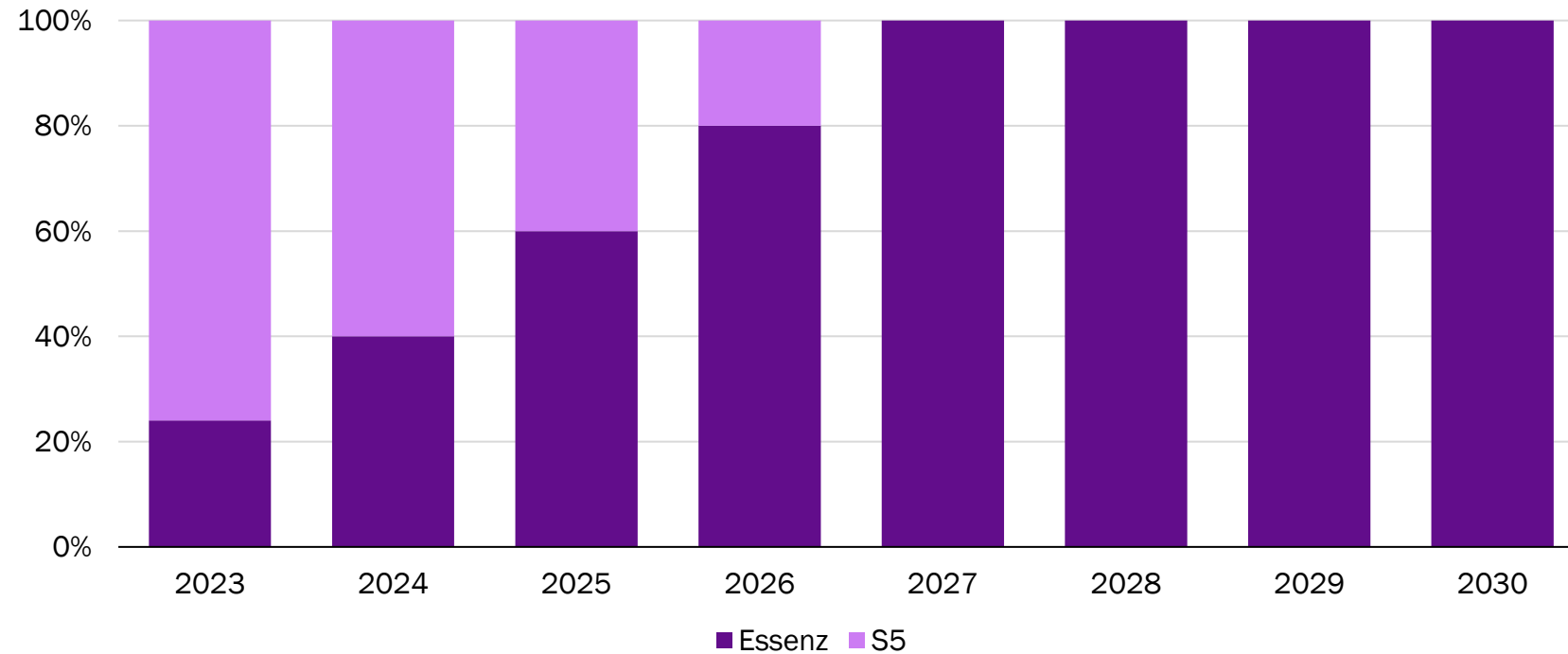


- Increase share 800bps
- LIVN reliable supply and innovation
- Competitors exiting/de-emphasizing CPB

Near-term HLM growth driven by Essenz placement and price mix



Essenz Proportion of HLM Placements



Key Future Growth Drivers

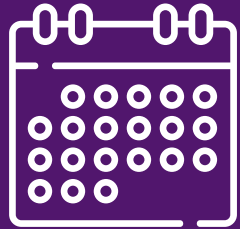
Essenz cost improvement for price-sensitive markets



KPIs

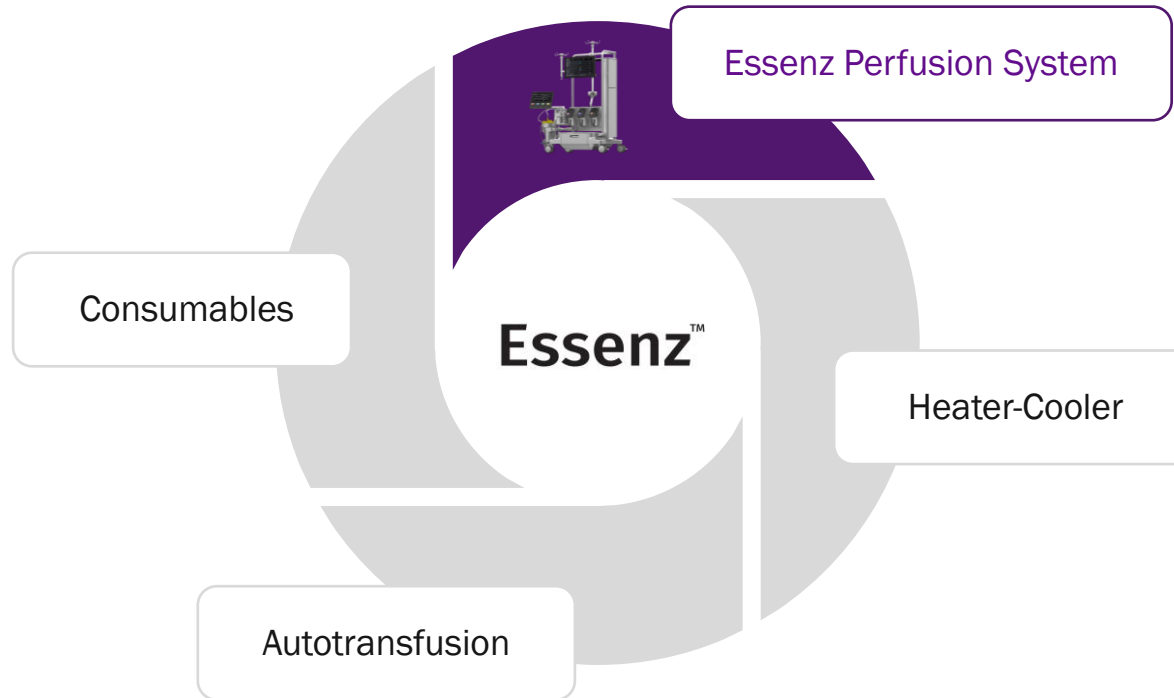
Essenz placements & gross margin

We are creating an integrated Essenz perfusion ecosystem that will unlock new clinical and economical value for customers

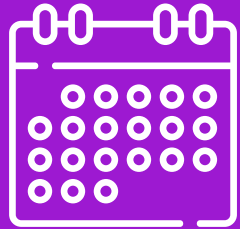


Today:
Build on the
new era of
perfusion

Essenz System with distinct components to perform CPB



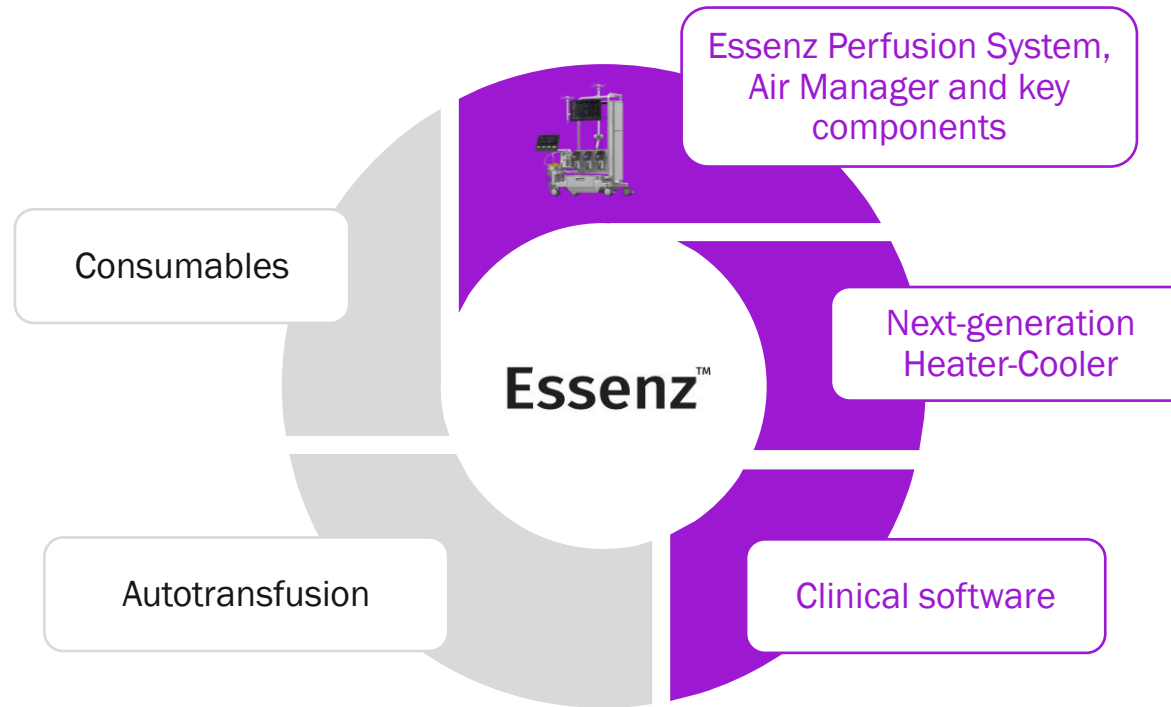
We are creating an integrated Essenz perfusion ecosystem that will unlock new clinical and economical value for customers



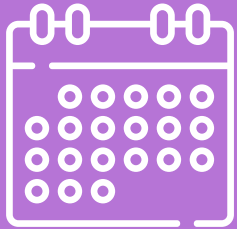
< 3 Years

Add momentum
& clinical
support
functionalities

Essenz System with some advanced components



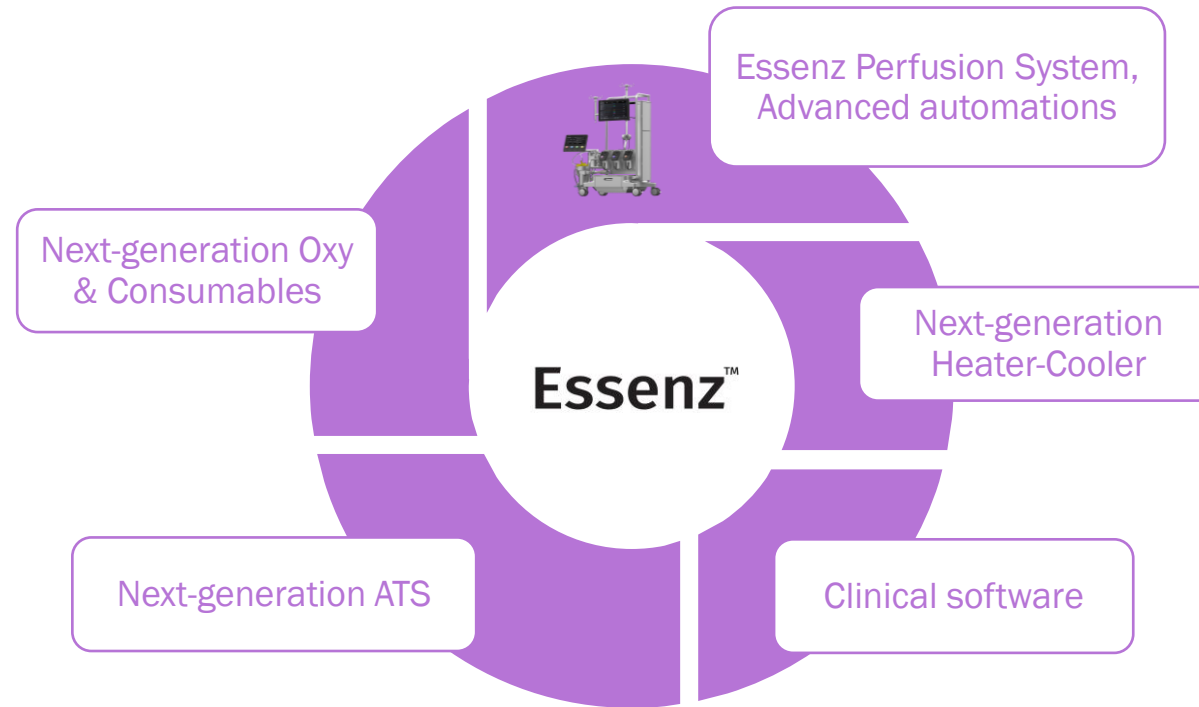
We are creating an integrated Essenz perfusion ecosystem that will unlock new clinical and economical value for customers



< 5 Years

Lead with a clinically-driven digital platform

Total Perfusion Solution



Customer Value

Workflow Efficiency

Clinical Value

LivaNova Monetization

SW & service subscriptions

Pull-through of hardware & consumables

Cardiopulmonary financial profile



CP 2025-2030 Long Range Plan

Revenue CAGR



MSD-HSD growth

Gross margin



50%+ by 2030
+100bps

AOI margin



+300bps by 2030

Freshness index



~20% by 2030
4 Launches

CP will maintain **above-market growth** and continue to **achieve operating leverage** over the course of LRP, **driven by a new wave of leading innovation** to sustain attractive growth.

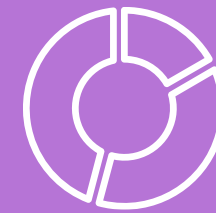
LivaNova Cardiopulmonary: Market leader with durable growth, margin expansion, and cash generation



**Global market leadership
& large installed base in
reliable, growing \$2B
global market**



**Ability to drive above market
growth with Essenz
upgrades, market share
expansion in CPB, & new
revenue streams**



**Consistent operating
leverage, margin expansion,
and cash generation**

Epilepsy: Proven Therapy, Scalable Growth

Steph Bolton

President Epilepsy



LivaNova Epilepsy: Proven Therapy, Scalable Growth



Significant unmet need in an underpenetrated market with MSD growth outlook



Proven technology with +30 years experience and +175,000 implanted patients



Differentiated efficacy and quality of life benefits with least invasive profile



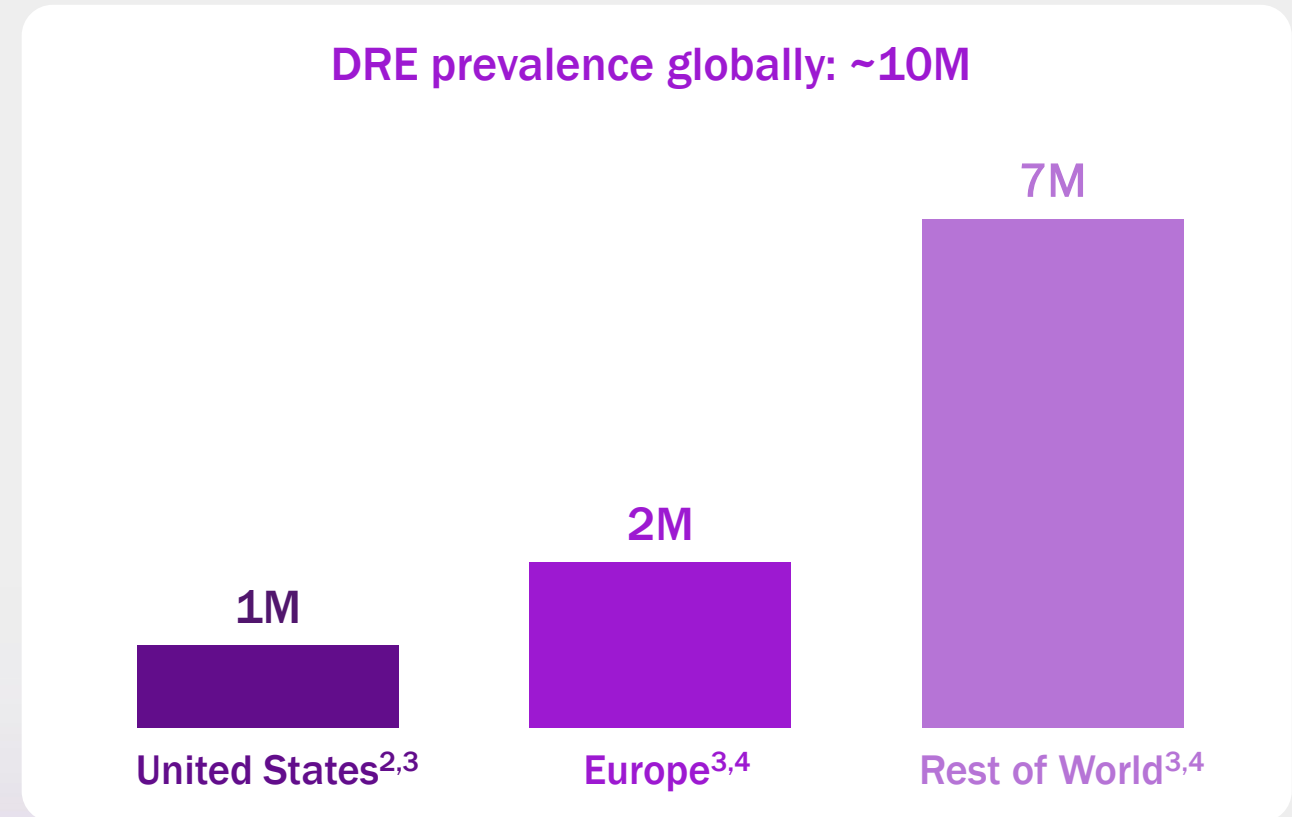
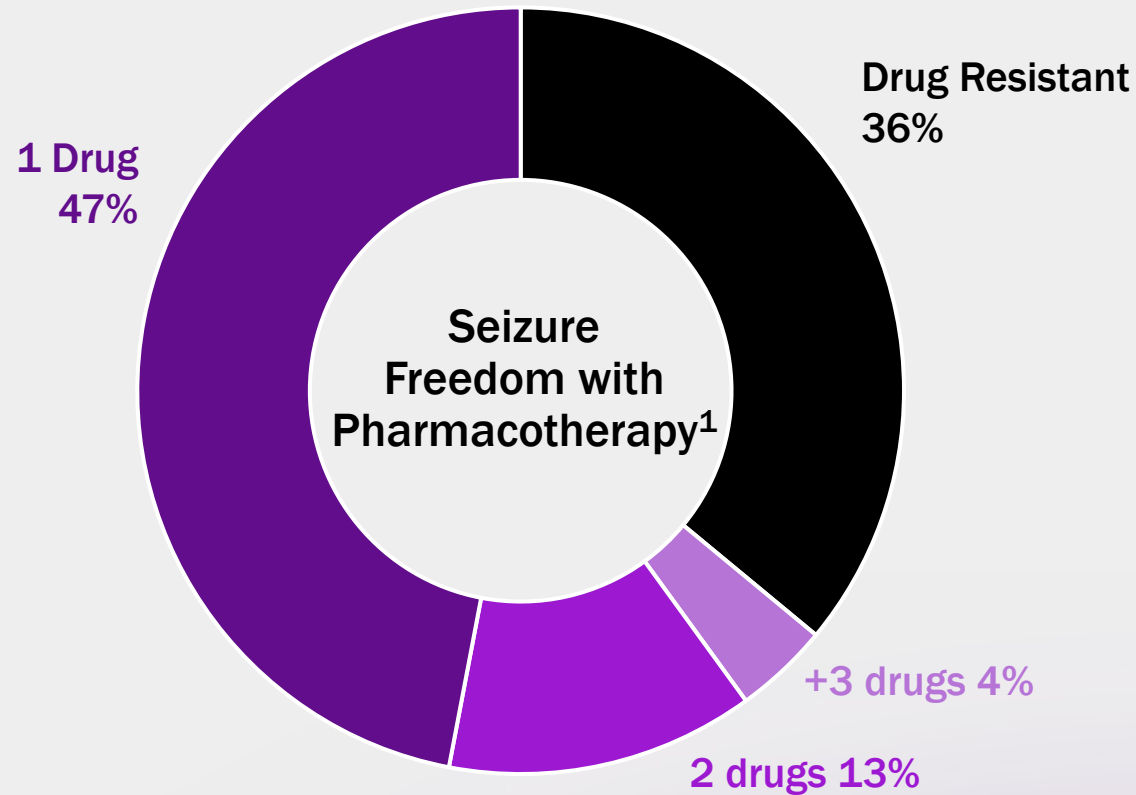
Disciplined execution with global scale and multiple levers for growth across clinical data, market access, and innovation



Attractive, scalable model with high margins



One third of epilepsy patients do not achieve adequate benefit from drugs resulting in a large unmet need globally.

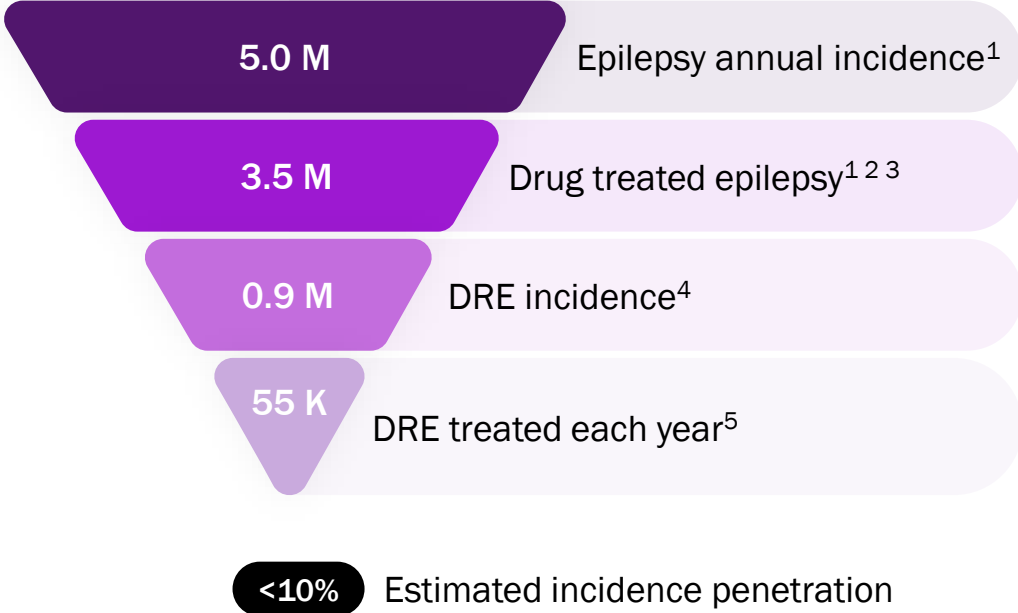


Drug-Resistant Epilepsy: “failure of adequate trials of two tolerated, appropriately chosen & administered antiseizure medications (ASMs) to achieve seizure freedom”⁵

Today's \$700M neuromodulation market for DRE is underpenetrated with significant opportunity for growth



DRE Incidence globally: 900,000



Neuromod market size and future growth drivers

2025 Market size: \$700M



Diagnostic and monitoring tools



More personalized therapies



Specialized care infrastructure



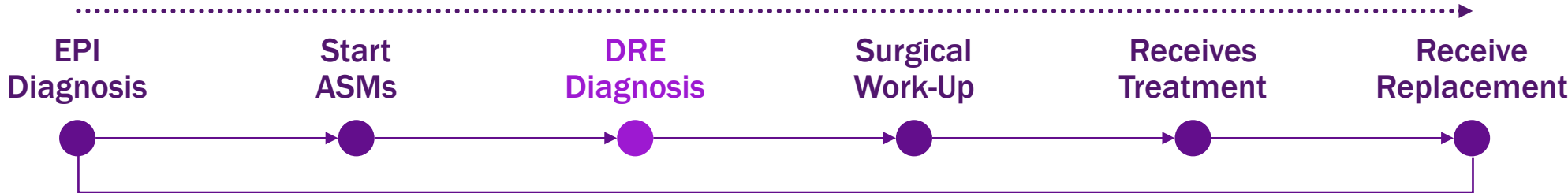
Awareness and advocacy campaigns



The care pathway for DRE patients is long and arduous with significant opportunity to address key unmet needs

Typical US DRE patient journey

DRE work-up pathway and average¹ timeline

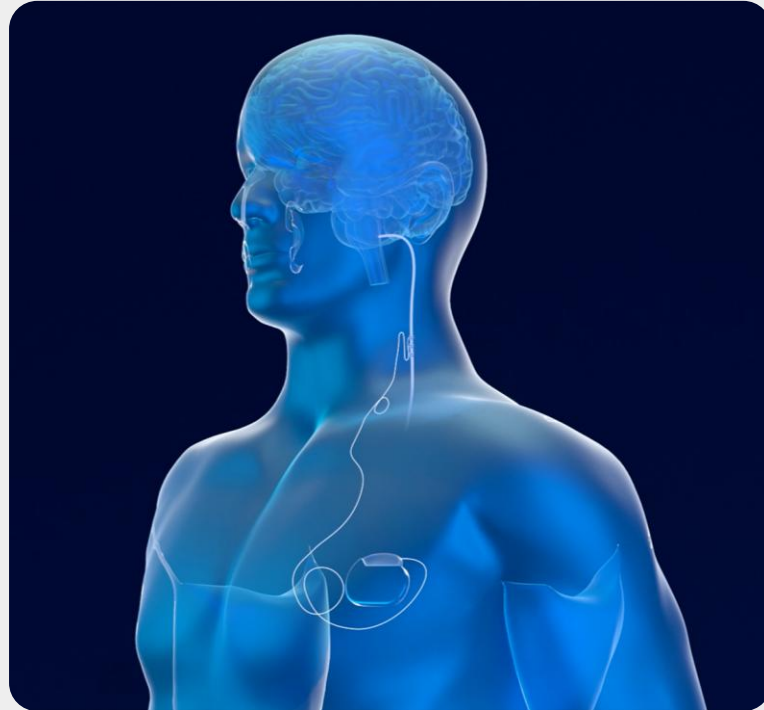


Time from EPI diagnosis to non-pharma treatment: over 15 years & 6+ Anti-Seizure Medications (ASM) tried²

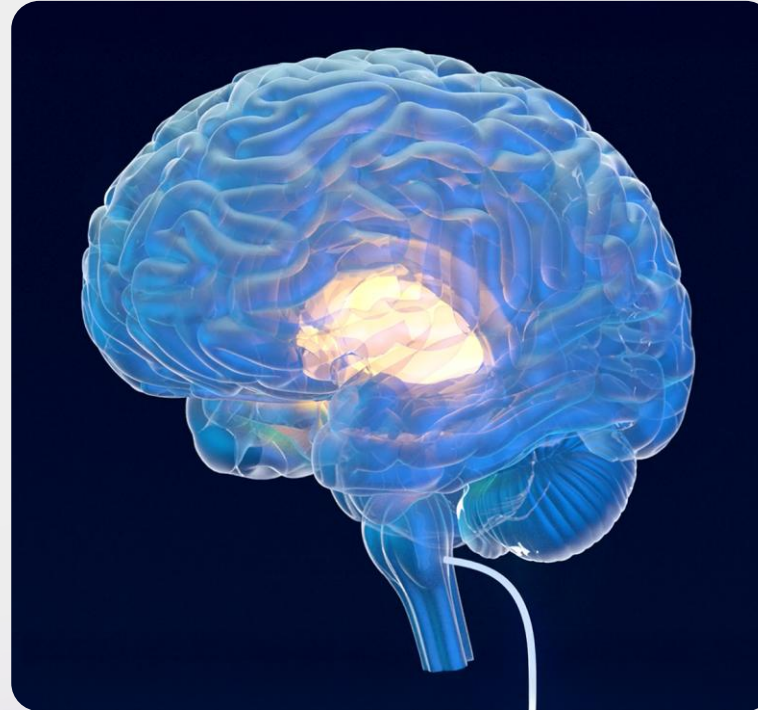
Fewer than ~1 in 10 eligible DRE patients receives non-pharma therapy each year



VNS is a minimally invasive procedure with network impact that reduces frequency and severity of seizures



Simple extracranial implant



Vagal afferent network signals to brain



Network neuromodulation effect

VNS Therapy™ provides differentiated value as a proven therapy with QOL benefits combined with the lowest risk procedure



Decreases seizure burden

76% median seizure reduction:
CORE-VNS 2025



Improves quality of life

Improves memory, mood,
postictal period and alertness¹



Ease-of-Use with low risk profile

Least invasive neuromodulation available on the market

94% of patients wish they would have known sooner

LivaNova VNS Therapy™ is a durable therapy and sustainable core business



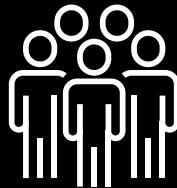
Pioneer:
Steady growth with
30 years
on market



Clinically Validated:
76% Median
Reduction in
Seizure Frequency



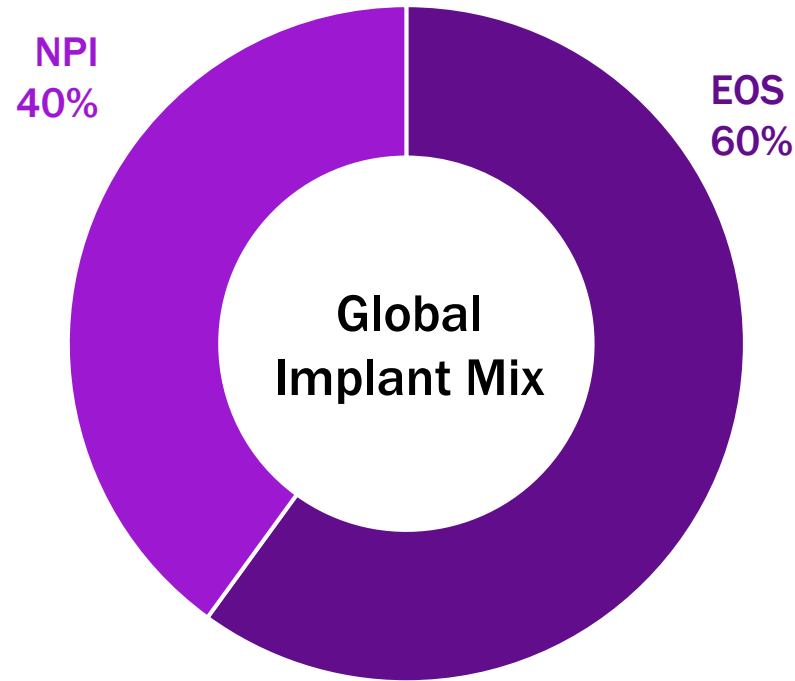
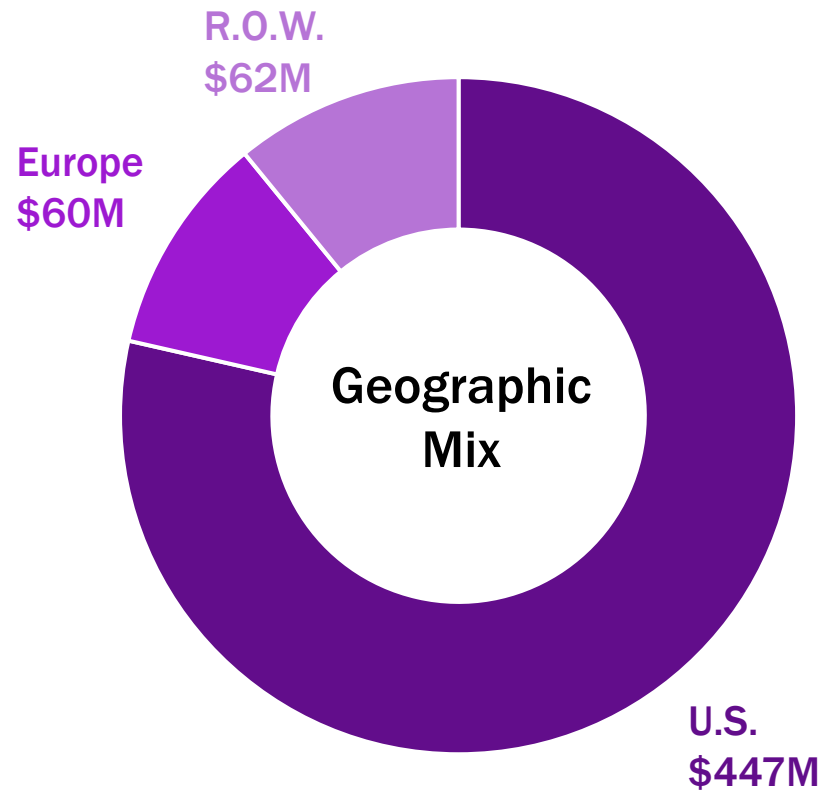
Replacement Rate:
~70%



Patient impact:
175,000
patients served



U.S. Revenue mix fuels EPI profitability, with recurring EOS accounting for 60% of total implants



Replacements

Replacement rates +70% initial implant
Increases with subsequent replacements

Continue to implement improvements to replacement processes

Replacement volumes have stabilized and returned to growth after a temporary dip from COVID headwinds

We will deliver an attractive financial profile with three key initiatives



Strategic levers

Impactful clinical evidence

Reset perceptions of VNS efficacy

Outcomes in most severe seizures

Ignite earlier use of VNS

Drive VNS adoption & action

Innovation

Cloud-enabled digital health platform

Remote programming

Actionable clinician and patient insights

Improve patient outcomes & experience

Commercial execution

Leverage commercial scale

Optimize reimbursement and access

Improve awareness

Close the gap in care

Financial Profile



Mid-single-digit Revenue growth



MSD-HSD global NPI

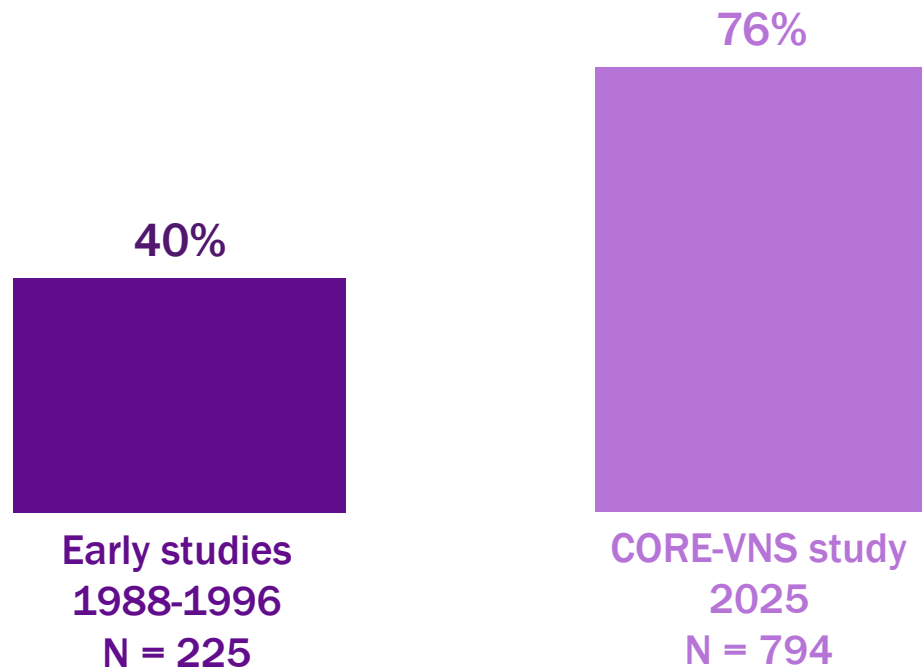


200bps AOI Margin Expansion



Clinical Evidence: Contemporary evidence demonstrates the power of VNS Therapy™ with the lowest risk profile product on market

Median reduction in seizure frequency
All seizure types (CORE-VNS)



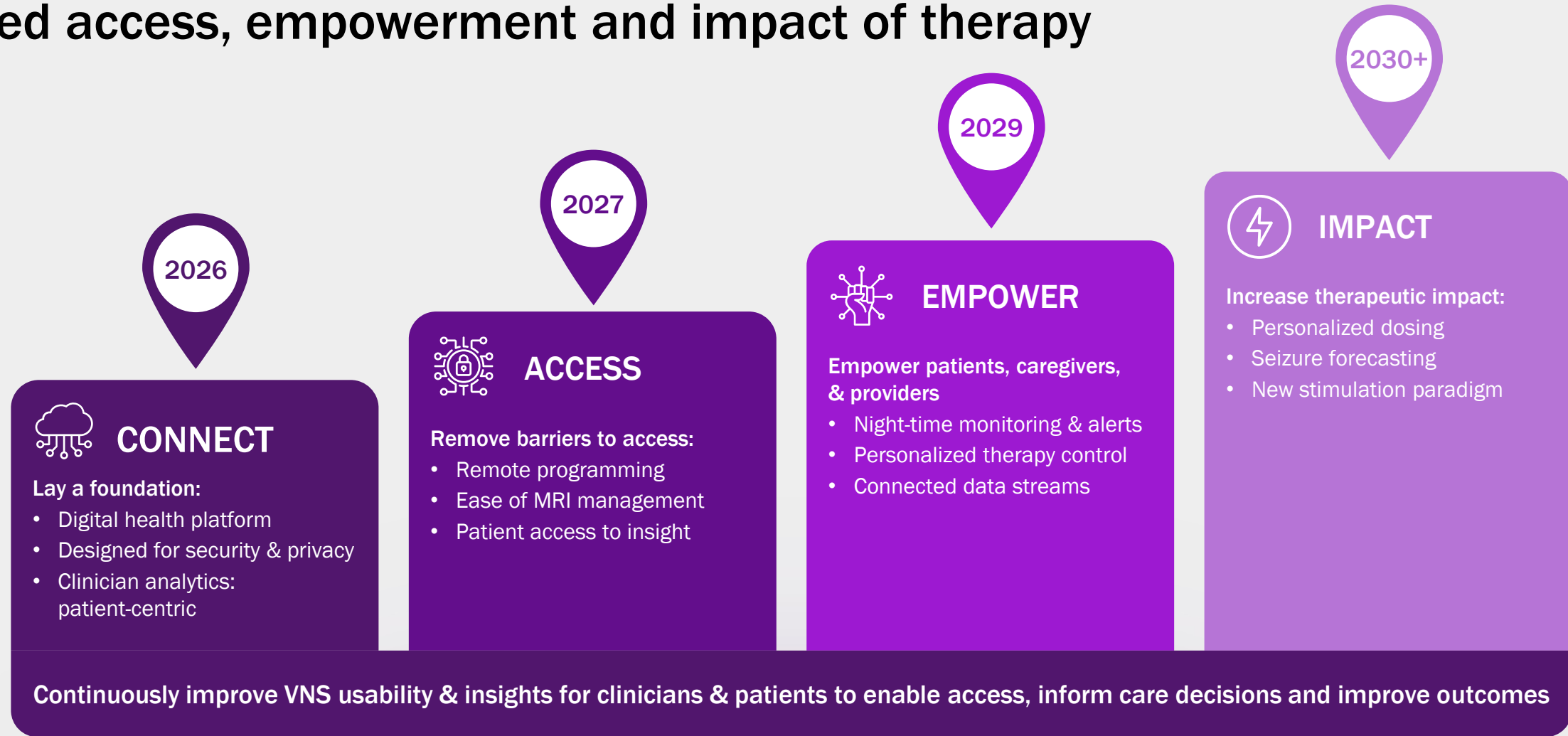
What has changed in 30 Years?

- Heart-rate detected Autostim
- Day and Night Programming
- Optimized dosing parameters
- Scheduled programming

Proven therapy validated by decades of use and new rigorous clinical evidence



Innovation: Our pipeline meets market needs by delivering insight, improved access, empowerment and impact of therapy



Potential for external innovation to supplement internal VNS innovation strategy



Execution: Global channel with broad reach allows for targeted impact in our commercial execution across multiple key areas



**Leverage
Commercial
Footprint**



**Improve
Reimbursement
and Coverage**



**Increase
Awareness and
Education**

Initiatives across all geographies and care settings address key unmet needs of access, awareness, and confidence in choosing to address DRE.

Epilepsy financial profile



Epilepsy 2025-2030 Long Range Plan

Revenue CAGR



MSD% growth

Gross margin



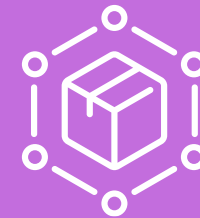
>90%

AOI margin



+200bps by 2030

Freshness index



~60% by 2030

Epilepsy will drive **strong topline growth** and **maintain an attractive gross and operating margin** while investing in and launching a digital health platform that will accelerate future innovation.

LivaNova Epilepsy: Proven Therapy, Scalable Growth



Significant unmet need in an underpenetrated market with MSD growth outlook



Disciplined execution with global scale and multiple levers for growth across clinical data, market access, and innovation



Attractive, scalable model with high margins

DTD: Pipeline upside with a significant unmet need

Ahmet Tezel, PhD
Chief Innovation Officer



Difficult-to-Treat Depression: The unmet need



34M major depressive disorder (MDD)¹ patients in US



Difficult to treat depression (DTD):
One out of every three²



DTD defined as MDD that is not responsive to medication

People with DTD often feel isolated and disconnected... they have little hope



New treatment options for DTD are greatly needed



DTD patients have a significant burden of illness

Poor quality of life

Higher risk of death



DTD has a high impact on the health system

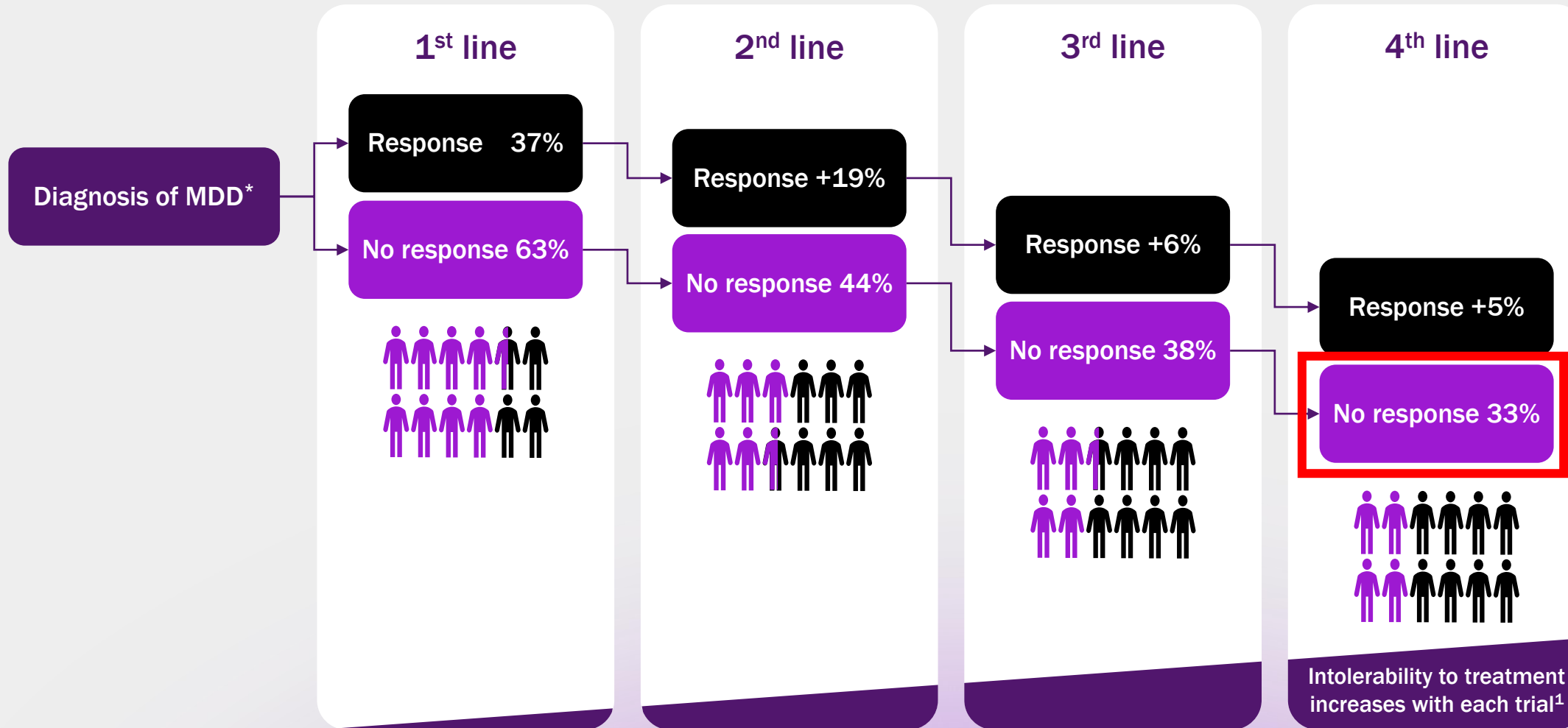
2X hospitalization



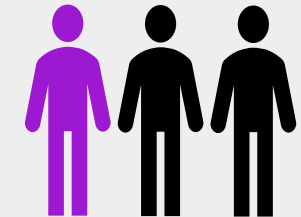
DTD is a financial burden

Disparate (~40%) cost within MDD

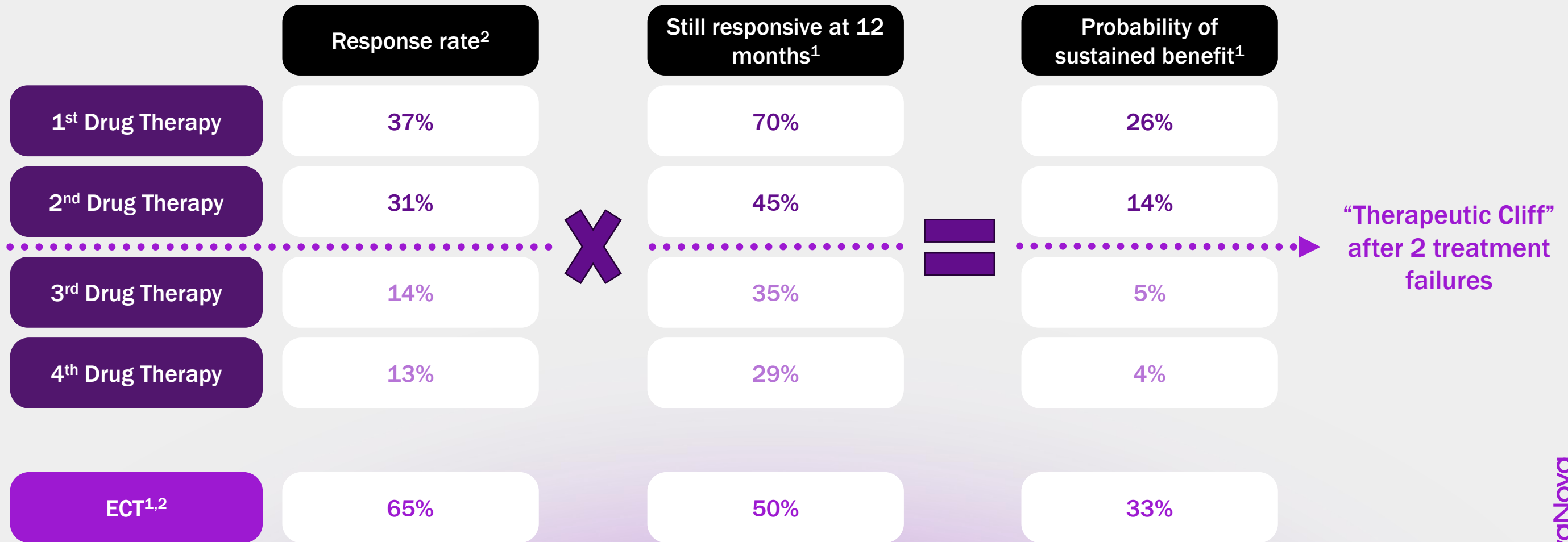
Treatment success becomes less likely with each oral medication



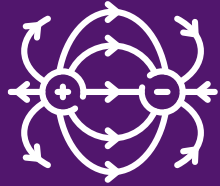
Medication alone may not be enough for **1 out of 3** patients



Patients can often get better, but they cannot stay better



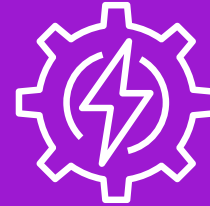
Interventional DTD treatments have significant treatment burden



TMS

30 sessions over 6 weeks

60% Relapse



ECT

General anaesthesia 6-12 sessions

50% Relapse



SPRAVATO

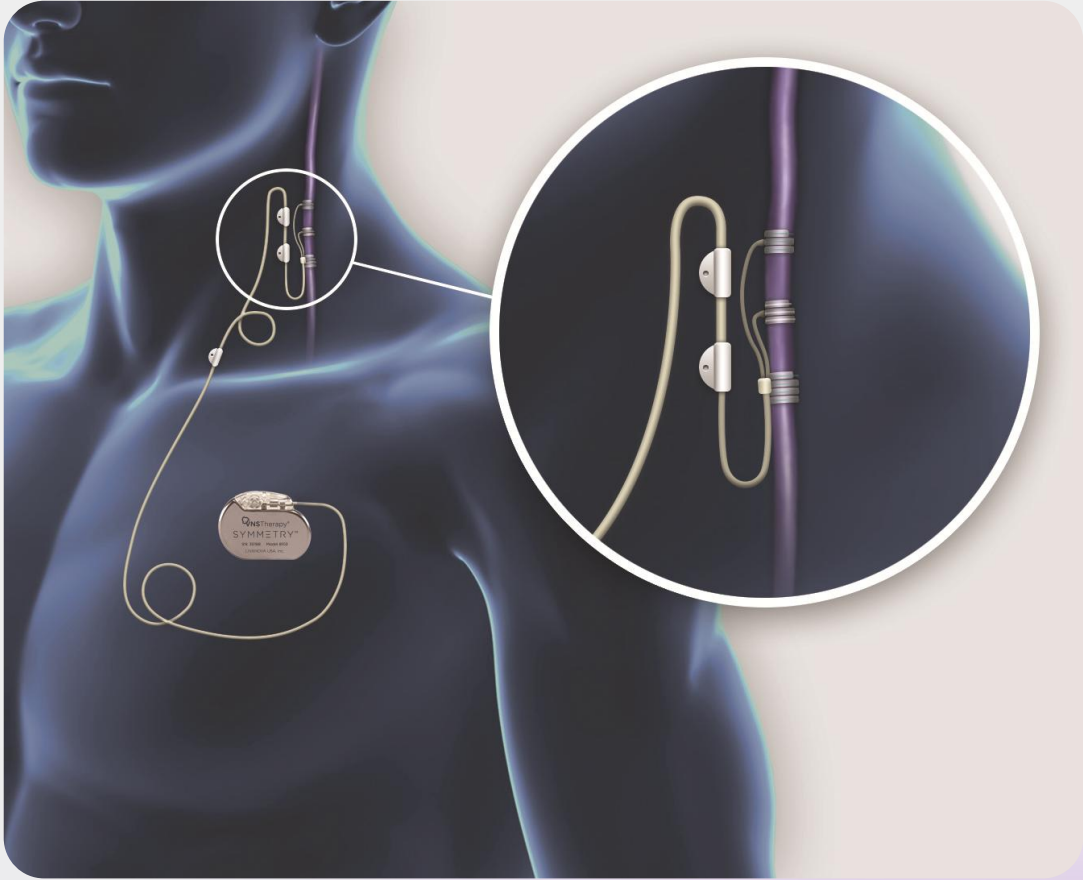
2hr treatments twice a week

Relapse similar to ECT, TMS

**100K+ patients/year despite short term benefit, face high relapse rates
and burdensome administration**



VNS Therapy™ clinical data provides basis for broader clinical differentiation than other interventional therapies



Symptom reduction



Daily function



Quality of life



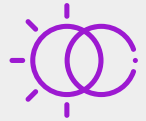
Proven tolerability



RECOVER demonstrated durable response with VNS Therapy™ in addition to improvements in quality of life and daily function



Largest trial of its kind, involving most severe patients ever studied



#1 Meaningful and sustained benefit **#2** Favorable safety profile **#3** Large unmet need

Key Takeaways

Markedly ill patients

- Highest MADRS scores
- 13 prior treatments
- 70% tried interventional therapy
- 40% attempted suicide

Clinically meaningful response

- Partial response 30% improvement

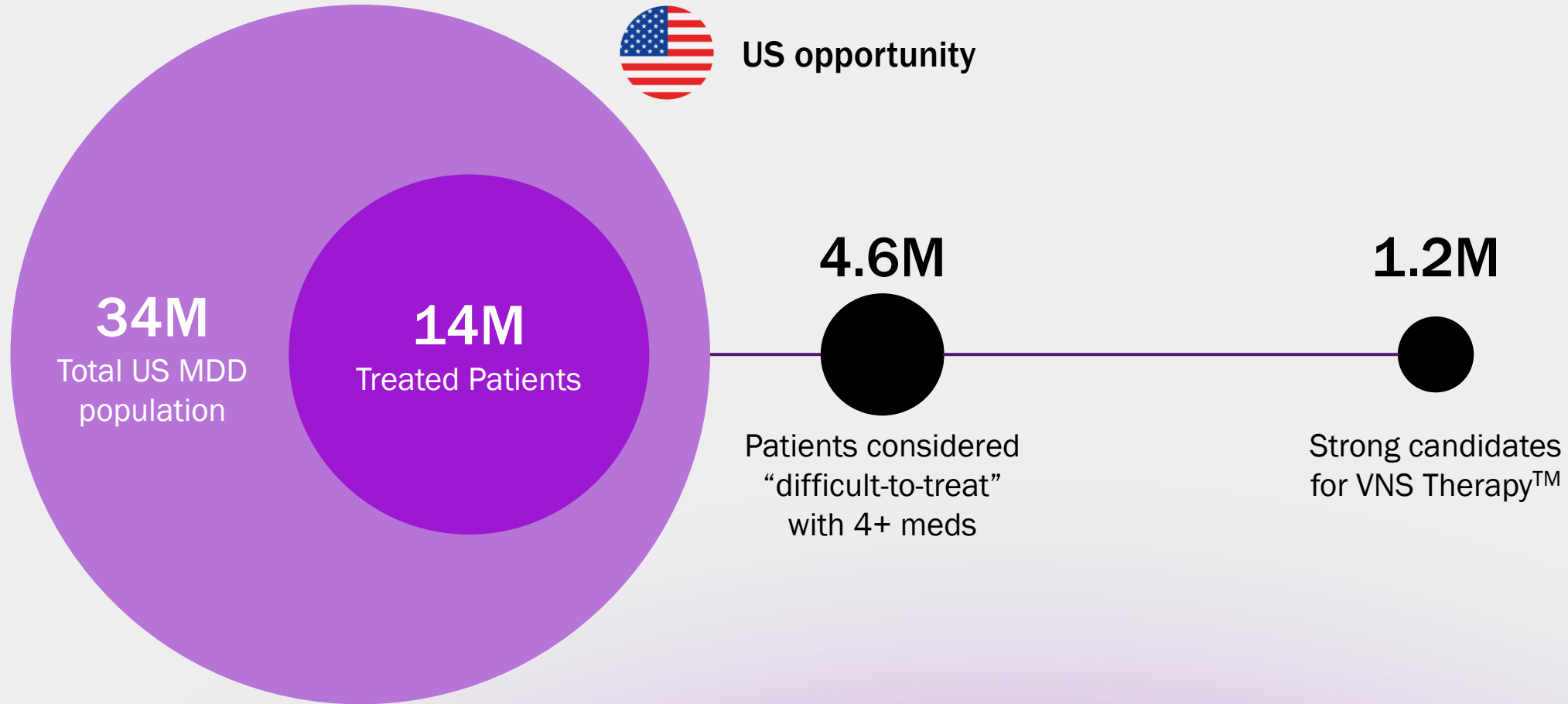
Superior psychosocial function

- Statistical and clinical significance

Unprecedented durability

- ~80% maintained benefit at 24 months

VNS for DTD can address a significant unmet need



Every 1% penetration would represent between **\$400 - \$500M** revenue

LivaNova continues to actively engage with CMS

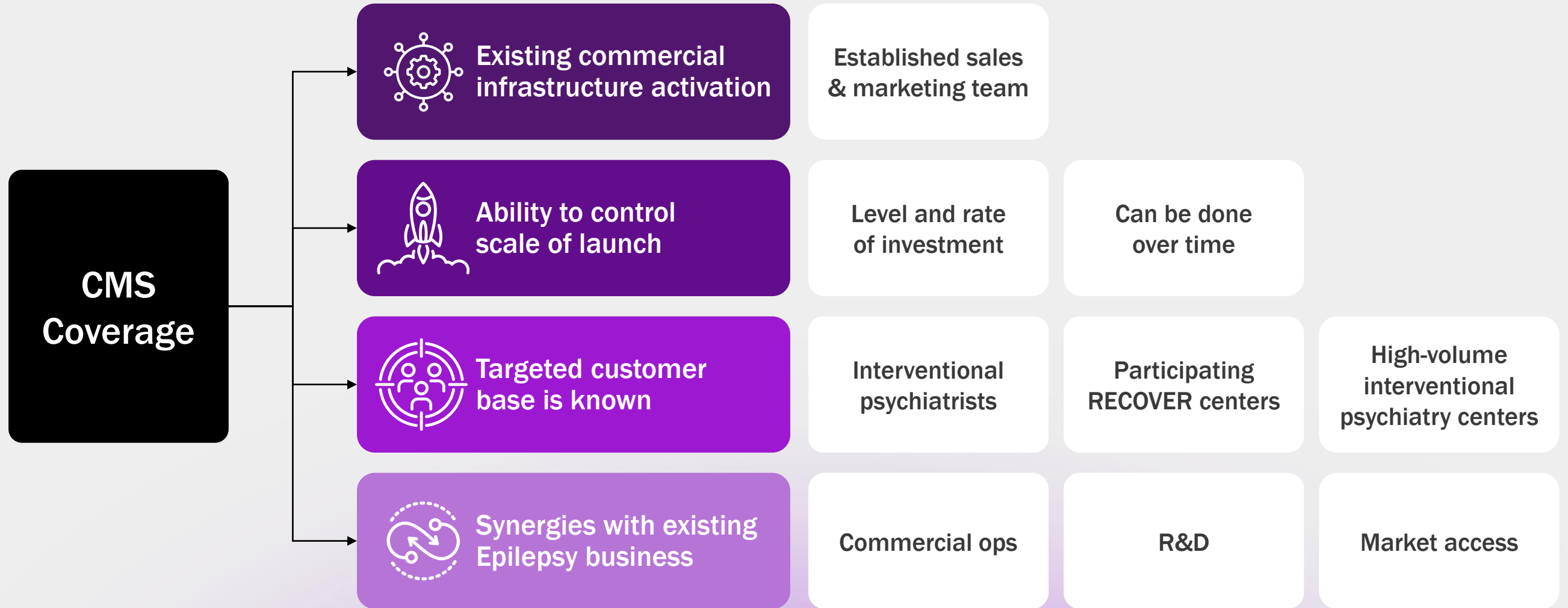


	2025	NEXT STEPS		
CMS reconsideration Process*	Q2	Draft formal initiation	TBD	CMS staff review
	Q3	CMS questions received	TBD	CMS draft decision memo
	Q4	CMS meeting	~2 Mon.	CMS final decision memo

Completed

Ongoing

LivaNova has the ability to control pace of scale to support a commercial launch of VNS Therapy™ for DTD



Our vision is for VNS Therapy™ to be the durable, adjunctive therapy of choice for chronic difficult-to-treat depression



Large & Growing
Unmet Need



Most Durable
Treatment



Improving
Symptoms, Function
& QoL



Ability to Rapidly
Scale Commercial
Capabilities

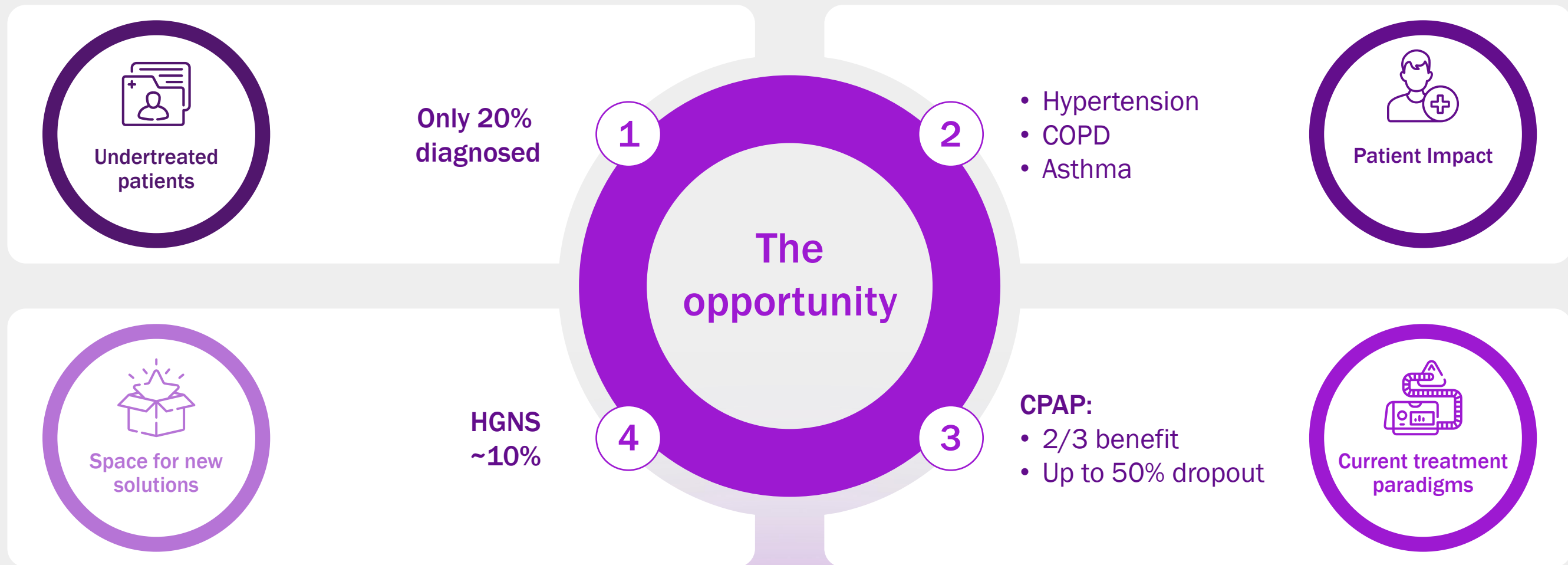


Utilization of R&D
& Ops of Epilepsy
Franchise

OSA: Capturing a Significant Neuromodulation Growth Opportunity in a Proven and Underserved Market

Ahmet Tezel, PhD
Chief Innovation Officer

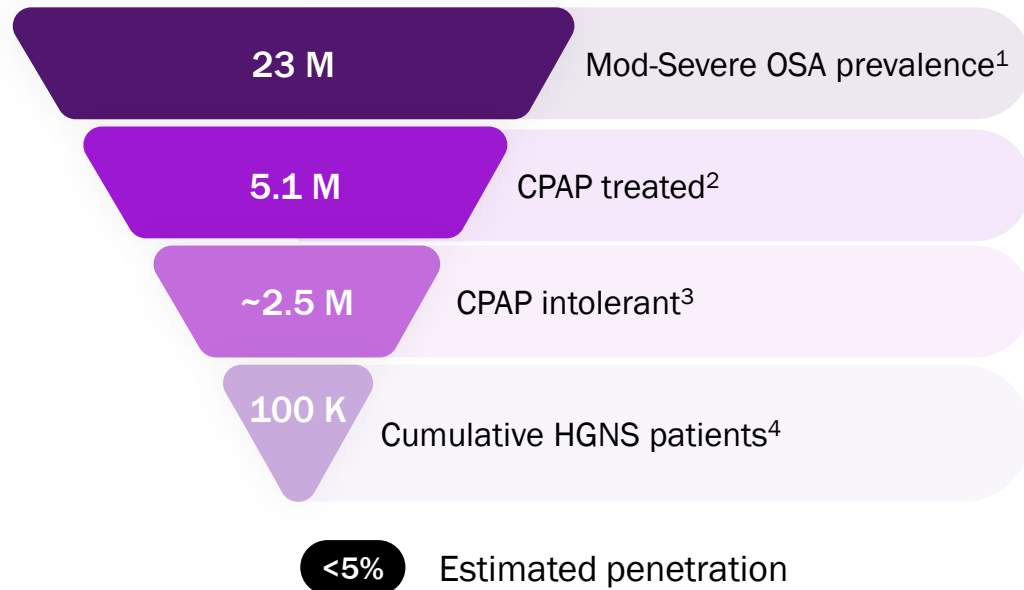






OSA market remains underpenetrated with headroom for growth

OSA Market Size (US)



Market Size and Growth Drivers

Market size: \$970 M / Growth: +15% CAGR



High undiagnosed population



CPAP non-adherence remains high

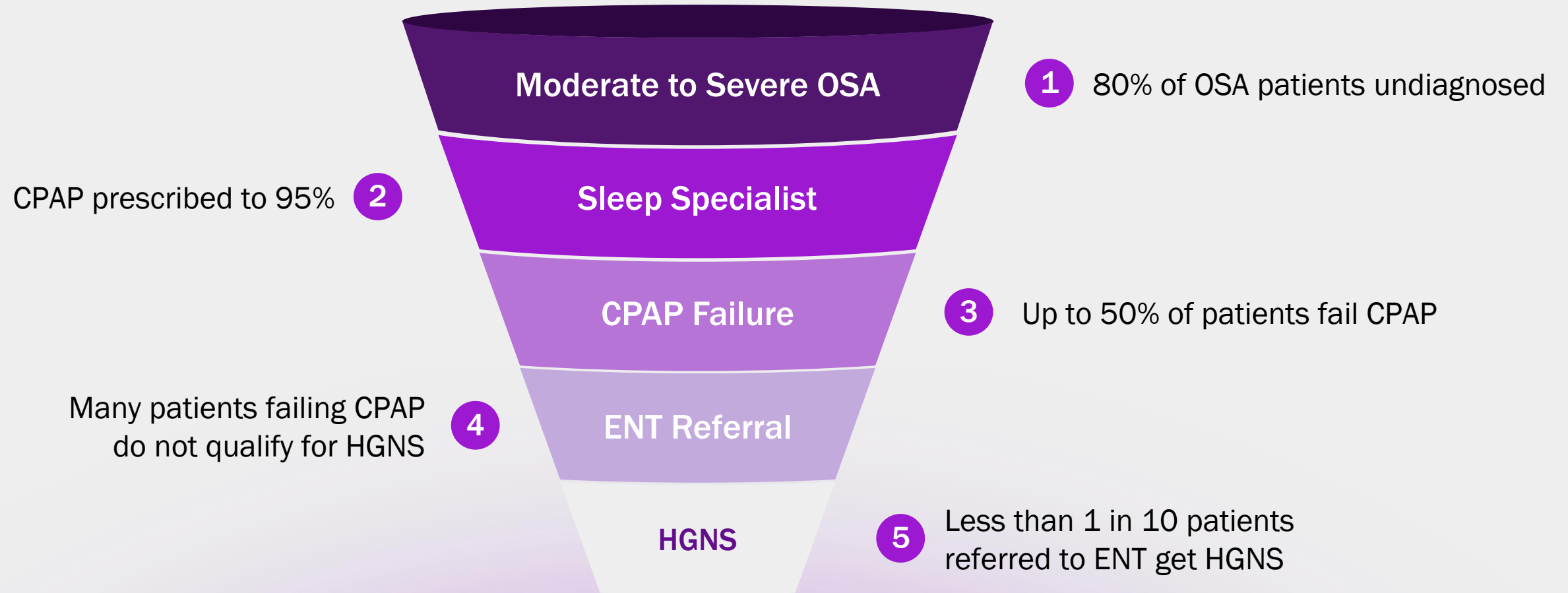


Obesity epidemic

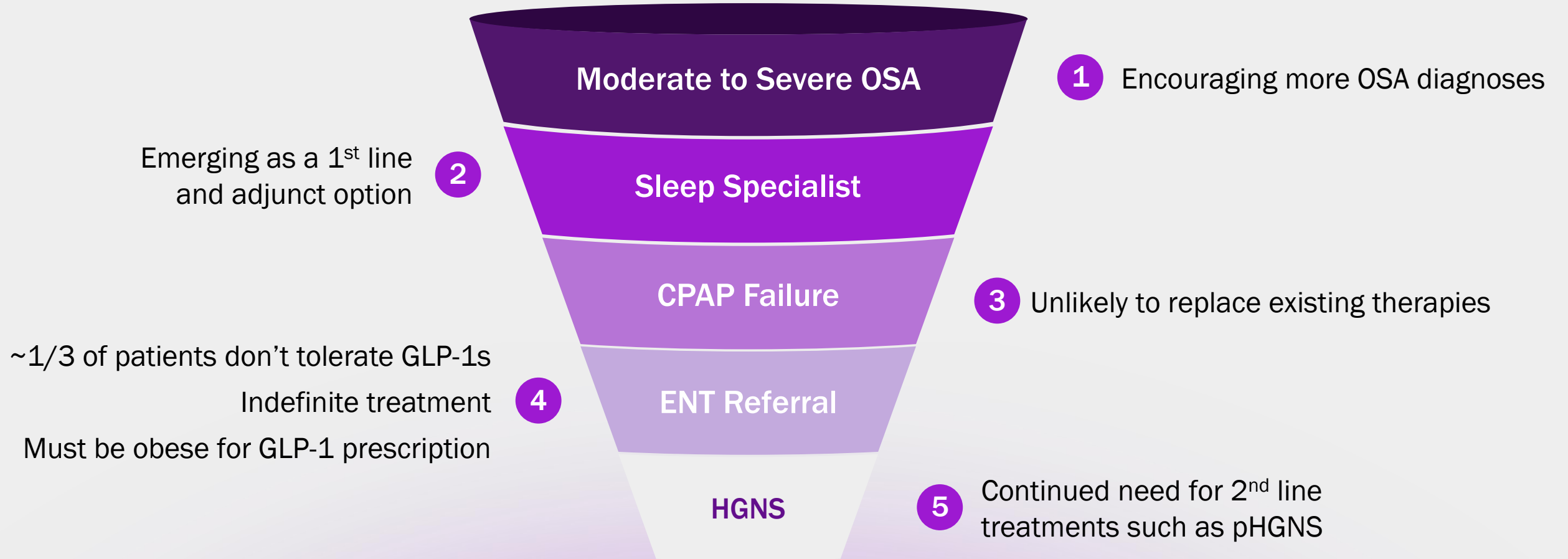


Aging population

OSA care pathway has potential to be optimized



GLP-1 drugs are changing the OSA care pathway and the market



Our differentiated value



New Modality
with pHGNS



Simple Surgery with
15-year Product Life



Neuromodulation
Expertise



LivaNova OSA will create a second high-growth, profitable NM business for LivaNova



Mission

Establish pHGNS as the standard of care 2nd line therapy



Business ambition

Create a second, high-growth business in Neuromodulation space



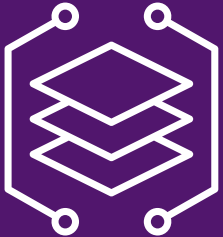
Financial Profile 2025-2030

Comm Launch
by H1 2027

\$200M-\$400M
Revenue in 2030

2029 P&L
break-even

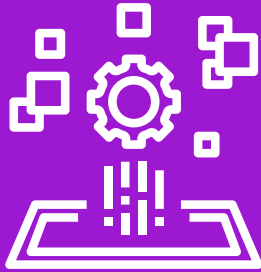
We have a distinct right to win in OSA with our compelling technology and by leveraging existing NM capabilities



Differentiated
pHGNS technology



Robust clinical
outcomes



Shared innovation
engine



NM commercial
expertise

pHGNS architecture provides basis for broader clinical differentiation



Differentiated
pHGNS technology



Robust clinical
outcomes



Shared innovation
engine

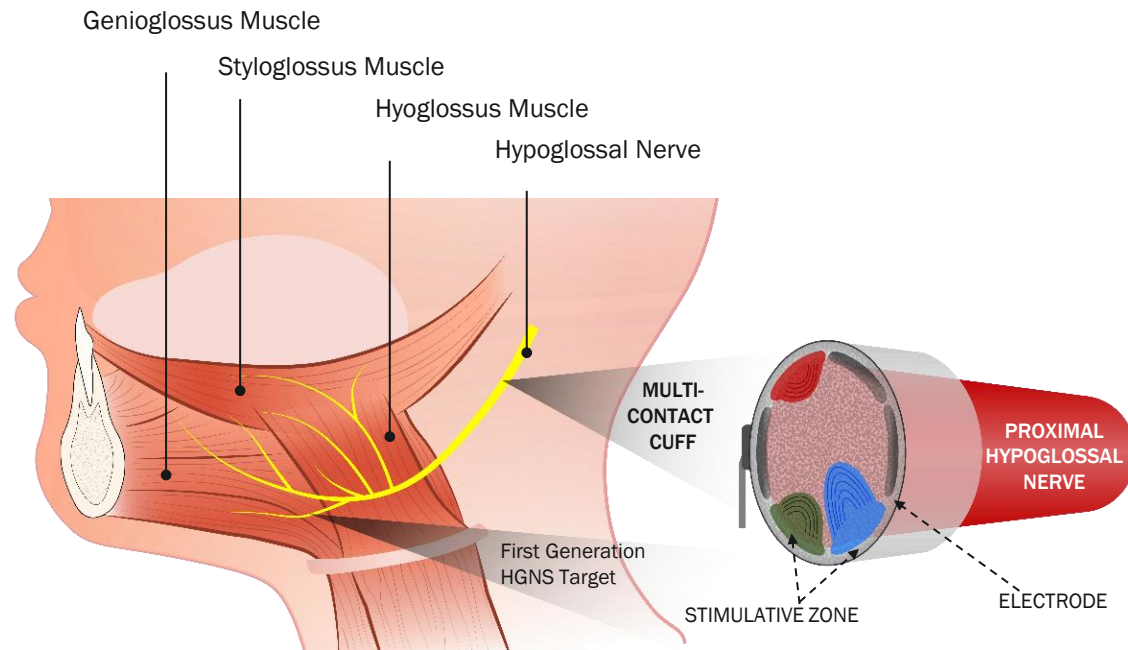


NM commercial
expertise

pHGNS architecture provides basis for broader clinical differentiation



pHGNS technology and differentiation



Conferred benefits of pHGNS



More **complete control** of the tongue and airway



Ability to **treat challenging patients** (CCC, high BMI, severe AHI)



Durable and **holistic** clinical response



Simple, minimally invasive **short surgery**

Robust clinical data underlines the ability of pHGNS to treat broader patient population



Differentiated
pHGNS technology



**Robust clinical
outcomes**



Shared innovation
engine



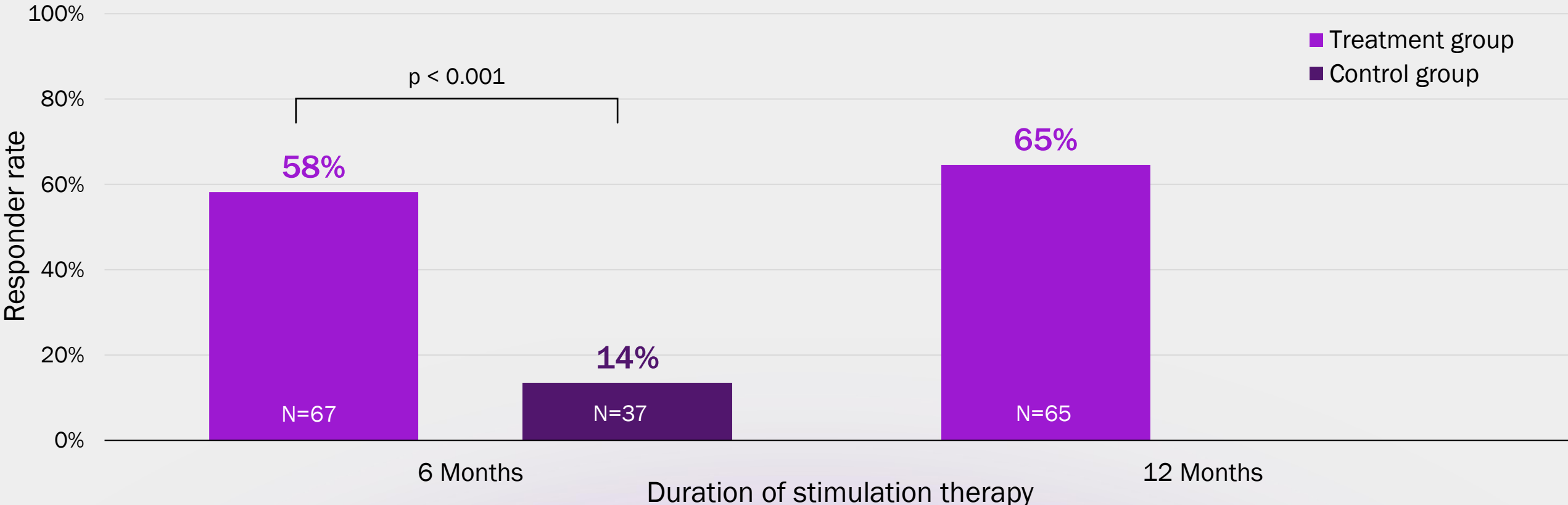
NM commercial
expertise

LivaNova is advancing scientific rigor and patient breadth in HGNS with OSPREY study design and demographics



	Pivotal clinical study overview	OSPREY: proximal HGNS N = 67 treatment group
Design	True RCT - Patients randomized before initiation of therapy	✓
	CCC Not excluded	✓
Baseline OSA severity	AHI at baseline (Median, events/hr)	Highest of existing pivotal trials
	BMI at baseline (Mean, kg/m ²)	Highest of existing pivotal trials

OSPREY validates robust effectiveness of pHGNS in a true RCT study design, sustained at 12 months



Strong effectiveness at 12 months despite enrolling ~45% of patients with high risk for CCC

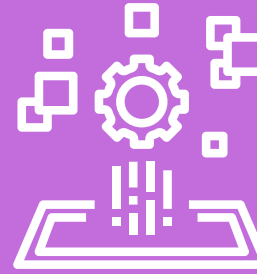
Shared capabilities in NM enables faster and cost-effective innovation eco-system



Differentiated
pHGNS technology



Robust clinical
outcomes

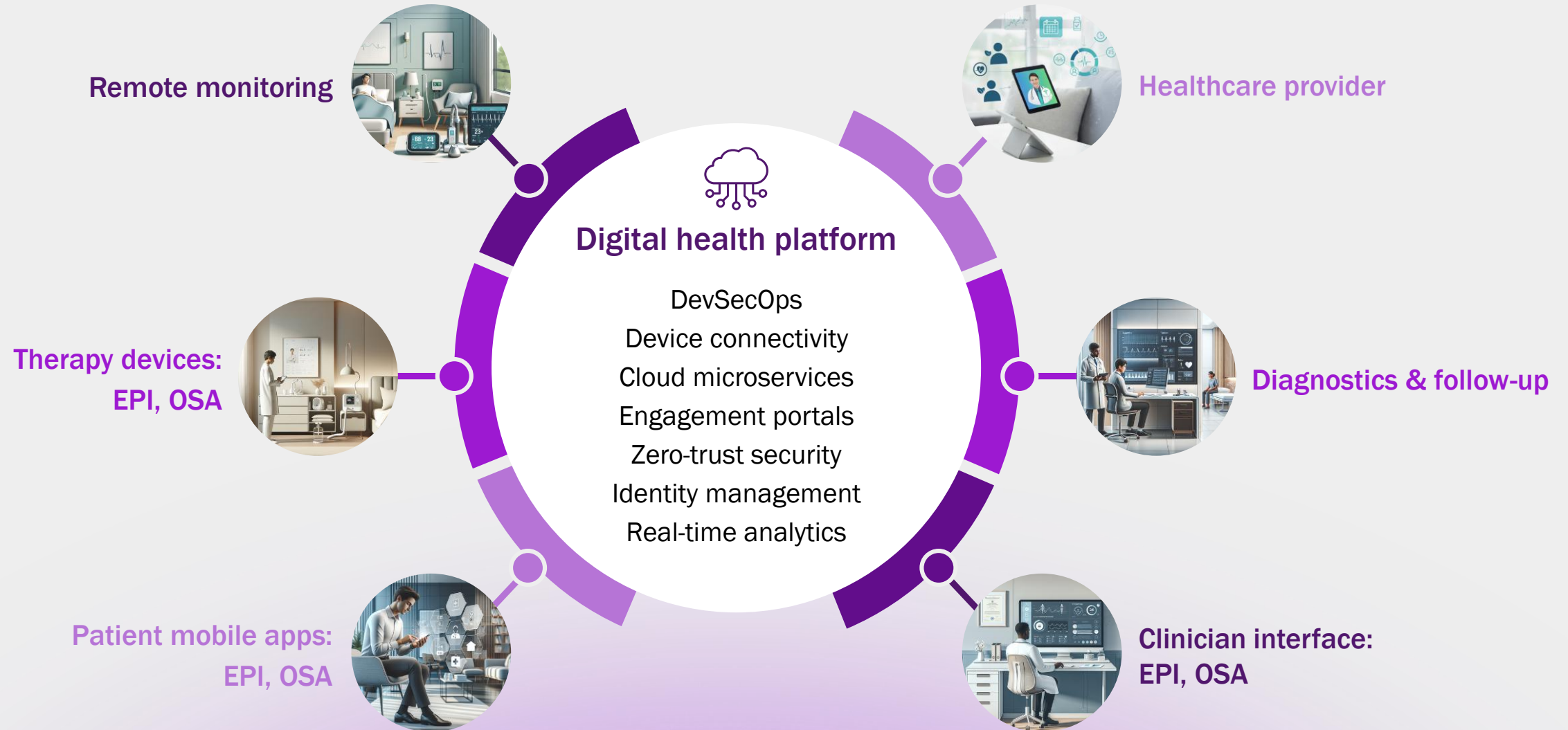


Shared innovation
engine









NM commercial
expertise

Empowering patients and providers through our digital health system



We continue to drive the technology forward



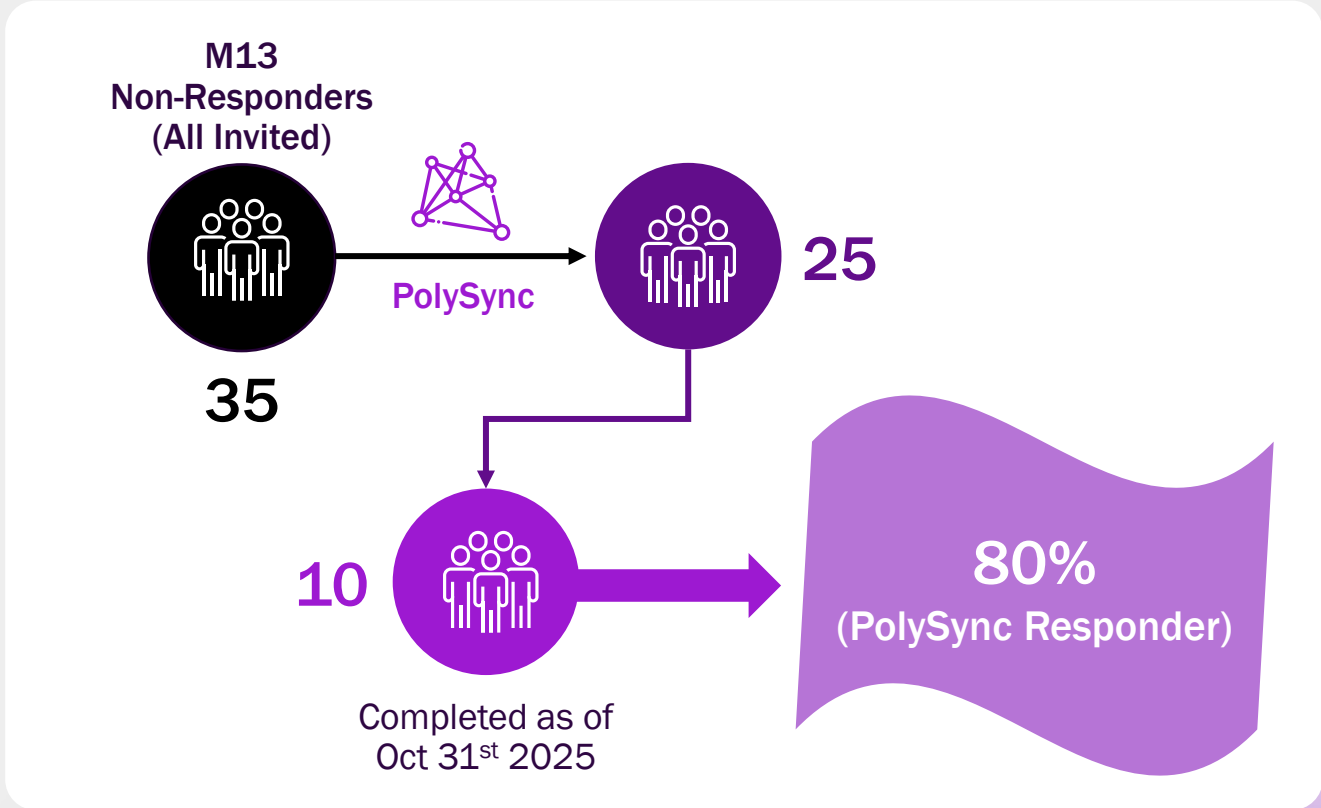
Feature	Clinical/market benefit
 Rechargeable battery technology	Longest lasting: up to 15 years
 MRI conditionality	Yes
 Cloud connectivity & HCP portal	Remote programing
 Mobile technology	Mobile-enabled clinical and patient UX
 User-centric apps	Digital workflow-enabled therapy
 Configuration management	Remotely and securely upgradeable




A new advanced titration algorithm (PolySync™) with even greater nerve and muscle selectivity

Advanced titration algorithm with multi-contact therapy

Utilizes up to 6-electrodes with unique ability to individually control each contact

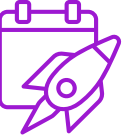


 Invited **ALL month 13 non-responders** from OSPREY trial

Expect **complete data** on this cohort **EOY 2025**



Intend to have **PolySync available for launch**



LivaNova's current commercial capabilities will be effectively leveraged for OSA



Differentiated
PHGNS technology



Robust clinical
outcomes



Shared innovation
engine



NM commercial
expertise

LivaNova to commercialize OSA therapy independently



LivaNova conducted
commercial partnership
evaluation



Fragmented Market:
Engage directly with points of influence



Increased Confidence:
Differentiated technology with strong clinical evidence



Commercial Execution:
Maintain control of pricing and patient engagement

Commercial strategy will be through two phases



First Phase



Focus on trial

Second Phase

Accelerated revenue ramp after first phase with high yield rate from trial to adoption



Faster Surgery with additional benefit of no DISE



Trial data demonstrates efficacy in challenging patients



Advanced algorithm (PolySync) further expanding impact of pHGNS

97% (n=150) of ENT's indicated *definitely or probably* will trial device

We will build a scaled commercial team



Commercial Organization

Field Specialists (FS)

Territory managers (TM)



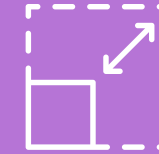
Fuelled by:

Publications, trial programs, credentialing



No DTC

Second line therapy that should target physician awareness



Commercial Scale

Initial territories <\$1.5M

With scale territories \$2M (2030)

FS to TM ~1 to 1 ratio (2030)

Total territories >150

Implanting ENTs >400

Reimbursement strategy



Adopt prevailing coding guidance to expedite market access

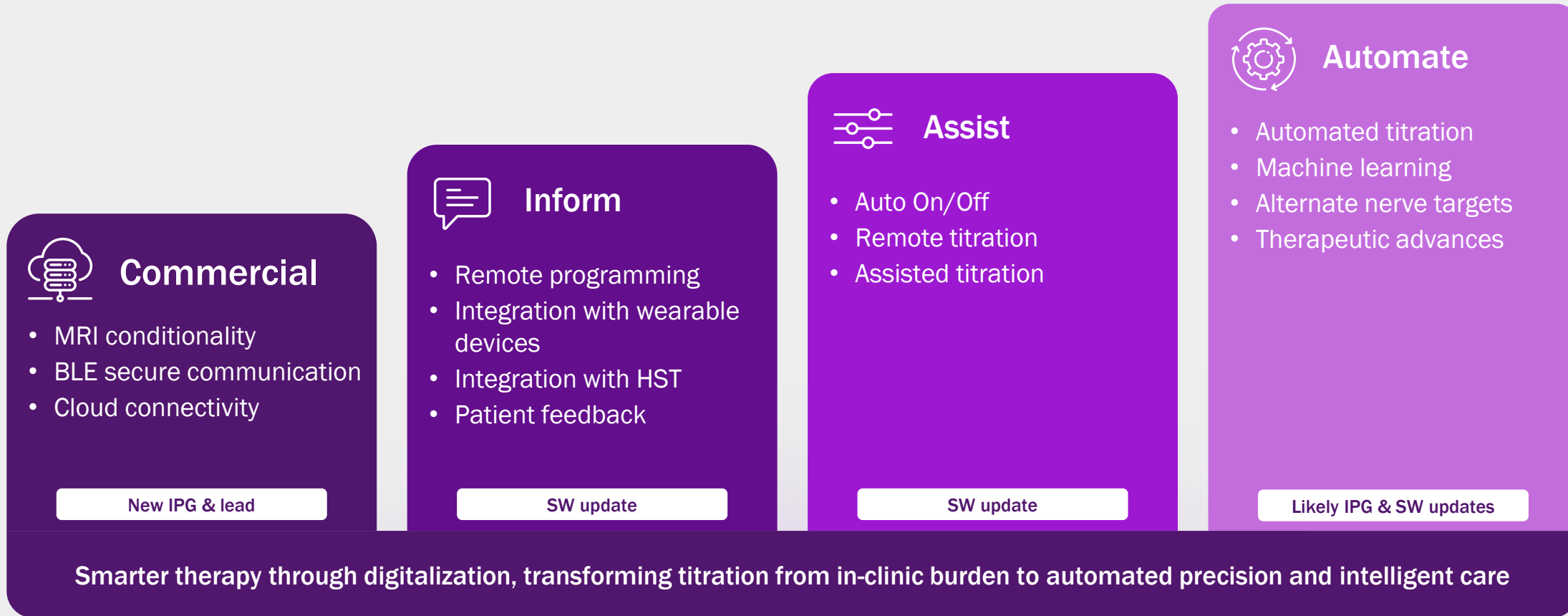


**Working with AMA & AOA-HNS
to ensure that coding guidance
is clear**



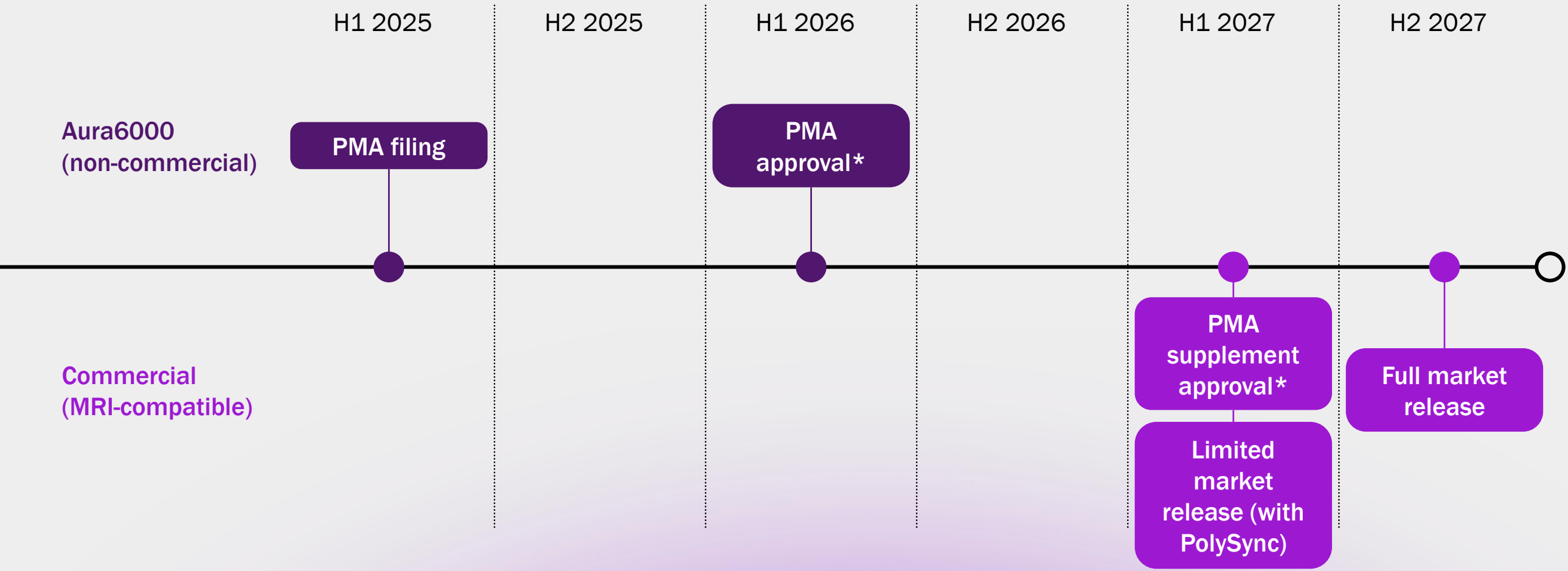
**Robust health economic case
based on improved workflows
and reduction in healthcare
use**

OSA product roadmap



Smarter therapy through digitalization, transforming titration from in-clinic burden to automated precision and intelligent care

The Path Forward: Key milestones and upcoming catalysts



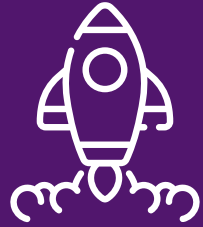
*FDA timelines are an estimate

OSA financial profile



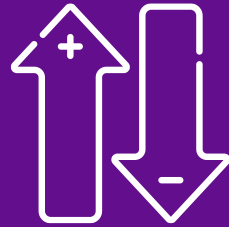
OSA 2025-2030

Expected Launch



2027

Break-Even P&L



2029

Rev. Opportunity



\$200-400M
in 2030

Gross Margin



80%+
in 2030

AOI Margin



25%+
in 2030

OSA provides the opportunity to enter a large, double-digit growth market with pathway to attractive margin profile driven by organizational NM expertise.

LivaNova's formula for success in OSA



The OSA market is **large, growing, and underpenetrated**



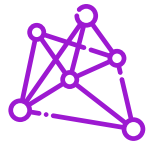
pHGNS provides **differentiated value**



There is **need for viable 2nd line therapies**



PolySync algorithm will be **available at launch**



LIVN has **scale, expertise, and experience**



OSA offers **de-risked growth platform** for LIVN



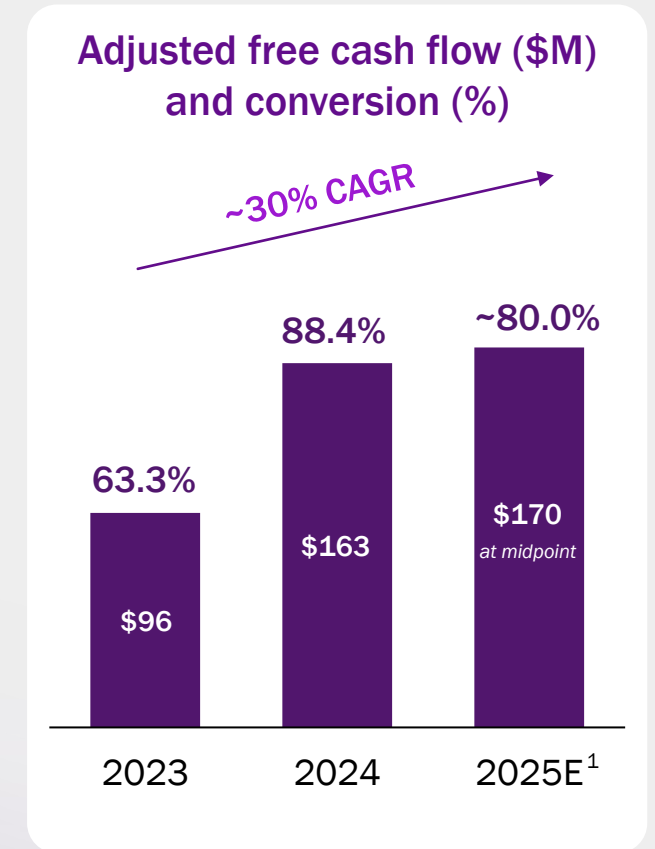
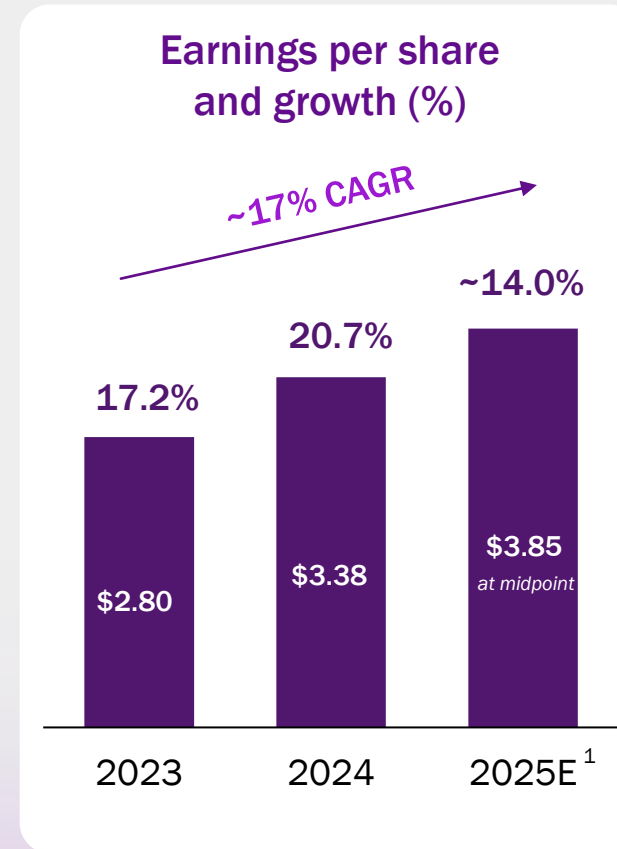
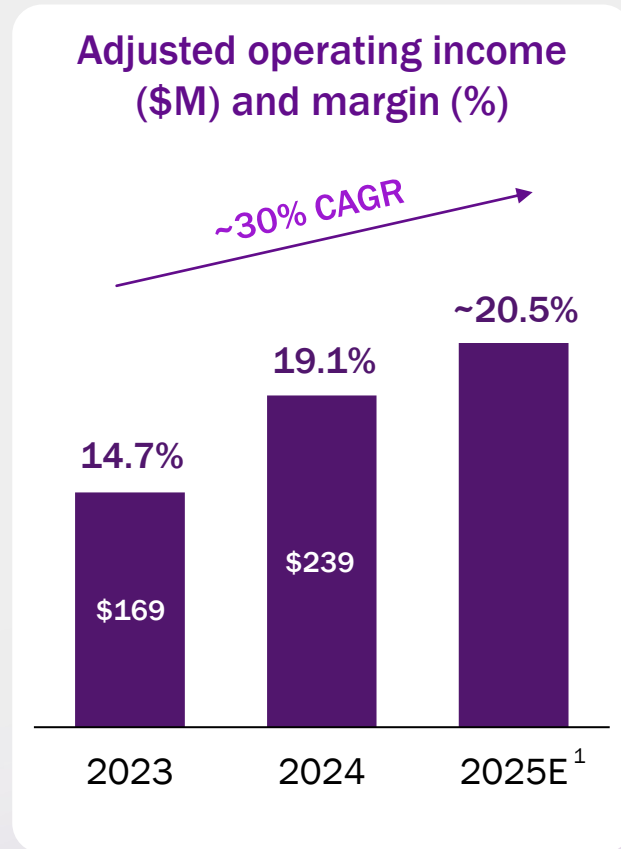
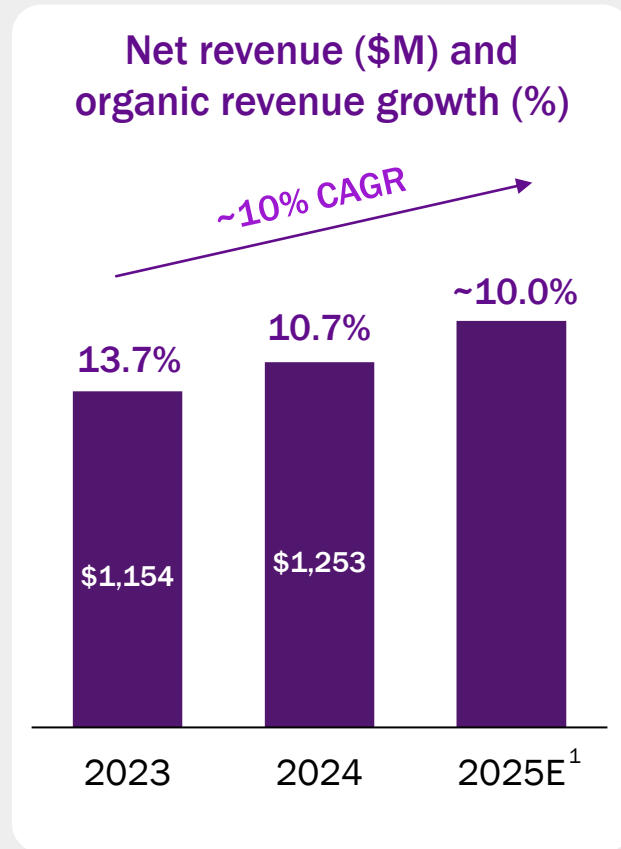
Financial Outlook: Strong Core, Transformative Growth

Alex Shvartsburg
Chief Financial Officer



Differentiated financial performance

Exiting 2025 in position of strength



2025 - 2030 Financial plan for Core & OSA businesses



Mid-single-digit+ core revenue CAGR



Cardiopulmonary

Mid-to-high single-digit revenue CAGR through 2030

Expand adjusted operating margin by **300bps+** by 2030



Epilepsy

Mid-single-digit revenue CAGR through 2030

Expand adjusted operating margin by **200bps** by 2030



Transformational growth



OSA

\$200M - \$400M revenue in 2030

Target launch in 2027 & break-even in 2029

Achieve **25%+** adjusted operating margin by 2030

Strong core businesses fund growth acceleration



2030 OSA revenue target reflects credible range and incorporates key variables

Launch Timing

Timing variability inherent in regulatory process

FDA approval may arrive sooner or later than expected

Impact solely on when revenue ramp begins

Shift would move 2030 revenue closer to either end of range

PolySync Outcomes

Current results only include 10 of 35 patients

Potential to unlock unmatched efficacy

Could drive a step change in the market penetration

Upside implications for 2030 revenue and beyond

Market Growth

Increased diagnosis and awareness could accelerate category growth

Midpoint assumes deceleration vs past three years, but could slow further

More limited impact on 2030 revenue vs other key variables

Rigorously modeled using realistic share assumptions, investment requirements, and analogues from other neuromodulation launches

Long-range financial plan*



2025 – 2030 Revenue: High-single digit+ CAGR

2025 - 2028: Disciplined reinvestment from Core into OSA

Mid-to-high
single digit
Revenue CAGR

Maintain
Annual
Adjusted
Operating
Margin >20%

Mid-to-high-
single digit
EPS
CAGR

80%+ Adjusted
Free Cash Flow
Conversion by
2028



2028 - 2030: Transformational growth & value creation

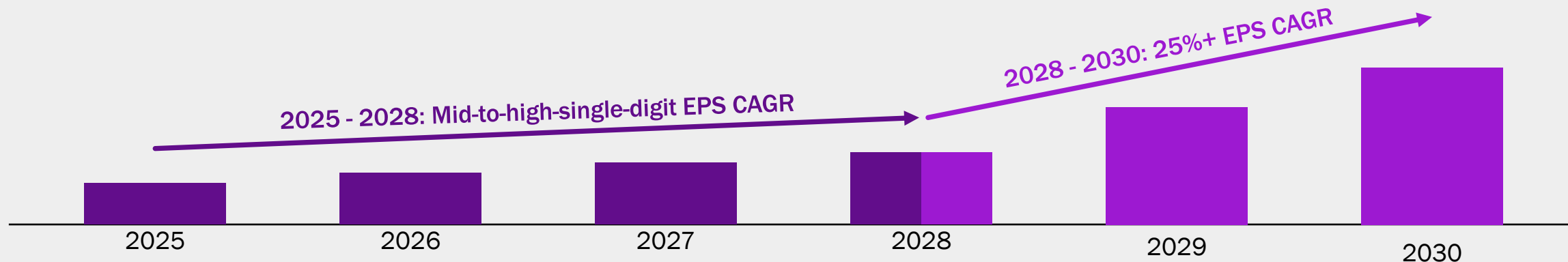
Low-double-
digit Revenue
CAGR

Achieve High-
20s Adjusted
Operating
Margin by 2030

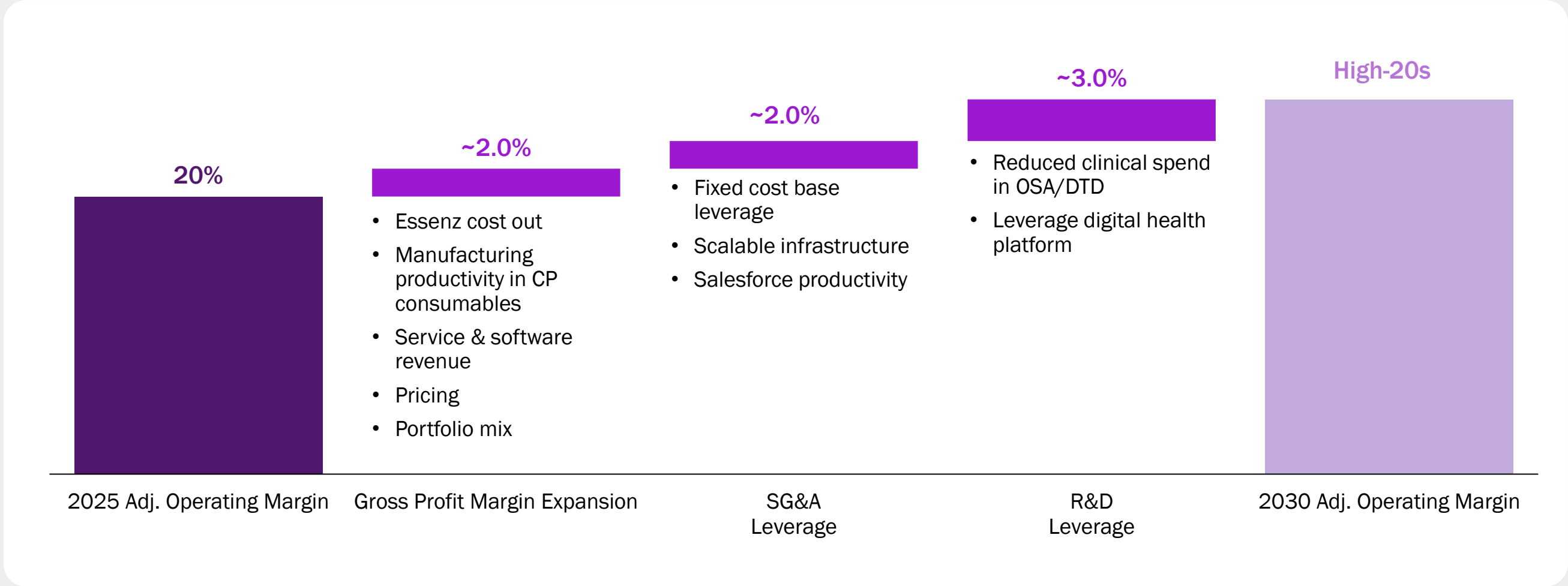
25%+
EPS CAGR

Maintain >80%
Adjusted Free
Cash Flow
Conversion

2025 – 2030 EPS: Low-double-digit to mid-teens CAGR



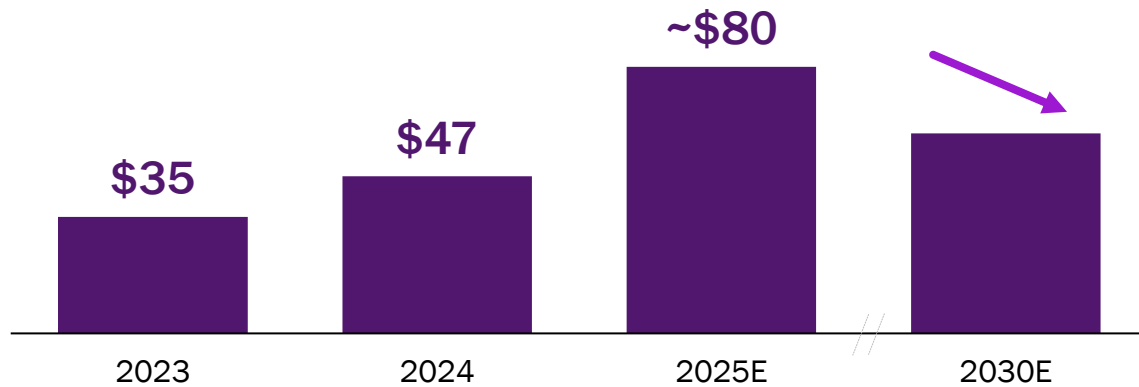
Adjusted operating margin expansion



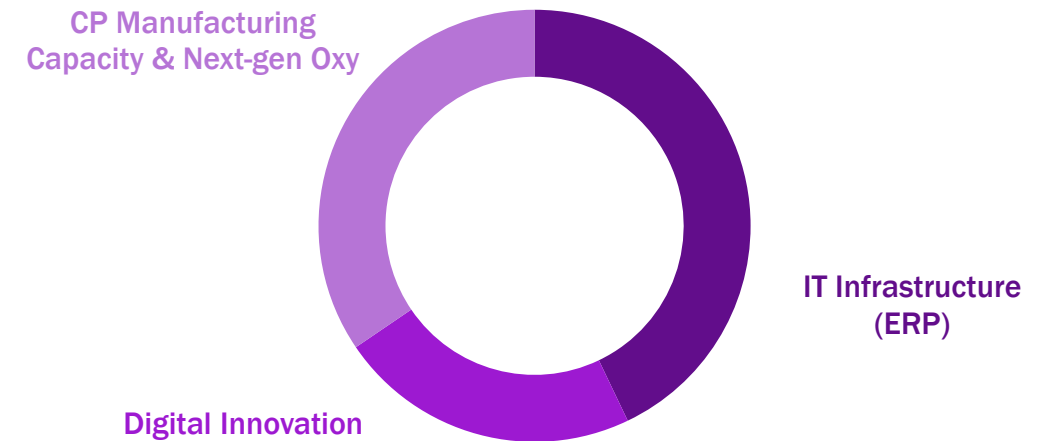
Investing for scalability and growth



Capital spending (\$M)



Investment areas 2025E-2030E



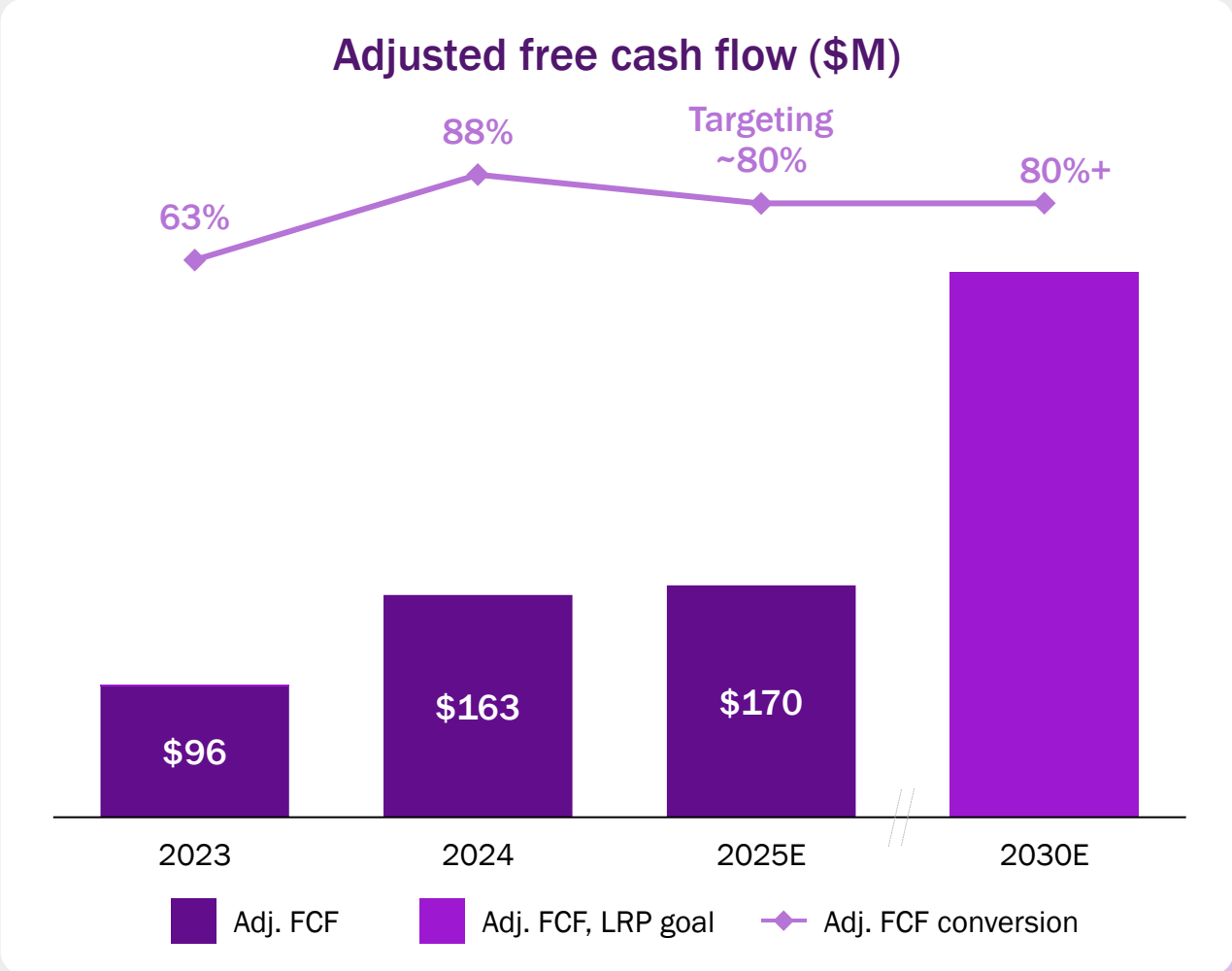
Normalization of capital expenditures driven by completion of:

Oxygenator manufacturing expansion

ERP system upgrade to drive efficiency

Digital health platform

Operational growth and CAPEX normalization to drive adjusted free cash flow generation



Key assumptions

- 1 Near-term CAPEX investments in Cardiopulmonary and infrastructure enhancing durability of growth
- 2 Growth in core businesses, plus OSA commercialization, to drive increased operating cash flow
- 3 CAPEX normalization as near-term projects are completed to support adjusted free cash flow conversion sustainably above 80%
- 4 Near-term SNIA payment expected to reset leverage ratio to approximately 1.0x



Priorities for capital allocation to enhance shareholder value

1 Reinvest to grow and protect core businesses

- Core Innovation
- Oxygenator manufacturing capacity

2 Reinvest to scale de-risked OSA opportunity

- Build out Sleep & ENT channels
- Necessary OSA R&D

3 Disciplined tuck-in M&A as a strategic accelerator to organic growth

- Must be a strategic fit and meet clear financial criteria

IT infrastructure modernization
Digital Health Platform

Key financial highlights



Durable revenue growth in the core, with acceleration from OSA



Margin expansion & capital efficiency drive free cash flow



Disciplined capital allocation against highest return investments

Closing remarks

Vladimir Makatsaria
Chief Executive Officer



Company Overview and Strategy References



LivaNova journey and strategic evolution slide

1. Revenue includes the core businesses and DTD, but excludes TMVR and Surgical Valves
2. Revenue includes the core businesses and DTD, but excludes ACS and includes DTD
3. Revenue includes Cardiopulmonary and Epilepsy. Revenue excludes the projected DTD revenue and corresponding net AOI loss from the base year for CAGR calculations – and on a go forward basis - given uncertainty of CMS decision, including timing.

Delivering financial productivity while positioning for long-term growth slide

1. Full-year 2025 guidance as of November 5, 2025

Portfolio Strategy



LivaNova operates in large high-growth markets with significant unmet needs slide

1. 2025 global estimates for implantable devices based on internal LivaNova estimates.
2. Includes implantable neuromodulation, transcranial magnetic stimulation for depression, ECT, and ketamine. Existing implantable neuromodulation sales are <\$10M.

Innovation provides the source of sustainable growth slide

1. Product roadmap represents expected launch timings and is subject to regulatory and reimbursement approvals and timelines.
2. Product images, names and descriptions are representative and subject to change prior to launch.
3. Innovation metrics are aligned to LivaNova LRP for 2026-2030
4. "Freshness Index" is defined as the proportion of revenue coming from products newly launched in the prior 5 years.
5. Expanded commercial launch pending CMS coverage decision

Strategic priorities and execution roadmap deliver long-term growth slide

- * With positive CMS coverage decision

Epilepsy References



One third of epilepsy patients do not achieve adequate benefit from drugs

1. Kwan and Brodie. New England Journal of Medicine, 2000. Early Identification of Refractory Epilepsy.
2. Centers for Disease Control and Prevention. 2024. Epilepsy Fact and Stats. <https://www.cdc.gov/epilepsy/data-research/facts-stats/index.html>
3. World health Organization. Key Facts, 2024. <https://www.who.int/news-room/fact-sheets/detail/epilepsy>.
4. Epilepsy Foundation. Drug-Resistant Epilepsy, 2020. <https://www.epilepsy.com/treatment/medicines/drug-resistant-epilepsy>.
5. Kwan et al. Epilepsia 2010. Definition of drug resistant epilepsy: Consensus proposal by the ad hoc Task Force of the ILAE Commission on Therapeutic Strategies.

Today's \$700M neuromodulation market for DRE is underpenetrated with significant opportunity for growth

World health Organization. Key Facts, 2024. <https://www.who.int/news-room/fact-sheets/detail/epilepsy>.

Internal data on file on drug treatment rates from IQVIA medical claims analysis.

Centers for Disease Control and Prevention. 2024. Epilepsy Fact and Stats. <https://www.cdc.gov/epilepsy/data-research/facts-stats/index.html>

Kwan and Brodie. New England Journal of Medicine, 2000. Early Identification of Refractory Epilepsy.

Internal data on file on total number of neuromodulation and surgical procedures.

The care pathway for DRE patients is long and arduous with significant opportunity to address key unmet needs slide

1. Campbell, et al. Epilepsia 2024. Delays in the diagnosis and surgical treatment of DRE: A cohort study.
2. Kwan et al. Epilepsia 2024. baseline characteristics and predictors for early implantation of VNS in people with DRE: CORE-VNS.

VNS Therapy™ provides differentiated value as a proven therapy with QOL benefits combined with the lowest risk procedure slide

1. Englot DI, et al. Epilepsy Behav. 2017;66:4-9

VNS Therapy™ provides significant value; 94% of patients wish they would have known sooner slide

Englot DI, et al. Epilepsy Behav. 2017;66:4-9

Epilepsy indication:

The VNS Therapy™ is indicated for use as an adjunctive therapy in reducing the frequency of seizures in patients 4 years of age and older with partial onset seizures that are refractory to antiepileptic medications.

DTD References



Patients can often get better, but they cannot stay better slide

1. Sackheim HA Brain Stimul. 2016;9:313-319.
2. Rush AJ Am J Psychiatry 2006;163:1905-1917.

RECOVER Key Points slide

1. MADRS: Rating scale is a 10 item tool designed to measure the severity of depressive symptoms.
2. Not statistically significant against control
3. Statistically significant

LivaNova continues to actively engage with CMS

1. CMS timelines uncertain

Depression indication:

The VNS Therapy™ system is indicated for the adjunctive long-term treatment of chronic or recurrent depression for patients 18 years of age or older who are experiencing a major depressive episode and have not had an adequate response to four or more adequate antidepressant treatments.

OSA References



OSA market remains underpenetrated with headroom for growth slide

1. Malhotra et al., Lancet Respir Med 2019; 7: 687–98
2. The price of fatigue, The surprising economic costs of unmanaged sleep apnea, Sleep Medicine Harvard Medical School, Dec 2010
3. Based on triangulation of sources including IQVIA HCP survey (27%), 2021 Patel (27%), INSP and NYXH estimates (35%), 2010 Price of Fatigue (40%), 2017 Zhao (48%).
4. Inspire news release – Q1 2025 Financial Results

OSA care pathway has potential to be optimized slide

*Lettieri, M., et al. J Clin Sleep Med. 2024 Jul 1;20(7):1087–1092. doi: 10.5664/jcsm.11092, Sawyer, A., et al. Sleep Med Rev. 2011 Jun 8;15(6):343–356. doi: 10.1016/j.smrv.2011.01.003, Maschauer, E., et al. Breathe, 2017 Mar;13(1):32–43. doi: 10.1183/20734735.014916

Livanova is advancing scientific rigor and patient breadth in HGNS with OSPREY study design and demographics slide

OSA: Obstructive Sleep Apnea; RCT: Randomized Controlled Trial; CCC: Complete Concentric Collapse; AHI: Apnea-Hypopnea Index; BMI: Body Mass Index

OSPREY validates robust effectiveness of pHGNS in a true RCT study design, sustained at 12 mths slide

Responder definition: $\geq 50\%$ AHI reduction from baseline and AHI < 20 events/hr (Sher criteria)

Reimbursement strategy slide

AMA: American Medical Association

AOA-HNS: The American Academy of Otolaryngology and Head and Neck Surgery

The Path Forward: Key Milestones and Upcoming Catalysts slide

*FDA timelines are an estimate

CAUTION: Investigational device. Limited by Federal (or United States) law to investigational use. OR CAUTION: aura6000 is an investigational device, limited by Federal (or United States) law to investigational use.

Finance References



Organic revenue growth, adjusted diluted EPS, adjusted free cash flow, and free cash flow conversion are non-GAAP measures. DTD: Difficult-to-Treat Depression; FCF: Free Cash Flow; LRP: Long range plan; OSA: Obstructive Sleep Apnea

Differentiated Financial Performance slide

1. Based on guidance issued August 6, 2025

Long-range financial plan slide

Note: These financial targets exclude the projected \$10M in DTD revenue and corresponding \$15M in net AOI loss in 2025 from the base year for CAGR calculations – and on a go forward basis - given uncertainty of CMS decision, including timing.

Cash Flow Profile slide

1. Adjusted FCF is a non-GAAP measure. Adjusted free cash flow is defined as net cash provided by operating activities less cash used for the purchase of property, plant, and equipment excluding the impact of 3T litigation settlement payments, cybersecurity incident insurance proceeds, SNIA environmental liability and related financing costs, and gains related to dividends received from investments and further adjusted as needed for other charges, expenses or gains that may not be indicative of the Company's operational performance.
2. FCF Conversion is calculated as FCF divided by adjusted net income available to common stockholders.

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GAAP to Non-GAAP Reconciliations

To supplement financial measures presented in accordance with generally accepted accounting principles in the United States (U.S. GAAP or GAAP), management has disclosed certain additional measures not presented in accordance with GAAP known as “non-GAAP financial measures” or “adjusted financial measures.” Company management uses these non-GAAP measures to monitor the Company’s operational performance and for benchmarking against other medical technology companies. Non-GAAP financial measures used by the Company may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies. These non-GAAP financial measures should be considered along with, but not as alternatives to, operational performance measures as prescribed by GAAP.

In this material, the Company refers to revenue and percentage change in revenue on a comparable, constant-currency, and organic basis. Company management believes that these non-GAAP measures provide a useful way to evaluate the revenue performance of LivaNova and to compare the revenue performance of current periods to prior periods on a consistent basis. Constant-currency percent change measures the change in revenue between current and prior-year periods using average exchange rates in effect during the applicable prior-year period. Organic revenue percent change excludes the impact of acquisitions, divestitures, and currency translation effects.

LivaNova calculates forward-looking non-GAAP financial measures based on internal forecasts that omit certain amounts that would be included in GAAP financial measures. For example, forward-looking net revenue growth projections are estimated on a constant-currency basis and exclude the impact of foreign currency fluctuations. Forward-looking non-GAAP adjusted diluted earnings per share guidance exclude items such as, but not limited to, changes in fair value of derivatives and contingent consideration arrangements and asset impairment charges that would be included in comparable GAAP financial measures. The most directly comparable GAAP measure for adjusted free cash flow is net cash provided by operating activities. Adjusted free cash flow is defined as net cash provided by operating activities less cash used for the purchase of property, plant, and equipment excluding the impact of 3T litigation settlement payments, cybersecurity incident insurance proceeds, SNIA environmental liability and related financing costs, and gains related to dividends received from investments and further adjusted as needed for other charges, expenses or gains that may not be indicative of the Company's operational performance. However, non-GAAP financial adjustments on a forward-looking basis are subject to uncertainty and variability as they are dependent on many factors, including but not limited to, the effect of foreign currency exchange fluctuations, impacts from potential acquisitions or divestitures, the ultimate outcome of legal proceedings, gains or losses on the potential sale of businesses or other assets, restructuring costs, merger and integration activities, changes in fair value of derivatives, and contingent consideration arrangements, asset impairment charges and the tax impact of the aforementioned items, tax law changes, or other tax matters. Accordingly, the Company does not reconcile non-GAAP financial measures on a forward-looking basis as it is impractical to do so without unreasonable effort.

Adjusted financial measures such as organic revenue, adjusted cost of sales, adjusted gross profit, adjusted selling, general, and administrative expense, adjusted research and development expense, adjusted other operating expenses, adjusted operating income, adjusted income before tax, adjusted income tax expense, adjusted net income, and adjusted diluted earnings per share, are measures that LivaNova generally uses to facilitate management review of the operational performance of the company, to serve as a basis for strategic planning, and in the design of incentive compensation plans. Additionally, the Company uses the non-GAAP liquidity measure adjusted free cash flow. The Company believes that the presentation of these adjusted financial measures allows investors to evaluate the Company’s operational performance for different periods on a more comparable and consistent basis, and with other medical technology companies by adjusting for items that are not related to the operational performance of the Company or incurred in the ordinary course of business.



GAAP to Non-GAAP Reconciliations - Unaudited

RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES - UNAUDITED (U.S. dollars in Constant Currency)

	Year Ended December 31,		Actual Growth Rate		Growth Rate	
	2024	2023	2024	2023	2024	2023
GAAP net revenue	\$1,253.4	\$1,153.5	8.7%	12.9%	9.3%	13.3%
Less: ACS ⁽¹⁾	11.6	25.2	N/A	N/A	N/A	N/A
Organic net revenue	<u>\$1,241.8</u>	<u>\$1,128.4</u>	10.1%	13.2%	10.7%	13.7%

⁽¹⁾ Includes net revenue from the Company's former

- Numbers may not add precisely due to rounding.

RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES - UNAUDITED

	Year Ended December 31,	
	2024	2023
<u>Adjusted free cash flow reconciliation</u>		
Net cash provided by operating activities	\$183.0	\$74.9
Less: Purchases of plant, property, and equipment	(47.1)	(35.0)
Less: Cybersecurity incident insurance proceeds	(5.1)	-
Less: Cash received from tax stimulus	-	(9.9)
Less: Dividends received from investments	-	(1.5)
Add: 3T Heater-Cooler litigation payments	17.4	53.7
Add: SNIA financing and other costs	14.6	14.1
Adjusted free cash flow	<u>\$162.9</u>	<u>\$96.3</u>

<u>Adjusted net income reconciliation</u>		
Net income	\$63.2	\$17.5
Merger and integration expenses	-	0.1
Restructuring expenses	13.4	1.0
Depreciation and amortization expenses	17.1	26.0
Impairment	5.8	102.6
Financing transactions	(1.9)	(24.2)
Contingent consideration	3.3	9.4
Certain legal and regulatory costs	42.4	60.9
Stock-based compensation costs	33.9	36.4
Certain tax adjustments	(24.0)	(108.1)
Certain interest adjustments	31.0	30.5
Adjusted net income	<u>\$184.3</u>	<u>\$152.0</u>

<u>Last twelve months free cash flow conversion ratio</u>		
GAAP	289.5%	427.0%
Adjusted	88.4%	63.3%

- Numbers may not add precisely due to rounding.

GAAP to Non-GAAP Reconciliations - Unaudited



RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES - UNAUDITED (U.S. dollars in millions, except per share amounts)

Year Ended December 31, 2024	GAAP Financial Measures	Specified Items									Adjusted Financial Measures
		Restructuring Expenses ⁽¹⁾	Depreciation and Amortization Expenses ⁽²⁾	Impairment ⁽³⁾	Financing Transactions ⁽⁴⁾	Contingent Consideration ⁽⁵⁾	Certain Legal & Regulatory Costs ⁽⁶⁾	Stock-based Compensation Costs ⁽⁷⁾	Certain Tax Adjustments ⁽⁸⁾	Certain Interest Adjustments ⁽⁹⁾	
Cost of sales	\$400.0	\$-	(\$6.8)	\$-	\$-	(\$1.3)	\$0.7	(\$1.2)	\$-	\$-	\$391.4
Gross profit percent	68.1%	-%	0.5%	-%	-%	0.1%	(0.1%)	0.1%	-%	-%	68.8%
Selling, general, and administrative	508.9	-	(10.5)	-	-	-	(20.4)	(26.3)	-	-	451.7
Selling, general, and administrative as a percent of net revenue	40.6%	-%	(0.8%)	-%	-%	-%	(1.6%)	(2.1%)	-%	-%	36.0%
Research and development	182.5	-	0.2	-	-	(2.0)	(3.1)	(6.4)	-	-	171.2
Research and development as a percent of net revenue	14.6%	-%	-%	-%	-%	(0.2%)	(0.2%)	(0.5%)	-%	-%	13.7%
Other operating expenses	33.0	(13.4)	-	-	-	-	(19.7)	-	-	-	-
Operating income	129.1	13.4	17.1	-	-	3.3	42.4	33.9	-	-	239.2
Operating margin percent	10.3%	1.1%	1.4%	-%	-%	0.3%	3.4%	2.7%	-%	-%	19.1%
Net income	63.2	13.4	17.1	5.8	(1.9)	3.3	42.4	33.9	(24.0)	31.0	184.3
Net income as a percent of net revenue	5.0%	1.1%	1.4%	0.5%	(0.1%)	0.3%	3.4%	2.7%	(1.9%)	2.5%	14.7%
Diluted EPS	\$1.16	\$0.24	\$0.31	\$0.11	(\$0.03)	\$0.06	\$0.78	\$0.62	(\$0.44)	\$0.57	\$3.38

GAAP results for the year ended December 31, 2024 include:

⁽¹⁾ Restructuring expenses related to organizational changes

⁽²⁾ Depreciation and amortization associated with purchase price accounting

⁽³⁾ Impairment of investment in ShiraTronics, Inc.

⁽⁴⁾ Loss on debt extinguishment, as well as mark-to-market adjustments for the 2025 & 2029 Notes embedded and capped call derivatives

⁽⁵⁾ Remeasurement of contingent consideration related to the ImThera acquisition

⁽⁶⁾ 3T Heater-Cooler litigation provision, legal expenses primarily related to 3T Heater-Cooler defense, cybersecurity incident costs net of insurance reimbursement, MDR costs, and costs related to the SNIA matter

⁽⁷⁾ Non-cash expenses associated with stock-based compensation costs

⁽⁸⁾ The impact of valuation allowances, discrete tax items, the tax impact of intercompany transactions, and the tax impact on non-GAAP adjustments

⁽⁹⁾ Interest expense on the Term Facilities, non-cash interest expense on the 2025 and 2029 Notes and Revolving Credit Facility, and interest income on the collateral for the SNIA litigation guarantee and delayed draw on Term Facilities

• Numbers may not add precisely due to rounding.

GAAP to Non-GAAP Reconciliations - Unaudited



RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES - UNAUDITED (U.S. dollars in millions, except per share amounts)

Year Ended December 31, 2023	GAAP Financial Measures	Specified Items										Adjusted Financial Measures
		Merger and Integration Expenses ⁽¹⁾	Restructuring Expenses ⁽²⁾	Depreciation and Amortization Expenses ⁽³⁾	Impairment ⁽⁴⁾	Financing Transactions ⁽⁵⁾	Contingent Consideration ⁽⁶⁾	Certain Legal & Regulatory Costs ⁽⁷⁾	Stock-based Compensation Costs ⁽⁸⁾	Certain Tax Adjustments ⁽⁹⁾	Certain Interest Adjustments ⁽¹⁰⁾	
Cost of sales	\$397.7	\$-	\$-	(\$14.7)	(12.6)	\$-	(\$3.8)	\$-	(\$1.0)	\$-	\$-	\$365.6
Gross profit percent	65.5%	-%	-%	1.3%	1.1%	-%	0.3%	-%	0.1%	-%	-%	68.3%
Selling, general, and administrative	502.7	-	-	(11.5)	-	-	-	(21.3)	(29.4)	-	-	440.5
Selling, general, and administrative as a percent of net revenue	43.6%	-%	-%	(1.0%)	-%	-%	-%	(1.8%)	(2.6%)	-%	-%	38.2%
Research and development	193.8	-	-	0.2	-	-	(5.6)	(4.3)	(6.0)	-	-	178.1
Research and development as a percent of net revenue	16.8%	-%	-%	-%	-%	-%	(0.5%)	(0.4%)	(0.5%)	-%	-%	15.4%
Other operating expenses	37.8	(0.1)	(1.0)	-	-	-	-	(36.8)	-	-	-	-
Operating (loss) income	(68.5)	0.1	1.0	26.0	102.6	-	9.4	62.4	36.4	-	-	169.3
Operating margin percent	(5.9%)	-%	0.1%	2.3%	8.9%	-%	0.8%	5.4%	3.2%	-%	-%	14.7%
Net income	17.5	0.1	1.0	26.0	102.6	(24.2)	9.4	60.9	36.4	(108.1)	30.5	152.0
Net income as a percent of net revenue	1.5%	-%	0.1%	2.3%	8.9%	(2.1%)	0.8%	5.3%	3.2%	(9.4%)	2.6%	13.2%
Diluted EPS	\$0.32	\$0.00	\$0.02	\$0.48	\$1.89	(\$0.45)	\$0.17	\$1.12	\$0.67	(\$1.99)	\$0.56	\$2.80

GAAP results for the year ended December 31, 2023 include:

⁽¹⁾ Merger and integration expenses related to the acquisition of ALung Technologies, Inc.

⁽²⁾ Restructuring expenses related to organizational changes

⁽³⁾ Depreciation and amortization associated with purchase price accounting

⁽⁴⁾ ACS inventory obsolescence adjustment and impairment of long-lived assets

⁽⁵⁾ Mark-to-market adjustment for the embedded and capped call derivatives associated with the 2025 Notes

⁽⁶⁾ Remeasurement of contingent consideration related to acquisitions

⁽⁷⁾ 3T Heater-Cooler litigation provision, legal expenses primarily related to 3T Heater-Cooler defense, the Saluggia site provision, costs related to the SNIA matter, MDR costs, and cybersecurity incident costs

⁽⁸⁾ Non-cash expenses associated with stock-based compensation costs

⁽⁹⁾ The impact of valuation allowances, discrete tax items, R&D tax credits, the tax impact of intercompany transactions, and the tax impact on non-GAAP adjustments

⁽¹⁰⁾ Non-cash interest expense on the 2025 Notes and Revolving Credit Facility, interest expense on the Term Facilities, and interest income on the collateral for the SNIA litigation guarantee and delayed draw on Term Facilities

• Numbers may not add precisely due to rounding.

Glossary of acronyms and key terms



Business Specific		Business Specific		Business Specific		Financial & Other		Financial & Other	
ACS	Acute circulatory support	DTC	Direct-to-consumer	MADRS	Montgomery-Asberg depression rating scale	1H	First half	K	Thousand
AHI	Apnea-hypopnea index	DTD	Difficult-to-treat depression	MDD	Major depressive disorder	AOI	Adjusted operating income	KPI	Key performance indicator
AMA	American Medical Association	ECT	Electro-convulsive therapy	MRI	Magnetic resonance imaging	APAC	Asia pacific	LDD	Low double-digit
AOA-HNS	American Academy of Otolaryngology - Head and Neck Surgery	ENT	Otolaryngologist	NM	Neuromodulation	ASP	Average selling price	LRP	Long-range plan
ASM	Anti-seizure medication	EOS	End of service	NPI	New patient implant	B	Billion	LSD	Low-single digit
ATS	Autotransfusion	EPI	Epilepsy	OSA	Obstructive sleep apnea	BPS	Basis points	LTM	Last twelve months
BLE	Bluetooth-enabled	FDA	Food and Drug Administration	OXY	Oxygenator	CAGR	Compound annual growth rate	M	Million
BMI	Body mass index	FS	Field specialists	pHGNS	Proximal hypoglossal nerve stimulation	CAPEX	Capital expenditure	MSD	Mid-single digit
CCC	Complete concentric collapse	GLP-1	Glucagon-like peptide 1	QOL	Quality of life	COGS	Cost of goods sold	Ops	Operations
CMS	Centers for Medicare and Medicaid Services	HCP	Healthcare provider	RCT	Randomized controlled trial	DD	Double-digit	P&L	Profit and loss
COPD	Chronic obstructive pulmonary disease	HF	Heart failure	SW	Software	EOY	End of year	PMA	Pre-market approval
CP	Cardiopulmonary	HGNS	Hypoglossal nerve stimulation	TM	Territory managers	EPS	Earnings per share	R&D	Research and development
CPAP	Continuous positive airway pressure	HLM	Heart-lung machine	TMS	Transcranial magnetic stimulation	ERP	Enterprise resource planning	ROW	Rest of world
CPB	Cardiopulmonary bypass	HST	Home sleep test	TMVR	Transcatheter mitral valve replacement	FCF	Free cash flow	SG&A	Sales, general, and administrative
DISE	Drug-induced sleep endoscopy	IPG	Implantable pulse generator	UX	User experience	GM	Gross margin	TBD	To be determined
DRE	Drug-resistant epilepsy	M&A	Mergers and acquisitions	VNS	Vagus nerve stimulation	HSD	High-single digit	WAMGR	Weight-average market growth rate