Corporate Governance Guidelines			
Policy #	**n/a**	**Audience**	All
Issue date:	24 July 2019	**Approver**	Board

Corporate Governance Guidelines of Livanova PLC

This version: 24 July 2019

Last Updated: 17 October 2018

LivaNova
Health innovation that matters

LivaNova Plc (the "**Company**") is a public limited company organised under the laws of England. It is thus subject to English company law.

The Nominating and Corporate Governance Committee of the Board of Directors (the "**Board**") of the Company has developed, and the Board has adopted, these Corporate Governance Guidelines to assist the Board in the exercise of its responsibilities. These guidelines should be interpreted in the context of applicable laws and the Company's Articles of Association and other corporate governance documents, including, but not limited to the charters of the committees of the Board. These guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Board may modify these guidelines from time to time.

1. Director Qualification Standards

Directors of an English public limited company must satisfy various provisions of the UK Companies Act 2006 ("**CA2006**") in respect of a minimum age and of the UK Company Directors Disqualification Act 1986 which restricts undischarged bankrupts, certain persons with criminal convictions, and others from qualifying as directors. Article 30.1 of the Company's Articles of Association as amended by shareholders at the Company's 2017 AGM is also instructive. As the Company's ordinary shares are listed on the Nasdaq Stock Market LLC ("**Nasdaq**"), Nasdaq corporate governance rules also operate.

The Board of Directors (the "Board") of the Company will have a majority of directors who meet the criteria for independence required by Nasdaq rules. The Nominating & Corporate Governance Committee of the Board is responsible for establishing criteria for selecting new directors and actively seeking individuals to recommend to the Board as director nominees. This assessment will include candidates' qualification as independent, as well as consideration of the entirety of each candidate's credentials, which may include, but need not be limited to, a high ethical behaviour, accomplishments within his or her respective field, relevant business or financial expertise or experience, ability to exercise sound business judgment. Board candidates should also bring diversified attributes to the Board including in respect of gender, race, ethnicity, geography, professional experience, skills and tenure. The invitation to join the Board should be extended by the Board itself through its Chairman and by the Chairman of the Nominating & Corporate Governance Committee.

The Board currently consists of ten members, the number having been increased from nine in 2019 as permitted by the Company's Articles of Association. The number of directors constituting the Board of Directors may be further increased or decreased by resolution of the Board.

No director shall serve on the boards of more than three other public companies. In addition, no director shall serve on the Audit & Compliance Committees of more than two other public company boards, if such director also serves on the Company's Audit & Compliance Committee, unless the Board specifically determines that such service would not impair the director's ability to serve effectively on the Company's Audit & Compliance Committee. The Company's chief executive officer should not serve on more than one other public company board.

The Board does not believe it should establish term or age limits. While term limits could help ensure that fresh ideas and viewpoints are available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating & Corporate Governance Committee reviews each director's continuation on the Board every year.

2. Director Responsibilities

The Board is subject to the following duties as prescribed by CA2006 which are based on certain common law and equitable principles under English law:

1. A director must act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its shareholders as a whole and in doing so to have regard (among other matters) to:
    - the likely consequences of any decision in the long term;
    - the interests of the company's employees;
    - the need to foster the company's business relationships with suppliers, customers and others;
    - the impact of the company's operations on the community and the environment;
    - the desirability of the company maintaining a reputation for high standards of business conduct;
    - the need to act fairly as between members of the company.
2. Duty to act in accordance with the Company's constitution and exercise powers only for the purposes for which they are conferred.
3. Duty to exercise independent judgment.
4. Duty to exercise reasonable care, skill and diligence. The standard is that of a reasonably diligent person with the general knowledge, skill and experience that may reasonably be expected of a person carrying out the functions carried out by

the director and that the director in fact has.

5. Duty not to accept benefits from third parties and to avoid conflicts of interest.

3. Director Access to Management and Independent Advisors

The Board and each committee have the power to hire independent legal, financial, or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the chief executive officer or the Company Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the chief executive officer on any written communications between a director and an officer or employee of the Company.

If the chief executive officer, chief financial officer or company secretary wishes to have additional Company personnel attendees at Board or committee meetings on a regular basis, this suggestion should be approved by the Chairman, as to Board meetings, or the chairperson of the committee, as to committee meetings.

4. Director Compensation

The Company is subject to CA2006 which requires that shareholders approve at least every three years a directors' remuneration policy governing the compensation of all directors, whether executive or non-executive. Once the policy is approved by shareholders, the Company is only able to make payments within the limits permitted by that policy. The charter of the Compensation Committee of the Board empowers that committee to recommend to the Board a remuneration policy for the Board's approval, which is ultimately the one submitted to shareholders for their consideration. The Company's current policy, adopted at its 2019 annual meeting of shareholders, and available in the Company's 2018 UK Annual Report (available on the Company's website) must be re-submitted for shareholder approval in 2022.

5. Director Orientation and Continuing Education

The Board will take such measures as it deems appropriate to ensure that its members may act on a fully informed basis. Each new Board member shall be provided with information regarding and the opportunity to fully review the Company's business, personnel and operations in conjunction with accepting a seat on the Board. In addition, the officers of the Company, as well as the Board, shall take steps to ensure that Board members remain fully informed as to the operation of the Company, as well as their duties and responsibilities as members of the Board. This includes periodic visits to Company facilities and events. The Board also has regular presentations on continuing education matters and directors are encouraged to attend continuing education seminars provided by third party providers. The Company also has a director continuing education policy which is reviewed annually.

6. Management Succession

The Nominating & Corporate Governance Committee makes an annual recommendation to the Board on succession planning in respect of the chief executive officer. The Board then considers, and if thought appropriate, approves, this succession plan. In the context of this succession plan, the Compensation Committee will annually review and approve corporate goals and objectives relevant to the compensation of the chief executive officer, evaluate the performance of the chief executive officer in light of those goals and objectives and set the compensation of the chief executive officer based on this evaluation.

The Nominating & Corporate Governance Committee also periodically reviews the succession plan in respect of the chief executive officer's executive leadership team.

7. Annual Performance Evaluation of the Board

Each of the Board and each of its committees conducts an annual self-evaluation to determine whether they are functioning effectively. The Nominating & Corporate Governance Committee coordinates the process. That committee receives comments from all directors and reports annually to the Board with an assessment of the Board's performance. This is discussed with the full Board following the end of each financial year. The assessment focuses on the Board's contribution to the Company and specifically on areas in which the Board believes that the Board could improve.