

LivaNova

Health innovation that matters

Nominating and Corporate Governance Committee Charter



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) developing and maintaining the Company's corporate governance policies, and (iii) Chief Executive Officer ("CEO") succession planning

2. MEMBERSHIP

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.

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.

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

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. DUTIES AND RESPONSIBILITIES

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

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 Literacy and Financial Expertise.** To review and make recommendations regarding all determinations of financial literacy and financial expertise for Audit and Compliance Committee members per Nasdaq rules or other applicable laws and regulations.
- f) **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.

- g) **Corporate Governance Practices and Procedures.** To oversee, and review annually, 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.
- h) **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.
- i) **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.
- j) **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.
- k) **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).
- l) **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 annual proxy statement or annual report as applicable.
- m) **CEO Succession Planning.** The Committee shall develop and advise the Board at least annually on a succession plan in respect of the CEO.
- n) **Environmental, Social and Governance Matters.** To review and oversee the Company's material environmental, social and governance (ESG) matters, unless specifically delegated to another committee. 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 slavery and human trafficking statement produced by the Company pursuant to the California Transparency in Supply Chains Act of 2010 and the UK Modern Slavery Act, greenhouse gas non-financial and sustainability information statement reporting, and diversity reporting.
- o) **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. OUTSIDE ADVISORS

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 select, 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.

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

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.

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.

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

Rules Governing Meetings, etc.

- 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 for all or part of any meeting.

Executive Sessions. In addition to routine executive sessions that the Committee may have after each meeting, 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.

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

Secretary of the Meeting. The Company Secretary, or their designee, 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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