



**MERGER DEED RELATING TO THE CROSS-BORDER MERGER OF SORIN S.P.A. WITH
AND INTO LIVANOVA PLC EXECUTED AND REGISTERED WITH THE COMPANIES
REGISTER**

CROSS-BORDER MERGER TO BECOME EFFECTIVE AS FROM OCTOBER 19, 2015

**LIVANOVA PLC SHARES TO COMMENCE TRADING ON OCTOBER 19, 2015
ON THE NASDAQ GLOBAL MARKET AND THE LONDON STOCK EXCHANGE**

Milan, Italy, October 12, 2015 – Sorin S.p.A. (MTA; Reuters Code: SORN.MI) (“**Sorin**”), a global medical device company and a leader in the treatment of cardiovascular diseases, announced that the merger deed relating to the completion of the cross-border merger of Sorin with and into its U.K. subsidiary, LivaNova PLC (“**LivaNova**”) (the “**Sorin Merger**”) has been executed and registered today with the Milan companies’ register. The Sorin Merger will become effective at 12:01 a.m. GMT on October 19, 2015. Thereafter, at 12:01 a.m. EDT on October 19, 2015, the merger of Cypher Merger Sub Inc., a U.S. subsidiary of LivaNova, with and into Cyberonics, Inc. (NASDAQ: CYBX, “**Cyberonics**”), a medical device company with core expertise in neuromodulation will also become effective (the “**Cyberonics Merger**”). At the effective time of the Sorin Merger, each outstanding Sorin share held by Sorin shareholders will be converted into the right to receive 0.0472 ordinary shares of £1.00 nominal value each in the share capital of LivaNova, and at the effective time of the Cyberonics Merger, each outstanding share of Cyberonics common stock held by Cyberonics stockholders will be converted into the right to receive 1 ordinary share of £1.00 nominal value each in the share capital of LivaNova.

The shares of LivaNova (Ticker Symbol: LIVN; ISIN code GB00BYMT0J19; CUSIP code: G5509L101) will commence trading on the NASDAQ Global Market and the main market of the London Stock Exchange at 9:30 a.m. EDT on October 19, 2015.

The last day of trading of Sorin shares on the Mercato Telematico Azionario organized and managed by Borsa Italiana (Italian Stock Exchange) and of Cyberonics shares on the NASDAQ Global Market will be October 16, 2015.

Upon the Sorin Merger becoming effective, LivaNova shares will be initially issued to Cede & Co. and centralized in the Depository Trust & Clearing Corp. (“**DTCC**”) in the participant account of Computershare Trust Co. N.A. and credited in lieu of Sorin shares on the basis of a valid election, by each shareholder, through its Monte Titoli Participant, to receive their new LivaNova shares directly into their designated DTC custodian account (for the Nasdaq listing) or into their designated CREST Participant account (for the London Stock Exchange listing). For Cyberonics stockholders, there will be an exchange co-ordinated by Computershare, whereby Cyberonics shares held in the accounts of intermediaries participating in the clearing system managed by DTCC will be automatically replaced with LivaNova shares.

Given the exchange ratio of 0.0472 new ordinary shares of LivaNova for every ordinary share of Sorin owned, fractional entitlements of Sorin shareholders will be made by payment in cash of the relevant fraction of LivaNova shares issued pursuant to the Sorin Merger. The fractions will be settled on the basis of the official price registered on the Italian Stock Exchange for the ordinary shares of Sorin on October 16, 2015, the last trading day of such ordinary shares before the effective date of the Sorin Merger. LivaNova shall pay all commissions, transfer taxes and other out-of-pocket transaction costs of, and compensation to, the appointed exchange agent incurred in connection with dealing with any such fractional share. Sorin and LivaNova will charge no costs to Sorin shareholders in relation to the allotment of LivaNova shares.

About Sorin

Sorin (www.sorin.com) is a global, medical device company and a leader in the treatment of cardiovascular diseases. Sorin develops, manufactures, and markets medical technologies for cardiac surgery and for the treatment of cardiac rhythm disorders. With approximately 3,900 employees worldwide, Sorin focuses on two major therapeutic areas: Cardiac Surgery (cardiopulmonary products for open heart surgery and heart valve repair or replacement products) and Cardiac Rhythm Management (pacemakers, defibrillators and non invasive monitoring to diagnose and deliver anti-arrhythmia therapies as well as cardiac resynchronization devices for heart failure treatment). Every year, over one million patients are treated with Sorin devices in more than 100 countries.

Italian CONSOB Regulation No. 11971 of May 14, 1999

Prior to the extraordinary meeting of Sorin shareholders, Sorin has voluntarily made available an information document pursuant to Article 70, paragraph 6, of the CONSOB Regulation on Issuers (CONSOB Regulation no. 11971 of May 14, 1999, as amended), in accordance with applicable terms.

Italian CONSOB Regulation No. 17221 of March 10, 2010

Pursuant to Article 6 of the CONSOB Regulation no. 17221 of March 12, 2010 (as amended, the "CONSOB Regulation"), LivaNova is a related party of Sorin, being a wholly owned subsidiary of Sorin. The merger agreement providing for the terms and conditions of the transaction, which exceeds the thresholds for "significant transactions" pursuant to the CONSOB Regulation, was approved unanimously by the board of directors of Sorin. The merger agreement and the merger of Sorin into LivaNova are subject to the exemption set forth in Article 14 of the CONSOB Regulation and Article 13.1.(v) of the "Procedura per operazioni con parti correlate" ("Procedures for transactions with related parties") adopted by Sorin on October 26, 2010 and published on its website (www.sorin.com). Pursuant to this exemption, Sorin has not and will not publish an information document (documento informativo) for related party transactions as provided by Article 5 of the CONSOB Regulation.

Safe harbor statement

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. These statements can be identified by the use of forward-looking terminology, including "may," "believe," "will," "expect," "anticipate," "estimate," "plan," "intend," "forecast," or other similar words. Statements contained in this press release are based on information presently available to Cyberonics, Sorin and LivaNova and assumptions that the parties believe to be reasonable. Cyberonics, Sorin and LivaNova are not assuming any duty to update this information if those facts change or if the assumptions are no longer believed to be reasonable. Investors are cautioned that all such statements involve risks and uncertainties, including without limitation, statements concerning conducting our special meeting of stockholders and closing the proposed merger transactions involving Cyberonics, Sorin and LivaNova. Important factors that may cause actual results to differ include, but are not limited to: the failure to obtain applicable regulatory or shareholder approvals in a timely manner or otherwise, or the requirement to accept conditions that could reduce the anticipated benefits of the proposed transactions as a condition to obtaining regulatory approvals; the failure to satisfy other closing conditions to the proposed transactions; the length of time necessary to consummate the proposed transactions, which may be longer than anticipated for various reasons; risks that the new businesses will not be integrated successfully or that the combined companies will not realize estimated cost savings, value of certain tax assets, synergies and growth, or that such benefits may take longer to realize than expected; the inability of Cyberonics, Sorin and LivaNova to meet expectations regarding the timing, completion and accounting and tax treatments with respect to the proposed transactions; risks relating to unanticipated costs of integration, including operating costs, customer loss or business disruption being greater than expected; reductions in customer spending, a slowdown in customer payments and changes in customer demand for products and services; unanticipated changes relating to competitive factors in the industries in which the companies operate; the ability to hire and retain key personnel; the potential impact of announcement or consummation of the proposed transactions on relationships with third parties, including customers, employees and competitors; the ability to attract new customers and retain existing customers in the manner anticipated; reliance on and integration of information technology systems; changes in legislation or governmental regulations affecting the companies; international, national or local economic, social or political conditions that could adversely affect the companies or their customers; conditions in the credit markets; risks to the industries in which Cyberonics, Sorin and LivaNova operate that are described in the "Risk Factors" section of the Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and other documents filed from time to time with the SEC by Cyberonics and LivaNova and the analogous section from Sorin's annual reports and other documents filed from time to time with the Italian financial market regulator (CONSOB) by Sorin; risks associated with assumptions the parties make in connection with the parties' critical

accounting estimates and legal proceedings; the parties' international operations, which are subject to the risks of currency fluctuations and foreign exchange controls; and the potential of international unrest, economic downturn or effects of currencies, tax assessments, tax adjustments, anticipated tax rates, raw material costs or availability, benefit or retirement plan costs, or other regulatory compliance costs. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the parties' businesses, including those described in Cyberonics' Annual Report on Form 10-K, as amended from time to time, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed from time to time with the SEC by Cyberonics and LivaNova and those described in Sorin's annual reports, registration documents and other documents filed from time to time with CONSOB by Sorin. Nothing in this press release is intended, or is to be construed, as a profit forecast or to be interpreted to mean that earnings per Sorin share or Cyberonics share for the current or any future financial years or those of the combined group, will necessarily match or exceed the historical published earnings per Sorin share or Cyberonics share, as applicable. None of Cyberonics, Sorin and LivaNova gives any assurance (1) that any of Cyberonics, Sorin or LivaNova will achieve its expectations, or (2) concerning any result or the timing thereof, in each case, with respect to any regulatory action, administrative proceedings, government investigations, litigation, warning letters, consent decree, cost reductions, business strategies, earnings or revenue trends or future financial results.

Contact information

Investors

Demetrio Mauro

Chief Financial Officer
Sorin Group
Tel: +39 02 69969 512
e-mail: investor.relations@sorin.com

Francesca Rambaudi

Director, Investor Relations
Sorin Group
Tel: +39 02 69969716
e-mail: investor.relations@sorin.com

Media

Gabriele Mazzoletti

Director, Corporate Communications
Sorin Group
Tel: +39 02 69 96 97 85
Mobile: +39 348 979 22 01
e-mail: corporate.communications@sorin.com

Edward Simpkins

Finsbury (London)
Tel: +44 7958 421 519
e-mail: edward.simpkins@finsbury.com

Kal Goldberg

Finsbury (New York)
Tel: +(1) 646-805-2000
e-mail: kal.goldberg@finsbury.com