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Speak Up and Non-Retaliation Policy, Global

22 April 2022

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Policy #	EI005	Audience	Global
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1.0 Purpose

As part of LivaNova’s (the “Company”) ethical culture and in support of the Company’s Code of Ethics and Business Conduct (the “Code”) and ethics & compliance program, it is essential that LivaNova Employee¹ and LivaNova Third Parties² have communication channels available to Speak Up³ in good faith actual or suspected Misconduct⁴ and without fear of Retaliation⁵.

The purpose of this Policy is to:

- **Encourage** Employees and Third Parties to Speak Up, ask questions, or report concerns over potential Misconduct.
- **Outline** the reporting channels available to Speak Up and the processes in place for addressing reported matters.
- **Protect** Employees and Third Parties who Speak Up in good faith from Retaliation and reassure them that Retaliation of any kind is not tolerated.
- **Enhance** a culture of openness, accountability and integrity.

2.0 Scope

This policy applies to all LivaNova Employees in any LivaNova function, business unit and region, and to all LivaNova Third Parties.

LivaNova conducts business globally, and we are subject to international laws as well as the laws of every country where we operate. This policy applies in all countries where LivaNova operates and it is subject to all applicable local laws and regulations, such as country-specific privacy, whistleblowing and Non-Retaliation laws and regulations.

This policy is an extension of the rules and guidance provided in the LivaNova Code and related policies, and it applies to any type of alleged Misconduct within LivaNova or by any third party with whom LivaNova does business.

¹ Employee – means full-time, part-time, temporary and contingent workers of LivaNova, including volunteers and paid or unpaid trainees. For the purposes of this policy, the term also includes any persons belonging to the administrative, management or supervisory body of LivaNova, including non-executive members.

² Third Party – means LivaNova’s consultants, contractors, suppliers, sales/marketing intermediaries, customers and any persons working under the supervision and direction of the above-mentioned business partners.

³ To Speak Up - means reporting in good faith any concerns, claims, questions on or raising awareness about potential or alleged Misconduct.

⁴ Misconduct – means wrongdoing, unethical business practices or undue omissions within LivaNova or by any third-party representative of LivaNova, including violations of laws and regulations, criminal offenses, violations of the Code of Conduct or any LivaNova policies, recurrent breaches of Company procedures, and circumstances that can directly or indirectly damage LivaNova’s reputation.

⁵ Retaliation occurs when someone directly or indirectly punishes or harms an individual for engaging – or having the intent to engage - in a Speak Up or internal investigation activity, or in order to prevent the individual from Speaking Up. Retaliation may occur through conduct or omission or written/oral communication and may take many forms.



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3.0 Guiding Principles

This policy complements the LivaNova Code, its policies and procedures, in particular those relating to the prevention and detection of Misconduct with respect to finance & accounting, internal controls & auditing, bribery, corruption, Retaliation, harassment and discrimination.

The key principles of this Speak up and Non-Retaliation policy are:

- 3.1 Everyone has a responsibility and a right to **safely** Speak Up **in good faith**.
- 3.2 Speaking Up includes reporting **concerns**, asking **questions** or raising **awareness** about alleged Misconduct.
- 3.3 Reported matters will be handled with **confidentiality** to the extent this is permissible by applicable laws or regulations and reasonably practical.
- 3.4 Investigations will be handled with **impartiality**.
- 3.5 **Retaliation** in any form or shape against anyone who Speaks Up in good faith will not be tolerated and bona fide reporters will be **protected** from any such forms of behavior.
- 3.6 As part of its Speak Up program and initiatives, **LivaNova is committed to its Employees' psychological safety** and will continue to promote educational and awareness initiatives on Speak Up and Non-Retaliation topics.

4.0 Policy Statements

- 4.1 It is everyone's responsibility to ask questions or report matters about alleged Misconduct. LivaNova presumes reporters will act in good faith when Speaking Up. This policy prohibits Employees from knowingly and intentionally making a report of non-compliance that is false and/or made in bad faith. Anyone who knowingly or recklessly Speaks Up in bad faith may be subject to disciplinary action.
- 4.2 LivaNova Speak Up channels for receiving the reported matter are designed, established and operated in a secure manner to permit the utmost confidentiality (to the extent permissible by applicable laws and regulations and where reasonably practical), and prevents access thereto by non-authorized staff members.
- 4.3 Employees and Third Parties should not attempt to investigate or resolve reported matters on their own. Any manager who receives a claim of alleged Misconduct must report it via one of the available Speak Up routes. Individual Employees, managers and directors cannot unilaterally determine that an investigation into a matter is not required. How reported matters are triaged and handled are outlined in the Company's internal investigations procedure.
- 4.4 Employees and Third Parties must always remember their confidentiality obligations to LivaNova and that privacy considerations apply to every single reported matter. If you are involved in, aware of, or interviewed as part of an investigation you should not disclose, share, or discuss any details of the investigation with anyone outside the function managing it, unless otherwise instructed.



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- 4.5 Employees shall not intimidate or Retaliate against anyone who Speaks Up in good faith and without malice. Retaliation is not only harmful to the victim, but it can have a detrimental impact on our Company culture by inhibiting other people’s willingness to Speak Up, and negatively impact overall workplace morale.
- 4.6 LivaNova does not tolerate Retaliation in any shape or form, including but not limited to the following scenarios:
 - 4.6.1 Negative job actions, such as demotion, discipline, termination, salary reduction, unjustified job or shift reassignment (including overtime), or – conversely - any efforts aimed at silencing or punishing a potential reporter through economic incentives or other benefit;
 - 4.6.2 Actions that undermine the individual’s psychological safety – such as intimidation, actual or implied threats, bullying, harassment or discrimination;
 - 4.6.3 Deliberate exclusionary behaviors, such as shunning and/or avoiding the individual, excluding them from important meetings or email chains in a voluntary and unjustified manner, giving someone the “cold shoulder” in the office, not returning phone calls or emails in a voluntary and unjustified manner, gossiping about the individual, interfering with the individual’s relationships with other Employees or Third Parties, or creating - or allowing the creation of - a work atmosphere that is hostile towards the individual
- 4.7 This policy is without prejudice to national rules on both the exercise by employees of their right to consult their representatives or trade unions, and the right of employees and trade unions to enter into collective agreements.
- 4.8 LivaNova values greatly its Employees and their physical but also psychological safety and it is firmly committed to protecting any Employee who Speaks Up in good faith from Retaliation from anyone (not just the alleged subject) and for as long as necessary, even if the investigation into the reported matter is ultimately resulting in an unsubstantiated or undetermined resolution.

5.0 How to Speak Up

LivaNova has multiple reporting mechanisms for people to raise concerns and Speak Up safely and anonymously – where allowed by applicable laws - when something doesn’t feel right and there is suspected Misconduct involved.

You may initially Speak Up with your immediate **supervisor**, your supervisor’s **manager**, or the **head of the relevant team**. In turn, supervisors, managers and function/geography heads must submit the Reported Matter through one of the LivaNova Speak Up channels.

If this is not possible – for example, because the alleged Misconduct involves management or because you feel more comfortable using an alternative reporting channel - the following routes are also available:

- Report your concerns directly to our third-party-managed **LivaNova Ethics Line**:
 - Via Phone: (800) 461-9330 (additional local numbers available [here](#))
 - Via Web: <https://ethicshelpline.livanova.com>
- Speak to a member of the **Senior or Executive Leadership Teams (SLT / ELT)**



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- Speak to a member of the **Ethics & Integrity (E&I)**, **Legal** or **Human Resources (HR)** teams
- **Email** E&I at Ethics@livanova.com
- Send a **letter via post** to:

Attn: Chief Ethics and Integrity Officer
LivaNova PLC
20 Eastbourne Terrace
London
W2 6LG
United Kingdom

All Bona Fide reports will be treated with discretion, investigated according to LivaNova's internal investigations procedure, and appropriate corrective action(s) may be taken based on the findings of the inquiry.

6.0 Internal Investigation Process

LivaNova takes all Speak Up claims seriously and will institute resolution procedure and, as needed, apply consistent corrective actions.

7.0 External Reporting

Nothing in this or other LivaNova policies, procedures or its Code prohibits Employees and Third Parties from reporting violations of laws or regulations - or making other disclosures that are protected under such laws or regulations to any public authority, such as governmental agencies or entities, regulators, or competent whistleblowing authorities, or the general public.

Employees and Third Parties do not need prior authorization by the Company or any Employee of the Company to make any such reports or disclosures, and they are not required to notify the Company that they have made such reports or disclosures.

8.0 Violations

Any Employee who violates Company policies, procedures (recurrently) or other written guidance - and any manager who knowingly permits or directs a subordinate to do so - may be disciplined accordingly, up to and including termination of employment.

LivaNova has a strict no-Retaliation policy. Retaliation, of any kind, against individuals who Speak Up in good faith will not be tolerated.



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