



LivaNova

Health innovation that matters

Part of our DNA

Code of Ethics and Business Conduct

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Introduction

At LivaNova, we unite to provide hope for patients and their families through innovative medical technologies, delivering life-changing improvements for both the Head and Heart. This is our Mission.

We can only uphold this with the trust and respect of not only physicians and patients but each of you, our employees, the communities in which we work, shareholders, partners, customers and suppliers.

That trust and respect comes with us meeting the highest standards of business ethics and compliance. It is not only **what** we do but **how** we do it.

This means living our Values...

- **Patients First** *Our shared purpose is to improve the lives of patients*
- **Meaningful Innovation** *We develop novel products and therapies to address multiple disease states*
- **Act with Agility** *We challenge ourselves to continuously improve and act nimbly*
- **Commitment to Quality and Integrity** *We dedicate ourselves to high quality and integrity in everything we do*
- **Collaborative Culture** *We value diversity of thought and our collective strength as a team*

And following this Code to make ethical decisions and to maintain that trust and respect.

Lead by example as what we do everyday matters. Be proud of the choices you make.

This is part of our DNA.

Where to start?

Our Code applies to you whether you are a Board Director, an officer or an employee.

Use our Code and our Values to provide clear boundaries, and to help you understand and assess the choices you face. We realise these choices can be tough. When faced with a dilemma, ask yourself:

- Are my actions consistent with our Code and LivaNova policies and procedures?
- What would I tell a friend or a member of my family to do?
- What might others think of my actions?
- How might my actions look if it were in the news or on social media?

If you are uncomfortable with any of the answers, you should seek advice before acting.

Governance

We are committed to good corporate governance and achieving our business objectives in an honest, transparent and accountable way. Good corporate governance is a key element underpinning the sustainable, long-term growth of our business.

In every country where you work, you should comply with the applicable laws, rules and regulations. When deciding whether to apply the laws, rules and regulations of a country or the principles of our Code, use whichever is the stricter.

However, if laws, rules or regulations are broken, or people decide to go against our Code or any of our policies or procedures, they will face disciplinary action up to and including dismissal or termination.

If you are responsible for supervising others, directly or indirectly, you are obligated to act and communicate in a manner consistent with our Code and with our policies and procedures. Managers may be held accountable if their employees break the law or breach our Code or LivaNova policies or procedures. Managers need to be a role model for others. For example, by approving expense reports, payment requests and invoices you are confirming that the policies and procedures and our Code have been followed.

Conflicts of Interest

A conflict of interest occurs when our private interests interfere, or appear to interfere, with the interests of LivaNova. A conflict can be having a personal interest with a potential supplier or customer; however, it can also be more complex, such as where we, or a family member or friend, might gain a personal advantage as a result of our position at LivaNova. During our careers there may be occasions where a conflict, or a potential conflict, might arise. The key is that we use our good judgement to avoid situations where there may be, or even appear to be, a conflict of interest. Sometimes you will not be able to avoid a potential conflict, and in such cases it is important that you disclose it immediately to your manager or to Ethics and Integrity so that together we can discuss how it can be managed appropriately and transparently.

Every Board Director and Executive Officer has a duty to avoid business, financial or other direct or indirect interests or relationships, which conflict with the interests of LivaNova or which may divide their loyalty to LivaNova. Each Board Director and Executive Officer should disclose to the General Counsel any conflict or any appearance of a conflict of interest on their part. Any activity which even appears to present such a conflict must be avoided unless, after disclosure to the General Counsel and Board, it is determined that the activity is not harmful to LivaNova or otherwise improper.

Health and Safety

We all have a responsibility to ensure that everyone has a safe working environment and goes home healthy at the end of each day. We have policies and procedures to help ensure that we have a safe and healthy working environment, and each of us are responsible for following those policies and procedures without exception. You are each responsible for making sure you are fit for work every day. This means not being under the influence of alcohol or drugs, being well rested, and being physically and mentally fit to perform your job. We expect that all people working at our sites will respect our health and safety requirements. You have a responsibility to stop immediately and report the work or activities of colleagues, contractors, or visitors at our sites, if you think they are putting their health and safety, or that of others, at risk.

Environment

It is our responsibility to know how we, as LivaNova, impact the environment. While you should comply with all relevant laws and regulations governing environmental issues, you should strive to manage the impact we have on the environment and, where possible, reduce it.

Inclusion

We value diversity and offer the same welcome to all employees and partners regardless of race, gender, nationality, ethnic origin, religion, age or sexual orientations. Everyone should be treated with dignity and respect. Bullying, intimidation or harassment of any kind is not acceptable in our workplace.

LivaNova is committed to meeting local laws and international agreements about workforce labor. You have the right to choose whether to belong to a union or works council and to bargain collectively.

Human Rights

Respecting human rights is a key requirement for us. This includes respecting human rights in our workplace and in our supply chain. We do not tolerate any form of slavery or forced labor in our operations or in the operations of our suppliers or vendors.

Use of LivaNova Assets

We are custodians of LivaNova. It is your responsibility to protect and use LivaNova assets, such as physical property, money, computer equipment, intellectual property, trade secrets, know-how and reputation with care and to ensure their efficient and proper use. We are accountable to one another and share that duty of care for LivaNova. Plus, LivaNova shareholders trust us with that responsibility and so you need to ensure assets are not lost, stolen, misused or wasted.

Our reputation is one of our greatest assets. Every one of us has a responsibility to help enhance and protect that reputation. You are personally accountable for any views or content published or shared with people outside LivaNova.

Accurate Records

Our financial and accounting controls are designed to ensure that we do not mislead shareholders, legislators, authorities or the public about our financial status. All the information you record should be truthful, accurate, complete and timely.

Any reports or documents disclosed publicly or provided to a regulator must be accurate, complete and timely.

Confidentiality and Proprietary Information

One of our most valuable assets is our confidential information. All LivaNova information that is not publicly available is considered confidential and proprietary. Proprietary information includes research and development projects, trade secrets, business plans, manufacturing processes, supplier and customer contract terms, pricing, sales figures, bids, quotes, pricing proposals, responses to tenders and non-public financial results, or any other information which might be of use to competitors or harmful to LivaNova if disclosed or if used for investment purposes would violate insider trading laws. You must be vigilant to understand what is confidential and to safeguard that information to prevent unauthorized use or disclosure. Not doing so will make us less competitive and could expose you to legal liability.

Intellectual Property

Our intellectual property is vital to the success of LivaNova. We invest in its development and protect it by obtaining patent, trademark, design right or trade secret protection. You should take precautions to prevent inappropriate disclosure, use and loss of such information, and you should leverage our intellectual property rights to create value for LivaNova. You should respect the intellectual property of others and not knowingly infringe others' valid patents, trademarks and/or copyrights.

Insider Trading

Insider information is information that is material and not public. It is illegal to trade securities based on insider information. From time to time, you may have access to material, non-public, confidential information about LivaNova or other business partners. You cannot purchase, sell, donate or otherwise transact securities based on this information, nor can you make recommendations or discuss such information with others outside LivaNova.

Anti-trust/Fair Competition

We believe in free and fair competition. We compete ethically and respect all applicable competition and antitrust laws where we operate. You should not obtain information about our competitors, suppliers or customers illegally, nor communicate false information about our competitors. When you interact with competitors, or potential competitors, you should not share confidential information, which may impact how LivaNova competes. You should not engage in price fixing or cartel behavior.

Quality of Products and Services

When healthcare professionals and patients use our products or receive our services, we are committing to them that they are receiving a high-quality, fit for purpose, product or service. We want to preserve that trust. Quality is critical, and you must ensure our products meet or exceed our own internal standards, as well as the standard set by laws, regulations and our industry. Honor the commitment we make to our customers and patients and hold our suppliers accountable to those same standards.

Marketing and Promotional Practices

Any statements you make about our products, in all materials and communications regardless of media, must be balanced, truthful and consistent with the approved label and local laws. In promoting our products, you will provide information that is consistent with scientific evidence, leading medical practice and the approved labelling requirements in the countries where we operate.

Interactions with Healthcare Professionals

We respect the expertise of the healthcare professional. Healthcare professionals, such as physicians, nurses, researchers, laboratory staff or perfusionists, must use their independent judgement to decide the best course of care for their patients based on their training and expertise. You should commit to working with healthcare professionals to provide them with timely and accurate information to assist them in making those independent decisions. We will only succeed through a truly collaborative approach.

Interacting with Patients

You have the honor and privilege to develop and provide products that help people. While absolutely respecting the relationship between a patient and their physician, supporting the care of patients is fundamental to what we do. All interactions with patients must be open and transparent and only occur as permitted by relevant law.

Privacy

LivaNova is committed to data protection principles, including the privacy and security of identifiable information (personal information). You should only collect and handle the personal information of our colleagues, shareholders, business partners, suppliers, customers and associated family or caregivers when needed in accordance with applicable laws and the data protection policies and procedures of LivaNova. You should respect the rights of individuals to review, update and correct personal information held about them. You should ensure that any personal information is held securely (including within our computer systems) so it is protected from attack, damage or unauthorized access. You should only share personal information with others when there is a legitimate business or legal need to do so. You should ensure that those receiving personal information understand the importance of keeping the data private and confidential. When you work with others who may process personal information on our behalf, you should make clear the importance LivaNova places on data protection and the standards we require them to meet.

Anti-Bribery and Anti-Corruption

Bribery occurs when someone is persuaded by gifts, payments or other personal favors to behave improperly, to do something that they shouldn't do, or to not do something that they should do. Bribery also occurs when someone wants a payment, even a small one, to do what they ought to do as part of their normal job.

You should not offer or pay bribes, no matter where you are operating, no matter what the situation is, and no matter who is involved, nor should you allow our agents or intermediaries to do so on our behalf.

You should never accept or take bribes. You should not demand or accept any financial or other favor from anyone else for doing your job, or in return for the giving of work. You should not accept or take bribes as a way to persuade you to behave improperly or to breach LivaNova's policies and procedures.

Trade Compliance

Many countries have laws about the importing and exporting of goods, services and technology. You will comply with relevant import or export restrictions and rules imposed by the laws of the countries in which we operate.

Political Activities

It is key that we build lasting relationships with governments and that we engage with international organizations and civil society so we can help develop robust policy and regulation that affect our business. We, as LivaNova, respect the political process and do not favor any party or political group. You should not commit LivaNova funds for the purposes of election or re-election of a particular party unless approved in advance by the Board of Directors. You are free and encouraged to support political parties, candidates or campaigns in your own time and with your own money.

Reporting Concerns

Often you will be tempted to ignore an issue and not get involved. Remember, what you walk by, you accept. If you have a concern or see something that doesn't look right, don't ignore it, report it. Be courageous.

There are a number of ways to raise a concern:

- Talk to your manager
- Talk to a senior manager or executive
- Talk to Ethics and Integrity
- Talk to Human Resources
- Talk to Legal

If you do not feel comfortable raising a concern with any of the above, our Speak Up Helpline is a safe and confidential way to report concerns or misconduct.

ethicshelpline.livanova.com

All reports of misconduct are taken seriously and will be followed up appropriately given the nature of the report. Any follow up will be dealt with confidentially, in a timely manner and fairly to all parties involved. There will be no presumption of guilt.

Remember, it is LivaNova policy that any form of retaliation against a person reporting a matter in good faith will not be tolerated.

/s/ **William A. Kozy**

Interim CEO & Chair of the Board



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