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Charter of the Nominating and Corporate Governance Committee of LivaNova PLC			
Policy #	n/a	Audience	All
Issue date:	20 July 2021	Approver	Board

Charter of the Nominating and Corporate Governance Committee of LivaNova PLC

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1. MEMBERSHIP

a) **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.

b) **Independence.**

Each member of the Committee shall be independent in accordance with the rules of the NASDAQ Stock Market LLC ("Nasdaq"), the UK Companies Act 2006 and such other laws and regulations as may apply from time to time.

c) **Appointment.**

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

d) **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 or death. The Board may remove any member from the Committee at any time with or without cause.

2. PURPOSE

- a) 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) developing and maintaining the Company's corporate governance policies,
 - iii) Chief executive officer ("CEO") and senior management succession planning,
 - iv) any related matters required by the federal securities laws, and
 - v) such other responsibilities that may be delegated from time to time to the Committee by the Board.

3. DUTIES AND RESPONSIBILITIES

- a) The Board delegates to the Committee the express authority in respect of the following responsibilities:
 - i) **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) High ethical behaviour
 - (b) Accomplishments within his or her respective field
 - (c) Relevant business or financial expertise or experience
 - (d) Sound business judgment

- (e) Diversity, including that of gender, race/ethnicity, geography, professional experience, national origin, sexual orientation, life experience, and
 - (f) tenure
- ii) **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.
- iii) **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.
- iv) **Independence determinations.** To make 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, outside directors and audit committee financial experts.
- v) **Corporate Governance Guidelines.** To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board.
- vi) **Corporate Governance Practices, Policies.** To oversee 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.
- vii) **Annual board and committee evaluation.** To develop a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation. The Committee's own evaluation shall be presented to the Board.
- viii) **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 of each committee and committee chairs annually.
- ix) **Corporate governance disclosures.** To review and discuss with management any required disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report as applicable.
- x) **Succession planning.** In the context of the challenges and opportunities facing the Company, the skills and expertise likely to be required by the Company in the future and the benefits of diversity, including that of gender, race/ethnicity, geography, professional experience, national origin, and sexual orientation:
 - (1) To review annually and to recommend to the Board for approval a succession plan in respect of the CEO and
 - (2) To review periodically succession planning for the Company's executive leadership team, the analysis for which should include but not be limited to the following criteria:
 - (a) High ethical behaviour

- (b) Accomplishments within his or her respective field
 - (c) Relevant business or financial expertise or experience
 - (d) Sound business judgment, and
 - (e) Diversity, including that of gender, race/ethnicity, geography, professional experience, national origin, sexual orientation, and life experience.
- xi) **Environmental, social and governance matters.** To review and oversee the Company's material environmental, social and governance disclosures. Also, to review and where allowed, approve on behalf of the Board such standalone environmental, social and governance filings as may by law or regulation require approval by the Board. Such review and/or approvals may include (but are not limited to) those in respect of the UK Modern Slavery Act, greenhouse gas reporting, and diversity reporting.
- xii) **Continuing Director Education.** To develop and recommend to the Board a continuing education policy for the Company's non-executive directors, to review periodically and to recommend any changes to the Board.

4. OUTSIDE ADVISORS

- a) The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive 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, for the payment of compensation to its search consultants, outside counsel and any other advisors.
- b) Any director search firm, outside counsel, executive search firm, and any other external advisors retained by the Committee shall be independent.

5. STRUCTURE AND OPERATIONS

- a) **Chair.** The Board shall designate a member of the Committee as the chair.
- b) **Frequency of meetings.** The Committee shall meet periodically at such times and places as it deems necessary to fulfil its responsibilities.
- c) **Reports to the Board.** The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.
- d) **Rules governing meetings, etc.**
 - i) 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.
 - ii) Quorum is a majority of Committee members.
 - iii) Only members of the Committee have the right to attend the meetings of the Committee. However, other individuals and certain external advisors may be invited to attend for all or part of any meeting.



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- e) **Charter review.** The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.
- f) **Secretary of the meeting.** The Company Secretary shall be the secretary of the Committee.

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.

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