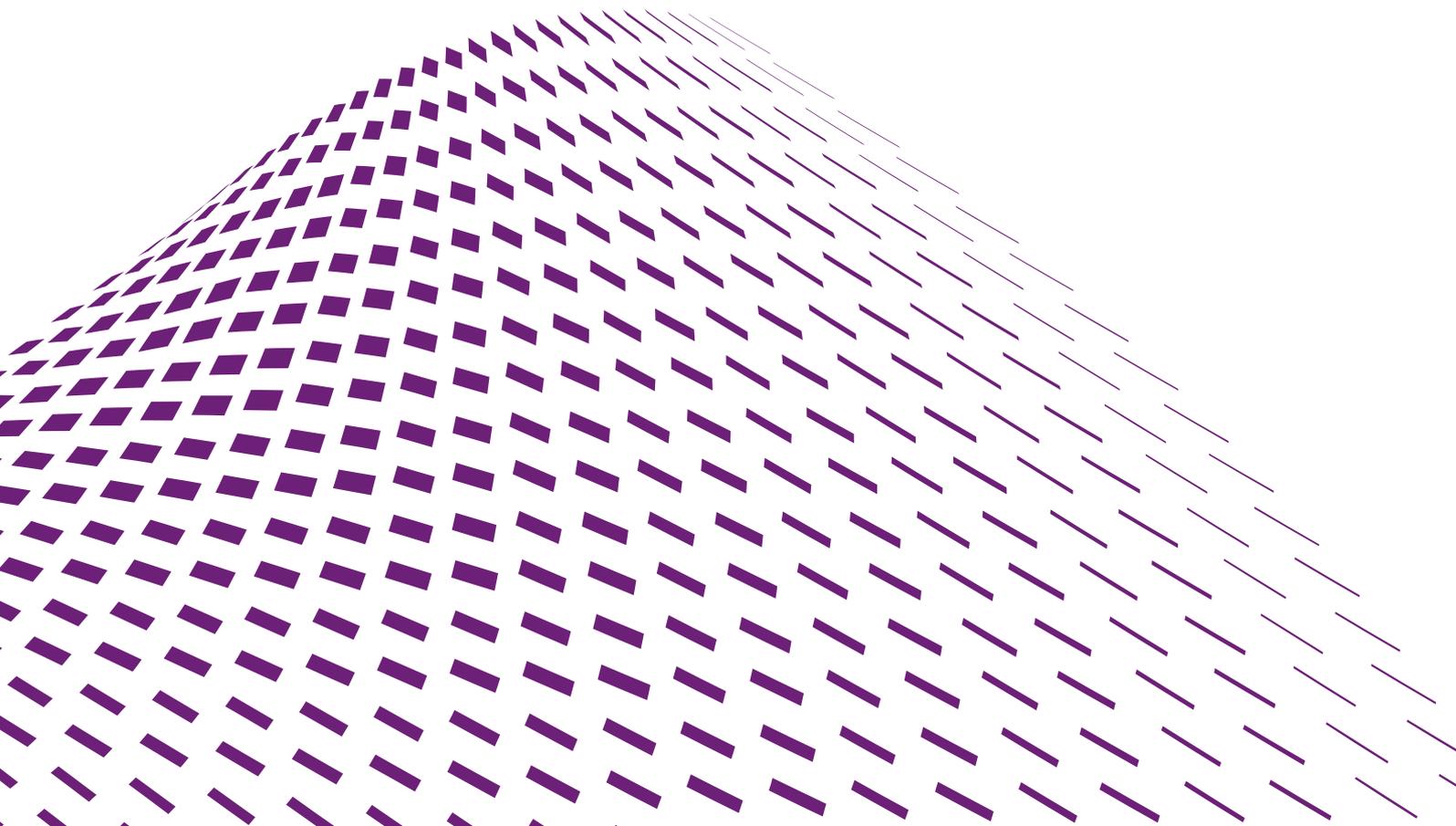


LivaNova Plc – UK Tax Strategy

November 30, 2017





Health innovation that matters

The LivaNova PLC UK entities are part of a global group specialising in medical devices for cardiac surgery, neuromodulation and cardiac rhythm management. We are a market leader in our field, with approximately 4,500 employees worldwide and are headquartered in London with a presence in more than 100 countries. This document is on behalf of all qualifying UK entities within the LivaNova PLC group pursuant to Paragraph 16(2) Schedule 19, Finance Act 2016 and is intended to comply with all other obligations within Schedule 19 Finance Act 2016.¹

When it comes to tax, we are committed to complying with all applicable tax laws. We aim to ensure that we have the governance and risk management processes in place across all of the taxes payable by our business to allow us to meet our tax obligations in a timely manner.

1. Compliance

At LivaNova, our mission is to develop and deliver health innovation that matters. Everything we do is intended to support our mission. We understand and respect the obligation we have to our patients, and their families and caregivers, to operate under the highest standards of business ethics and compliance.

LivaNova commits to comply with all applicable laws and regulations, everywhere we do business. Our Compliance Culture is an essential part of the foundation of our Company. The LivaNova Code of Business Conduct and Ethics sets the tone for our global compliance programme and is a starting point for understanding and working with LivaNova's Compliance Policies and Procedures.

Tax Compliance at LivaNova consists of respecting all tax law and practice in all territories in which we operate, paying the right amount of tax in the right place at the right time. It entails disclosing all relevant facts and circumstances to the tax authorities and claiming reliefs and incentives where available.

2. Governance

Responsibility for LivaNova's tax governance, risk management and strategy lies with the Chief Financial Officer, the Chief Accounting officer and the Vice President of Tax with oversight of the LivaNova Plc Board of Directors principally through its authority delegated to LivaNova Plc's Audit and Compliance Committee.

The Vice President of Tax is responsible for the global tax function and oversees the day-to-day management of the tax function including global tax risk and tax compliance. Tax governance is supported by internal controls, i.e., policies and procedures in place which govern the commercial operations and are subject to regular review by the internal audit function [and by the Board and its committees.

¹ <http://www.legislation.gov.uk/ukpga/2016/24/schedule/19>



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Appropriate training and support from the tax department is available to operational accounting teams within the business with tax responsibilities included in their job descriptions.

Specifically, in relation to UK tax:

- Process flow charts document tax reporting, tax payments and tax calculations. These documents cover mitigating controls which are in place such as the use of advisers, reviews and reconciliations undertaken within the business and the systems and software supporting the processes. This documentation is controlled and tested by the internal audit team who undertake a continuous testing and monitoring program and is part of the annual Senior Accounting Officer Certification process.
- Monthly meetings take place within the finance teams and a quarterly questionnaire is submitted to the LivaNova Corporate Tax Department disclosing changes to tax legislation and changes to the business which could have a tax impact and contingent provisions.
- Where a tax risk cannot be addressed by our own staff, we obtain external tax advisor support to address any questions.

3. Risk Management

We are risk averse and have a low tolerance towards tax risk. Our attitude to tax risk is principally governed by our desire to maintain an open, collaborative relationship with HM Revenue & Customs (HMRC). This means that we seek to minimise the risk of a dispute with the tax authorities by being open and transparent about our tax affairs and making any necessary disclosures promptly.

We obtain advice from appropriately qualified external advisers on specialist tax matters and we see the input of external advisers as a key source of specific tax expertise to supplement the skills of our own team in appropriate cases in order to mitigate tax risk.

Matters including financial planning, tax and risk management are regularly reviewed and discussed by the Board of Directors and its Audit and Compliance Committee.

4. Tax Approach

As stipulated by the LivaNova Code of Business Conduct and Ethics, obeying the law both in letter and in spirit is the foundation upon which the group's ethical standards are built.

We seek to ensure that we only undertake tax planning which is aligned with economic activity. This means that all tax decisions are made in response to commercial activity, and tax is one of many factors that is taken into consideration.

5. Relationships with taxing authorities

Although we have not been assigned a Customer Relationship Manager (CRM) within HMRC, we maintain an open, transparent relationship with HMRC on a real-time basis.

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