Nominating and Corporate Governance Committee Charter of LivaNova PLC

1. PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to: (i) the Company's director nominations process and procedures, (ii) the Company's corporate governance policies, (iii) Chief Executive Officer ("CEO") succession planning, and (iv) sustainability matters within the Company as well as sustainability-related disclosures.

To fulfil the above obligations, the Committee relies on management, including for the preparation and accuracy of the Company's sustainability reporting; both management and the Company's internal audit function for establishing effective internal controls and procedures to ensure the Company's compliance with sustainability reporting requirements; and any assurance provider engaged by the Company to review and provide assurance of any of its sustainability disclosures for an unbiased diligent assurance process and opinion on those disclosures. The members of the Committee are not employees of the Company and are not responsible for conducting any assurance process in relation to any of the Company's sustainability disclosures or performing any other sustainability-related procedures.

2. MEMBERSHIP

2.1 Number. The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of LivaNova PLC (the "Company") shall consist of three or more directors.

2.2 Independence. Each member of the Committee shall be 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.

2.3 Appointment. The members of the Committee shall be appointed by the Board based on recommendations by the Committee.

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 fulfil 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 and certain external advisors to attend 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.

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 Director Criteria. To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "Director Criteria"), such Director Criteria to include, but not be limited to:

a) Identification of Potential Nominees. To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. Every slate of individuals to be considered must include at least one woman and at least one underrepresented minority.

b) Approval of Director Nominees. To select and recommend to the Board the nominees for director to be submitted to a shareholder vote or to be appointed by the Board.

c) Re-election of Directors. To review and make recommendations to the Board, or determine, whether members of the Board should stand for re-election. To consider matters relating to the retirement of members of the Board as well as the performance of such directors.

d) Independence Determinations. To review and make recommendations regarding all determinations of independence required under Nasdaq rules or other applicable laws and regulations, including but not limited to determinations as to which directors are independent, non-employee directors, or outside directors.

e) Financial Sophistication and Financial Expertise. To review and make recommendations regarding all determinations of financial sophistication and financial expertise for Audit and Compliance Committee members per Nasdaq rules or other applicable laws and regulations.

4.2 Composition and Size of the Board. To review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.

4.3 Committee Structure and Composition. To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members and chairs of each committee annually.

4.4 Chair of the Board and Lead Independent Director. To make a recommendation to the Board concerning the selection and approval of the Chair of the Board or the Lead Director (if the Chair of the Board is an executive director).

4.5 Annual Board and Committee Evaluation. To develop a process for an annual evaluation of the Board and its committees and to oversee the annual evaluation. The Committee's own evaluation shall be presented to the Board.

4.6 Director Continuing Education and Orientation. To review and oversee continuing education for the Company's current non-executive directors and orientation for new directors.

4.7 CEO Succession Planning. The Committee shall advise the Board at least annually on a succession plan with respect to the CEO.

4.8 Corporate Governance Guidelines. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these guidelines at least once a year, and to recommend any changes to the Board.

4.9 Corporate Governance Practices, Procedures, and Disclosures. To oversee, and review periodically, the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies, and procedures in the Company's corporate governance framework, including its Articles of Association, and to review and discuss with management any required disclosure of the Company's corporate governance practices, and to recommend that this disclosure be included in the Company's annual proxy statement, annual report, or other reporting, as applicable.

4.10 Sustainability. The Committee shall oversee the Company's policies and strategies, and periodically review risks and opportunities, trends, and key metrics related to sustainability matters, including with respect to environmental matters (including climate), social matters (including human rights and supply chain), and governance matters (including the governance of sustainability matters by the Company).

4.11 Sustainability-related Disclosures. The Committee shall, as appropriate, review and discuss with management the Company's sustainability reporting and disclosure processes and statements for inclusion in public disclosures on sustainability-related matters and recommend such disclosures to the Board for approval where Board approval is required by law. The Committee shall, as appropriate, also review any assurance of the Company's sustainability disclosures, the adequacy and effectiveness of the Company's sustainability reporting processes, and the Company's internal controls over sustainability reporting with management, the internal audit function, and any assurance provider.

Further, the Committee shall liaise with other committees of the Board, in particular the Compensation and Human Capital Management Committee regarding the Company's human capital management and disclosures on human capital management insofar as these relate to the Company's own workforce, and the Audit and Compliance Committee regarding the selection and evaluation of the independence of the Company's assurance provider engaged for legally required assurance of sustainability disclosures.

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, an executive or director search firm, and such other advisors as it deems necessary to fulfil 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 of directors 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. The Committee shall conduct this evaluation in such manner as it deems appropriate.