

# Recast Financials to Show Effects of Cardiac Rhythm Management Discontinued Operations

On November 20, 2017, LivaNova PLC, ("we" or the "Company") entered into a letter of intent ("LOI") to sell the Cardiac Rhythm Management Business Franchise ("CRM") to MicroPort Scientific Corporation for \$190.0 million in cash. We expect to enter into the definitive acquisition agreement contemplated by the LOI following completion of the notification and consultation process with CRM's employee works councils as required by local laws. Completion of the transaction is subject to receipt of relevant regulatory approvals, including fulfilling the requirements of the Hong Kong Stock Exchange's Major Transaction requirements, and other customary closing conditions. We expect the transaction to close in the second quarter of 2018. We concluded that the sale of CRM represents a strategic shift in our business that will have a major effect on future operations and financial results and therefore qualifies as a discontinued operation under U.S. GAAP.

We are providing unaudited quarterly information for the nine months ended September 30, 2017 and the twelve months ended December 31, 2016 recast to classify the results of CRM as discontinued operations in our consolidated statements of income (loss). These changes had no effect on net income (loss) for these periods, as reported in our Quarterly Report on Form 10-Q for the three, six and nine months ended March 31, 2017, June 30, 2017 and September 30, 2017, and our Annual Report on Form 10-K for the year ended December 31, 2016. We believe that the unaudited recast financial information will be helpful to users of our financial statements in better understanding our fourth quarter and full year 2017 financial results.

The recast financial information is attached hereto. Such information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

The recast information includes financial measurements that present financial information not necessarily in accordance with U.S. GAAP. Company management uses these measurements as aids in monitoring the Company's ongoing financial performance from quarter to quarter and year to year on a regular basis 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 are described and reconciled to their GAAP counterparts below and should be considered along with, but not as alternatives to, the operating performance measure as prescribed by GAAP.

# LIVANOVA PLC AND SUBSIDIARIES CONSOLIDATED STATEMENT OF INCOME (LOSS) Unaudited U.S. dollars in millions, except per share amounts

		arch 31, 2017		ne 30, 2017		ember 30, 2017
Net sales	\$	226.8	\$	255.8	\$	251.3
Cost of sales		80.0		84.1		87.7
Product remediation		(0.8)		1.7		1.6
Gross profit		147.6		170.0		161.9
Operating expenses						
Selling, general and administrative		87.4		94.4		97.2
Research and development		20.4		33.9		22.9
Merger and integration expenses		2.2		3.5		2.0
Restructuring expenses		10.0		2.6		1.2
Amortization of intangibles		8.0		8.1		8.5
Total operating expenses		127.9		142.5		131.8
Operating income from continuing operations		19.7		27.6		30.0
Interest income (expense), net		(2.0)		(1.3)		(1.2)
Gain on acquisition of Caisson Interventional, LLC		0.0		39.4		0.0
Foreign exchange and other gains (losses)		3.2		(2.6)		0.5
Income from continuing operations before income taxes Income tax expense		<u>20.9</u> 5.7		<u>63.1</u> 3.3		<u>29.3</u> 1.9
Losses from equity method investments		(2.0)		3.3 (14.1)		(0.4)
Income from continuing operations		13.2		45.7		27.0
(Loss) income from discontinued operations, net of tax		(2.0)		1.8		0.8
Net income	\$	11.3	\$	47.5	\$	27.8
	Ψ	11.0	<u> </u>	11.0	<u> </u>	21.0
Earnings (Loss) per share - Basic:						
Continuing operations	\$	0.28	\$	0.95	\$	0.56
Discontinued operations		(0.05)		0.04		0.02
	\$	0.23	\$	0.99	\$	0.58
Earnings (Loss) per share - Diluted:						
Continuing operations	\$	0.27	\$	0.95	\$	0.56
Discontinued operations		(0.04)		0.03		0.01
	\$	0.23	\$	0.98	\$	0.57
Shares used in computing earnings (loss) per share						
Basic		48.1		48.1		48.2
Diluted		48.2		48.3		48.5
Adjusted Gross Profit <sup>(1)</sup>	\$	148.0	\$	173.0	\$	165.0
Adjusted SG&A <sup>(1)</sup>		81.9		86.1		90.3
Adjusted R&D <sup>(1)</sup>		20.2		22.7		21.1
Adjusted operating Income from continuing operations <sup>(1)</sup>		45.8		64.1		53.5
Adjusted income from continuing operations (1)		32.4		44.8		40.2
Adjusted diluted earnings per share from continuing operations <sup>(1)</sup>	\$	0.67	\$	0.93	\$	0.83
Statistics (as a % of net sales, except for income tax rate)						
Adjusted Gross Profit <sup>(1)</sup>		65.2%		67.6%		65.7%
Adjusted SG&A <sup>(1)</sup>		36.1%		33.7%		36.0%
Adjusted R&D <sup>(1)</sup>		8.9%		8.9%		8.4%
-						
Adjusted operating income from continuing operations <sup>(1)</sup>		20.2%		25.1%		21.3%
Adjusted income from continuing operations <sup>(1)</sup>		14.3%		17.5%		16.0%
Adjusted income tax rate <sup>(1)</sup>		23.5%		24.0%		23.5%

(1) Adjusted financial measures are Non-GAAP measures and exclude specified items as described and reconciled to compare GAAP financial measures in the Reconciliation of GAAP to non-GAAP Financial Measures.

LIVANOVA PLC AND SUBSIDIARIES CONSOLIDATED STATEMENT OF INCOME (LOSS) Unaudited

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

	arch 31, 2016	J	une 30, 2016	ember 30, 2016	ember 31, 2016	 ar Ended ember 31, 2016
Net sales	\$ 225.2	\$	251.5	\$ 238.5	\$ 249.6	\$ 964.9
Cost of sales	92.8		102.2	83.9	88.9	367.8
Product remediation	0.7		0.8	0.7	35.3	37.5
Gross profit	 131.7		148.5	153.9	125.4	559.5
Operating expenses				 	 	 
Selling, general and administrative	88.2		91.3	81.6	95.7	356.8
Research and development	20.0		20.0	22.5	20.0	82.5
Merger and integration expenses	6.8		6.2	7.5	-	20.4
Restructuring expenses	13.4		3.4	3.8	16.8	37.4
Amortization of intangibles	 12.4		2.6	 8.1	 7.9	 31.0
Total operating expenses	 140.8		123.4	 123.5	 140.3	 528.1
Operating (loss) income from continuing operations	 (9.1)		25.0	 30.4	 (14.9)	 31.4
Interest income (expense), net	(1.0)		(1.7)	(2.9)	(3.4)	(8.9)
Foreign exchange and other (losses) gains	 (1.2)		(0.4)	 1.2	 3.6	 3.1
(Loss) income from continuing operations before income taxes	 (11.3)		23.0	 28.6	 (14.6)	 25.7
Income tax (benefit) expense	(2.2)		8.3	9.5	(10.5)	5.1
Losses from equity method investments	 (1.9)		(1.9)	 (12.7)	 (2.2)	 (18.7)
(Loss) income from continuing operations	(11.0)		12.7	6.4	(6.3)	1.9
Loss from discontinued operations, net of tax	 (29.4)		(3.8)	 (8.0)	 (23.5)	 (64.7)
Net (loss) income	\$ (40.4)	\$	9.0	\$ (1.6)	\$ (29.8)	\$ (62.8)
Earnings (Loss) per share - Basic:						
Continuing operations	\$ (0.22)	\$	0.26	\$ 0.13	\$ (0.13)	\$ 0.04
Discontinued operations	 (0.61)		(0.08)	 (0.16)	 (0.48)	 (1.33)
	\$ (0.83)	\$	0.18	\$ (0.03)	\$ (0.61)	\$ (1.29)
Earnings (Loss) per share - Diluted:						
Continuing operations	\$ (0.22)	\$	0.26	\$ 0.13	\$ (0.13)	\$ 0.04
Discontinued operations	 (0.61)		(0.08)	 (0.16)	 (0.48)	 (1.32)
	\$ (0.83)	\$	0.18	\$ (0.03)	\$ (0.61)	\$ (1.28)
Shares used in computing earnings (loss) per share						
Basic	48.9		49.1	49.1	48.5	48.9
Diluted	48.9		49.2	49.3	48.5	49.0
Adjusted Gross Profit (1)	\$ 147.3	\$	163.8	\$ 155.7	\$ 161.3	\$ 628.0
Adjusted SG&A (1)	83.3		87.4	77.1	87.4	335.2
Adjusted R&D (1)	19.8		19.9	21.5	19.7	80.9
Adjusted operating Income from continuing operations (1)	44.3		56.4	57.0	54.2	211.9
Adjusted income from continuing operations <sup>(1)</sup>	29.8		37.4	40.7	40.6	148.5
Adjusted diluted earnings per share from continuing operations <sup>(1)</sup>	\$ 0.61	\$	0.76	\$ 0.83	\$ 0.83	\$ 3.03
Statistics (as a % of net sales, except for income tax rate)	05 404		05 467	05.007	04.007	05 407
Adjusted Gross Profit <sup>(1)</sup>	65.4%		65.1%	65.3%	64.6%	65.1%
Adjusted SG&A (1)	37.0%		34.8%	32.3%	35.0%	34.7%
Adjusted R&D (1)	8.8%		7.9%	9.0%	7.9%	8.4%
Adjusted operating income from continuing operations <sup>(1)</sup>	19.7%		22.4%	23.9%	21.7%	22.0%
Adjusted income from continuing operations (1)	13.2%		14.9%	17.1%	16.2%	15.4%
Adjusted income tax rate <sup>(1)</sup>	24.8%		29.1%	24.2%	20.7%	24.7%
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(1) Adjusted financial measures are Non-GAAP measures and exclude specified items as described and reconciled to compare GAAP financial measures in the Reconciliation of GAAP to non-GAAP Financial Measures.
\* Numbers may not add up precisely due to rounding.

pecified Items Merger and integration expenses (A) Restructuring expenses (B) Depreciation, Amortization & Inventory Step-Up (C) Product remediation (D) Other income/(expenses) & litigations (E)	Sales	Gross profit	Operating income from continuing operations	Income from continuing operations	Diluted EPS from continuing operations
GAAP Financial Measures	\$226.8	\$147.6	\$19.7	\$13.2	\$ 0.27
Specified Items					
Merger and integration expenses (A)			2.2	1.6	0.03
Restructuring expenses (B)			10.0	8.7	0.18
Depreciation, Amortization & Inventory Step-Up (C)		1.1	9.4	4.6	0.10
Product remediation (D)		(0.8)	(0.8)	(0.5)	(0.01)
Other income/(expenses) & litigations (E)			1.6	(2.2)	(0.05)
Equity compensation (F)			3.8	3.2	0.07
Certain interest adjustments (G)				1.1	0.02
Certain tax adjustments (H)				2.6	0.05
Adjusted financial measures	\$226.8	\$148.0	\$45.8	\$32.4	\$0.67

GAAP results for the three months ended March 31, 2017 include:

(A) Merger and integration expenses related to our legacy companies

(B) Restructuring expenses related to organizational changes

(C) Includes depreciation and amortization associated with final purchase price accounting

(D) Costs related to the 3T Heater-Cooler remediation plan

(E) Legal expenses related to 3T, other minor litigations and Caisson acquisition

(F) Includes \$3.6m related to SG&A and \$0.2m related to R&D

(G) Primarily interest related to intellectual property migration and other non-recurring impacts to interest expense

(H) Primarily relates to discrete tax items and the tax impact of intercompany transactions

	Sales	Gross profit	(loss) from continuing operations	Income (loss) from continuing operations	Diluted EPS from continuing operations
GAAP Financial Measures	\$225.2	\$131.7	(\$9.1)	(\$11.0)	\$ (0.22)
Specified Items					
Merger and integration expenses (A)			6.8	5.9	0.12
Restructuring expenses (B)			13.4	11.9	0.24
Depreciation, Amortization & Inventory Step-Up (C)		14.5	26.7	15.0	0.30
Product remediation (D)		0.7	0.7	0.5	0.01
Other income/(expenses) & litigations (E)			0.3	0.4	0.01
Equity compensation (F)		0.4	5.4	4.7	0.10
Certain tax adjustments (G)				2.5	0.05
Adjusted financial measures	\$225.2	\$147.3	\$44.3	\$29.8	\$0.61

# GAAP results for the three months ended March 31, 2016 include:

(A) Merger and integration expenses related to our legacy companies

(B) Restructuring expenses related to organizational changes

(C) Includes depreciation and amortization associated with final purchase price accounting

(D) Costs related to the 3T Heater-Cooler remediation plan

(E) Legal expenses related to 3T, other minor litigations

(F) Includes \$4.7m related to SG&A, \$0.3m related to R&D, and \$0.4m related to COGS

(G) Primarily relates to discrete tax items and the tax impact of intercompany transactions

—	Sales	Gross profit	Operating income from continuing operations	Income from continuing operations	Diluted EPS from continuing operations
GAAP Financial Measures	\$255.8	\$170.0	\$27.6	\$45.7	\$ 0.95
Specified Items					
Merger and integration expenses (A)			2.5	2.0	0.04
Restructuring expenses (B)			2.6	1.7	0.04
Depreciation, Amortization & Inventory Step-Up (C)		0.9	9.3	6.7	0.14
Product remediation (D)		1.7	1.7	1.2	0.02
Caisson acquisition (E)		0.2	12.1	(30.1)	(0.62)
Highlife impairment (F)				13.0	0.27
Other income/(expenses) & litigations (G)			3.9	2.7	0.06
Equity compensation (H)		0.1	4.5	3.6	0.07
Certain tax adjustments (I)				(1.5)	(0.03)
Adjusted financial measures	\$255.8	\$173.0	\$64.1	\$44.8	\$0.93

GAAP results for the three months ended June 30, 2017  $\overline{\rm include:}$ 

(A) Merger and integration expenses related to our legacy companies

(B) Restructuring expenses related to organizational changes

(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, including \$10.9m related to R&D and \$1.0m related to merger and integration costs

(F) Impairment of investments and net receivables

(G) Legal expense related to 3T Heater-Cooler defense and other matters

(H) Includes \$4.1m related to SG&A, \$0.3m related to R&D and \$0.1m related to COGS

(I) Primarily relates to discrete tax items and the tax impact of intercompany transactions

Three Months Ended June 30, 2016	0.8 0.8 0.6 0.7 (0.8) 0.3 3.4 2.7 	Diluted EPS from continuing operations			
GAAP Financial Measures	\$251.5	\$148.5	\$25.0	\$12.7	\$ 0.26
Specified Items					
Merger and integration expenses (A)			6.2	5.2	0.11
Restructuring expenses (B)			3.4	2.8	0.06
Depreciation, Amortization & Inventory Step-Up (C)		14.1	16.9	10.4	0.21
Product remediation (D)		0.8	0.8	0.6	0.01
Other income/(expenses) & litigations (E)			0.7	(0.8)	(0.02)
Equity compensation (F)		0.3	3.4	2.7	0.05
Certain tax adjustments (G)				3.8	0.08
Adjusted financial measures	\$251.5	\$163.8	\$56.4	\$37.4	\$0.76

GAAP results for the three months ended June 30, 2016 include:

(A) Merger and integration expenses related to our legacy companies

(B) Restructuring expenses related to organizational changes

(C) Includes depreciation and amortization associated with final purchase price accounting

(D) Costs related to the 3T Heater-Cooler remediation plan

(E) Includes \$4.7m reimbursement of damages related to 2012 earthquake in Mirandola (Italy), a \$5.0m write-off of receivables from Greek distributors and other minor litigations

(F) Includes \$2.8m related to SG&A, \$0.3m related to R&D, and \$0.3m related to COGS

(G) Primarily relates to discrete tax items and the tax impact of intercompany transactions

-	Sales	Gross profit	Operating income from continuing operations	Income from continuing operations	Diluted EPS from continuing operations
GAAP Financial Measures	\$251.3	\$161.9	\$30.0	\$27.0	\$ 0.56
Specified Items					
Merger and integration expenses (A)			2.2	2.1	0.04
Restructuring expenses (B)			1.2	1.2	0.02
Depreciation, Amortization & Inventory Step-Up (C)		1.2	10.0	10.5	0.22
Product remediation (D)		1.6	1.6	1.1	0.02
Caisson acquisition (E)			1.5	0.9	0.02
Other income/(expenses) & litigations (F)		0.1	1.5		-
Equity compensation (G)		0.1	5.5	3.3	0.07
Certain interest adjustments (H)				0.1	-
Certain tax adjustments (I)				(6.0)	(0.12)
Adjusted financial measures	\$251.3	\$165.0	\$53.5	\$40.2	\$0.83

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

(A) Merger and integration expenses related to our legacy companies

(B) Restructuring expenses related to organizational changes

(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) Contingent consideration related to acquisitions and legal expenses primarily related to 3T Heater-Cooler defense and other matters

(G) Includes \$4.9m related to SG&A, \$0.5m related to R&D and \$0.1m related to COGS

(H) Primarily interest related to intellectual property migration and other non-recurring impacts to interest expense

(I) Primarily relates to discrete tax items and the tax impact of intercompany transactions

Three Months Ended September 30, 2016	Sales	Gross profit	Operating income from continuing operations	Income from continuing operations	Diluted EPS from continuing operations
GAAP Financial Measures	\$238.5	\$153.9	\$30.4	\$6.4	\$ 0.13
Specified Items					
Merger and integration expenses (A)			7.5	3.5	0.07
Restructuring expenses (B)			3.8	2.3	0.05
Depreciation, Amortization & Inventory Step-Up (C)		1.0	8.4	7.3	0.15
Product remediation (D)		0.7	0.7		-
Other income/(expenses) & litigations (E)			1.7	1.6	0.03
Write-off of investments in minorities (F)				9.2	0.19
Equity compensation (G)		0.1	4.5	3.6	0.07
Certain interest adjustments (H)				2.2	0.04
Certain tax adjustments (I)				4.7	0.09
Adjusted financial measures	\$238.5	\$155.7	\$57.0	\$40.7	\$0.83

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

(A) Merger and integration expenses related to our legacy companies

(B) Restructuring expenses related to organizational changes

(C) Includes depreciation and amortization associated with final purchase price accounting

(D) Costs related to the 3T Heater-Cooler remediation plan

(E) Legal expenses related to 3T Heater-Cooler defense and other matters

(F) \$9.2m related to impairment of Respicardia buy-out option

(G) Includes \$0.1m to COGS, \$4.2m related to SG&A and \$0.2m related to R&D

(H) Primarily interest related to intellectual property migration and other non-recurring impacts to interest expense

(I) Primarily relates to discrete tax items and the tax impact of intercompany transactions

Three Months Ended December 31, 2016	ee Months Ended December 31, 2016 Sales Gross		(loss) from continuing operations	Income (loss) from continuing operations	Diluted EPS from continuing operations	
GAAP Financial Measures	\$249.6	\$125.4	(\$14.9)	(\$6.3)	\$ (0.13)	
Specified Items						
Restructuring expenses (A)			16.8	10.2	0.21	
Depreciation, Amortization & Inventory Step-Up (B)		0.7	9.0	9.5	0.19	
Product remediation (C)		35.3	35.3	23.8	0.49	
Other income/(expenses) & litigations (D)			4.3	3.6	0.07	
Equity compensation (E)		(0.1)	3.8	1.5	0.03	
Certain interest adjustments (F)				(0.9)	(0.02)	
Certain tax adjustments (G)				(0.7)	(0.01)	
Adjusted financial measures	\$249.6	\$161.3	\$54.2	\$40.6	\$0.83	

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

(A) Restructuring expenses related to organizational changes

(B) Includes depreciation and amortization associated with final purchase price accounting

(C) Costs related to the 3T Heater-Cooler remediation plan

(D) Includes cost of \$2.6m related to the reassessment of earn-out provisions for two legacy distributor acquisitions and \$0.7m related to a provision for previous years under audit in a foreign jurisdiction

(E) Includes \$3.8m related to SG&A, \$0.1m related to R&D and (\$0.1m) related to COGS

(F) Primarily interest related to intellectual property migration and other non-recurring impacts to interest expense

(G) Primarily relates to discrete tax items and the tax impact of intercompany transactions

Year Ended December 31, 2016	Sales	Gross profit	perating income from continuing operations	Income from continuing operations	cc	ed EPS from ontinuing perations
GAAP Financial Measures	\$ 964.9	\$ 559.5	\$ 31.4	\$ 1.9	\$	0.04
Specified Items						
Merger and integration expenses (A)			20.4	14.5		0.30
Restructuring expenses (B)			37.4	27.2		0.56
Depreciation, Amortization & Inventory Step-Up (C)		30.3	61.1	42.2		0.86
Product remediation (D)		37.5	37.5	24.8		0.51
Other income/(expenses) & litigations (E)			6.9	4.7		0.10
Write-off of investment in minorities (F)				9.2		0.19
Equity compensation (G)		0.7	17.2	12.4		0.25
Certain interest adjustments (H)				1.2		0.03
Certain tax adjustments (I)				10.2		0.21
Adjusted financial measures	\$ 964.9	\$ 628.0	\$ 211.9	\$ 148.5		\$3.03

GAAP results for the year ended December 31, 2016 include:

(A) Merger and integration expenses related to our legacy companies

(B) Restructuring expenses related to organizational changes

(C) Includes depreciation and amortization associated with final purchase price accounting

(D) Costs related to the 3T Heater-Cooler remediation plan

(E) 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

(F) \$9.2M related to the impairment of a purchase option for Respicardia

(G) Includes \$15.6M related to SG&A, \$0.9M related to R&D, and \$0.7M related to Cost of Sales

(H) Primarily interest related to intellectual property migration and other non-recurring impacts to interest expense

(I) Primarily relates to discrete tax items and the tax impact of intercompany transactions