

**Results of 2023 Annual General Meeting**

The Annual General Meeting of LivaNova Plc was held virtually on Monday, June 12, 2023, [recording available here](#). A poll was held for each resolution.

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

**Mr. Francesco Bianchi**

Votes For	Votes Against	Votes Abstain
39,499,405	1,028,170	17,984

**Ms. Stacy EnxingSeng**

Votes For	Votes Against	Votes Abstain
39,041,733	1,487,841	15,985

**Mr. William A. Kozy**

Votes For	Votes Against	Votes Abstain
38,622,336	1,791,747	131,476

**Mr. Daniel Moore**

Votes For	Votes Against	Votes Abstain
39,186,785	1,333,196	25,578

**Dr. Sharon O’Kane**

Votes For	Votes Against	Votes Abstain
39,239,186	1,290,389	15,984

**Ms. Andrea L. Saia**

Votes For	Votes Against	Votes Abstain
38,418,594	2,110,981	15,984

**Mr. Todd Schermerhorn**

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>
39,352,199	1,175,352	18,008

**Ms. Brooke Story**

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>
39,783,581	632,739	129,239

**Mr. Peter Wilver**

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>
37,692,076	2,835,474	18,009

2. Ordinary resolution to approve, on an advisory basis, the Company's compensation of its named executive officers ("U.S. Say-on-Pay").

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>
37,436,778	3,095,082	13,699

3. Ordinary resolution to ratify the appointment of PricewaterhouseCoopers LLP, a Delaware limited liability partnership ("PwC USA"), as the Company's independent registered public accounting firm for 2023.

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>
43,883,022	39,922	14,774

4. Ordinary resolution to approve the Amended and Restated LivaNova PLC 2022 Incentive Award Plan.

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>
39,247,159	1,277,592	20,808

5. Ordinary resolution to generally and unconditionally authorize the directors for the purposes of section 551 of the Companies Act 2006 (the "Companies Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £10,770,848,

provided that:

(A) (unless previously revoked, varied or renewed by the Company) this authority will expire at the end of the next annual general meeting of the Company or, if earlier, the close of business on the date that is fifteen (15) months after the date on which this resolution is passed, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for, or convert securities into, shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for, or convert securities into, shares pursuant to such offers or agreements as if this authority had not expired, and

(B) this authority replaces all subsisting authorities previously granted to the directors for the purposes of section 551 of the Companies Act which, to the extent unused at the date of this resolution, are revoked with immediate effect without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

Votes For	Votes Against	Votes Abstain
43,540,473	381,719	15,526

6. Special Resolution subject to the passing of resolution 5 and in accordance with sections 570 and 573 of the Companies Act, to empower the directors generally to allot equity securities (as defined in section 560 of the Companies Act) for cash pursuant to the authority conferred by resolution 5, and/or to sell ordinary shares (as defined in section 560 of the Companies Act) held by the Company as treasury shares for cash, in each case as if section 561 of the Companies Act (existing shareholders' pre-emption rights) did not apply to any such allotment or sale, provided that this power is limited to the allotment of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of £10,770,848,

provided that:

(A) (unless previously revoked, varied or renewed by the Company) this power will expire at the end of the next annual general meeting of the Company or, if earlier, the close of business on the date that is fifteen (15) months after the date on which this resolution is passed, save that the directors may, before this power expires, make offers or agreements which would or might require equity securities to be allotted and/or treasury shares to be sold after its expiry and the directors may allot equity securities and/or sell treasury shares pursuant to such offers or agreement as if this power had not expired; and

(B) this power replaces (except for any power conferred by resolution 5) all subsisting powers previously granted to the directors for the purposes of section 570 of the Companies Act which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of equity securities already made, offered or agreed to be made under such powers.

Votes For	Votes Against	Votes Abstained
43,107,358	814,021	16,339

7. Ordinary resolution to approve, on an advisory basis, the United Kingdom ("UK") directors' remuneration report in the form set out in the Company's UK annual report for the period ended December 31, 2022.

Votes For	Votes Against	Votes Abstained
38,942,046	1,590,167	13,346

8. Ordinary resolution to receive and adopt the Company's audited UK statutory accounts for the year December 31, 2022, together with the reports of the directors and auditors thereon.

Votes For	Votes Against	Votes Abstained
40,344,853	11,813	188,893

9. Ordinary resolution to re-appoint PricewaterhouseCoopers LLP, a limited liability partnership organized under the laws of England, as the Company's UK statutory auditor for 2023.

Votes For	Votes Against	Votes Abstained
43,882,990	39,754	14,974

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

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>
43,865,986	53,892	17,840

The number of Ordinary Shares in issue on the Record Date (April 21, 2023) was 53,854,241. The total number of votes cast was 43,937,718. Shareholders were entitled to one vote per share.

**Michael Hutchinson**

/s/ **Michael Hutchinson**

**Company Secretary**

Phone: +44 203 325 0665

email: [company.secretariat@livanova.com](mailto:company.secretariat@livanova.com)