Compensation and Human Capital Management Committee Charter of LivaNova PLC

1. PURPOSE

The purpose of the Compensation and Human Capital Management Committee (the "Committee") of the Board of Directors (the "Board") of LivaNova PLC (the "Company") is to (i) carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation, (ii) establish and review the overall compensation philosophy of the Company; (iii) oversee human capital management, including non-Chief Executive Officer ("CEO") executive officer succession planning within the Company; and (iv) support the Company on sustainability-related disclosures relevant to human capital management.

2. MEMBERSHIP

2.1 Number. The Committee shall consist of three or more directors.

2.2 Independence. Each member of the Committee shall be:

a) independent in accordance with the rules of the NASDAQ Stock Market LLC ("Nasdaq") and such other laws and regulations as may apply from time to time; and

b) a "non-employee director" for the purposes of Section 16(b) of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act").

2.3 Appointment. The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee of the Board.

2.4 Term. Subject to annual elections of directors as set out in the Company's Articles of Association and the Corporate Governance Guidelines, the members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation, removal, or death. The Board may remove any member from the Committee at any time with or without cause.

3. STRUCTURE AND OPERATIONS

3.1 Chair. The Board shall designate a member of the Committee as the chair. If the appointed chair is unable to serve and the Board has not appointed a new chair, then the members of the Committee will appoint a chair on a temporary basis.

3.2 Frequency of Meetings. The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities.

3.3 Reports to the Board. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

3.4 Rules Governing Meetings.

a) The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and voting requirements as are applicable to the Board.

b) Quorum is a majority of Committee members.

c) Only members of the Committee have the right to attend the meetings of the Committee; however, the Committee may invite other individuals, including external advisors to attend for all or part of any meeting.

3.5 Executive Sessions. In addition to routine executive sessions that the Committee may have without members of management present, the Committee may periodically meet separately with management and may invite such individuals to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities. In addition, the Committee shall meet annually with the Chair of the Board or the Lead Director (if the Chair of the Board is an executive director) in executive session to assess the CEO's performance against their performance objectives, their contribution to the Company's performance, their ethics and integrity, and other leadership attributes.

3.6 Charter Review. The Committee shall review and reassess this charter at least annually and recommend any proposed changes to the Board for approval.

3.7 Secretary of the Meeting. The Company Secretary, or their designee, shall be the secretary of the Committee.

4. DUTIES AND RESPONSIBILITIES

The Board delegates to the Committee the express authority with respect to the following responsibilities:

4.1 Compensation Philosophy and Strategy. To annually review the Company's overall compensation strategy and philosophy and adopt changes if the Committee deems it appropriate.

4.1.1 With respect to the CEO:

a) To determine and approve annually the corporate goals and objectives applicable to the compensation of the CEO.

b) To evaluate at least annually the CEO's performance in light of those goals and objectives.

c) To determine and approve the CEO's compensation level based on this evaluation. Compensation includes but is not limited to annual base salary, annual short-term incentive, long-term incentives, and any special or supplemental benefits, direct or indirect, including but not limited to, pensions and other retirement benefits.

d) In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation (the "Say on Pay Vote") required by Section 14A of the Exchange Act, the advisory shareholder vote with respect to the directors' remuneration report in the UK Annual Report, as well as the shareholder- approved directors' remuneration policy in force at the relevant time.

e) The CEO cannot be present during any voting or deliberations by the Committee on their compensation.

4.1.2 Other Executive Officer Compensation. To determine and approve the compensation (including, but not limited to, annual base salary, annual short-term incentive, long-term incentives, and any special or supplemental benefits, direct or indirect, including but not limited to, pensions and other retirement benefits) of all other executive officers. As used in this charter, "executive officer" shall mean those officers covered by the U.S. Securities and Exchange Commission (the "SEC") in Rule 16a-1(f) under the Exchange Act. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.

4.2 Risk and Compensation. To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss, at least annually, the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

4.3 Approval of Performance Goals. To review and approve the achievement of performance goals with respect to any long-term or short-term incentive plans in relation to executive officer compensation.

4.4 Approval of Employment, Severance, and Compensatory Arrangements. To review and approve any employment or consulting agreements, any severance or termination arrangements, or any other plans (including compensatory plans), including any benefits to be provided in connection with a change in control for the executive officers, which includes the ability to adopt, amend, and terminate such agreements, arrangements, or plans.

4.5 Other Executive Officer Succession Planning. To review with the Board at least annually, plans for succession and talent development of the Company's non-CEO executive officers.

4.6 Human Capital Management. To oversee the Company's policies and strategies, and periodically review risks, trends, and key metrics related to human capital management, including with respect to employee engagement, pay equity, workplace culture, talent development and talent pipeline, workforce composition, and compensation.

4.7 Human Capital Management Disclosures. To review and discuss with management, as appropriate, statements for inclusion in disclosures on human capital management insofar as these relate to the Company's own workforce and recommend such disclosures to the Board for approval. Further, the Committee shall liaise with other committees of the Board, in particular the Nominating and Corporate Governance Committee regarding the Company's disclosures on human capital management insofar as these relate to the Company's own workforce, and the Audit and Compliance Committee as necessary.

4.8 CD&A, UK Remuneration Report, and Committee Reports. To review and discuss with management and oversee the preparation of the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend to the Board that the CD&A and related executive compensation information be included in the Company's Annual Report on Form 10-K, UK Annual Report (including the directors' remuneration report), and/or annual proxy statement, as the case may be, and produce the Committee Report required by the SEC to be included in the Company's Annual Report on Form 10-K, and required to be included in the UK Annual Report (including the directors' remuneration report), and/or annual proxy statement, as required.

4.9 Frequency of Say on Pay. To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent advisory shareholder vote on frequency of Say on Pay Votes as required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's annual proxystatement.

4.10 UK Remuneration Policy. To submit a directors' remuneration policy for approval to the Board and shareholders pursuant to the UK Companies Act 2006 every three years, in any year in which there is a change relative to the prior year, and if shareholder approval was not achieved when last submitted.

4.11 Other Compensation Plans. To review and approve incentive compensation plans and equity-based plans, and where appropriate or required, recommend such plans for approval by the shareholders of the Company. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including the ability to adopt, amend, and terminate such plans, and to designate the employees to whom the awards are to be granted, the amount of the award or equity to be granted, and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing and approving incentive compensation plans and equity-based plans, including whether to adopt, amend, or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote and the advisory shareholder vote with respect to the directors' remuneration report in the UK Annual Report, as well as the shareholder-approved directors' remuneration policy in force at the relevant time.

4.12 Recoupment Policy. To review, approve the adoption of or revision to, and administer any recoupment policy that allows the Company to "clawback" compensation received by executive officers of the Company and to monitor compliance with such policy.

4.13 Stock Ownership Guidelines. To determine stock ownership guidelines for directors and executive officers and monitor compliance with such guidelines. The Committee shall also regularly review these guidelines and amend them when the Committee believes it is appropriate to do so.

4.14 Director Compensation. To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend for approval by the Board any proposed changes as necessary.

4.15 Director Expenses. To recommend for approval by the Board a policy with respect to non-executive director expenses. The Committee shall also regularly review such policy and amend it when the Committee believes it is appropriate to do so.

5. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain or terminate, and obtain the advice and assistance of any independent outside legal counsel, compensation consultants, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this charter. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, to compensate such advisors for their services.

6. DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees, composed of two or more of its members, as the Committee may deem appropriate in its sole discretion.

7. PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board