



Omnicell, Inc.

Policy Concerning Anti-Corruption

(Adopted by the board of directors on February 5, 2008; revised and readopted by the board of directors on July 27, 2011; reaffirmed by the board of directors on May 5, 2012; revised and adopted by the board of directors November 4, 2020; revised and adopted by the board of directors on August 3, 2022; revised and adopted by the board of directors on August 10, 2023)

1. Introduction

We are committed to maintaining the highest standards of business conduct and ethics. This Policy Concerning Anti-Corruption (the “Policy”) reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer and director to read and understand the Policy and its application to the performance of his or her business responsibilities. References in the Policy to employees are intended to cover officers and, as applicable, directors. As used herein the term “Agent” shall mean any individual or organization that acts on behalf of and is subject to the control of Omnicell, Inc. (“Omnicell” or the “Company”) or an employee of Omnicell.

Officers, managers and other supervisors are expected to develop in employees a sense of commitment to the spirit, as well as the letter, of the Policy. Supervisors are also expected to ensure that all Agents and contractors conform to Policy standards when working for or on behalf of Omnicell. The Policy should be read in conjunction with the Company’s Code of Conduct (the “Code”). Should an employee have any questions concerning the Policy, they should contact the Compliance Officer, as further described below and in the Code.

2. Policy Administration

Oversight of this Policy and internal controls designed to detect and prevent violations of the applicable anti-corruption laws are the duty of the Compliance Officer, who shall have an adequate level of autonomy from other management and shall be given sufficient resources and authority to carry out this responsibility, including direct reporting to the Governance Committee of the Board of Directors.

The Compliance Officer and/or designees shall be responsible for the following:

- Distributing the Policy to employees in all relevant languages and obtaining compliance certifications from key personnel, whose duties may expose them to anti-corruption compliance risks or who are otherwise selected by the Compliance Officer;
- Providing periodic communication and guidance regarding the Policy to promote awareness of and engagement;
- Consulting with outside counsel as necessary to interpret laws and evaluate proposed payments or gifts that may implicate the applicable anti-corruption laws;
- Assisting management to ensure that employees are fully informed of the requirements of this Policy, including arranging for an appropriate level of anti-corruption training;
- Assisting in the performance and evaluation of due diligence regarding international agents, joint venture partners, consultants, or international transactions, including without limitation any mergers and acquisitions;
 - The form and manner of due diligence shall be proportionate to the level of risk, as measured by such factors as location, transaction size, government involvement, and/or use of third-party sales intermediaries or agents.
- Reviewing and updating this Policy and any related compliance procedures from time to time in light of changes in the Company's business activities and changes in the applicable legal standards; and
- Periodically performing high-level risk assessments and conducting compliance testing of certain accounts, transactions, or third-party relationships where appropriate;
 - This compliance testing and review shall be proportionate to the level of risk and may employ such tools as performance reviews, compliance interviews, completion of questionnaires, renewed certifications, forensic audits, and/or other commercially reasonable actions to be determined. The goal of such efforts is to demonstrate continuous improvement and sustainability of the compliance program.

3. Governing Regulations

Omniceil does business in countries across the globe, and as such, is subject to international prohibitions against corruption in the countries in which it does business. In many respects, these laws are similarly structured to prohibit companies from engaging in corrupt practices, such as providing gifts and/or entertainment to government officials, attempting to influence business decisions through the use of “quid pro quo” incentives, and other tactics generally aimed to favor business with Omnicell in violation of local law or regulation. This policy, while structured around the Foreign Corrupt Practices Act in the United States and the United Kingdom’s Bribery Act of 2010, outlines the conduct expected of each employee in Omnicell, regardless of location.

4. The Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (the “FCPA”) prohibits U.S. companies from directly or indirectly giving anything of value to a government official to obtain or retain business, secure any improper advantage, direct business to any person or entity, or receive more favorable treatment of any type from a foreign government. The FCPA also requires the maintenance of accurate books of account, with all company transactions being properly recorded. Violations of the FCPA, even if unintentional, may result in severe penalties to Omnicell and can, in some situations, result in fines and penalties to Omnicell’s officers and members of its Board of Directors. Given these serious fines and penalties, employees who flagrantly (even if it is the first time) or repeatedly violate the FCPA will be terminated.

“Anything of value” includes not only cash, but items such as gifts, gift cards, electronic equipment, clothing, meals, entertainment, travel, lodging, transportation, loans, use of property, charitable contributions, and job offers. In short, any benefit provided to a government official might qualify as something of value for FCPA purposes.

A “government official” means any officer or employee of a government agency, public organization (for example, the World Bank, United Nations, the European Union, and the World Health Organization), public institution, political candidates, or any other organization or institution that regulates, or governs our ability to do business in a country. This also includes government-owned businesses and healthcare providers and reimbursement agencies, political parties, quasi-governmental agencies and any organization that acts on behalf of a government. Government officials include officials at every level of government, regardless of rank or position. If you have

any questions regarding whether or not a person is a government official, please contact the Compliance Officer who will assist you in that determination.

5. The U.K. Bribery Act

The U.K. Bribery Act (“the UKBA”) prohibits the offering, promising or giving of a financial advantage or any other thing of value to induce a person to act improperly or to reward a person for having already done so. The UKBA also prohibits the request, agreement to receive, or acceptance of such payments. While the FCPA relates only to payments to government officials, the UKBA also applies not only to bribery of government officials (including facilitation payments demanded by officials to secure or expedite the performance of their routine, non-discretionary governmental duties), but it also applies to bribery between parties operating within the private sector.

Under the UKBA, a corporation may also be liable for the offense of failing to prevent bribery, including bribery committed by “associated persons” of the Company, which term broadly includes not only employees, but also third-party agents, consultants, affiliates, subsidiaries and other business partners that perform services for or on behalf of the Company. This liability may arise even if the Company had no knowledge, authorization, or involvement in the acts of bribery. The Company will have a full defense against a charge of failure to prevent bribery under the UKBA if it can show that it had adequate procedures in place to prevent persons associated with it from bribing.

A demonstration of adequate procedures includes, without limitation, the following: (a) top-level commitment to anti-bribery compliance; (b) periodic risk assessment; (c) development and implementation of procedures proportionate to identifiable risks; (d) communication and training; (e) due diligence; and (f) continuous monitoring, reviewing, and improving anti-corruption compliance processes and procedures. This underscores the importance of this Policy and the requirement that all employees read, understand, and follow this Policy and related compliance procedures at all times.

Similar laws have been enacted in many other countries, including member states of the European Union and the Organization for Economic Cooperation and Development. When in doubt about whether an applicable anti-corruption law exists in a given country, Company Personnel are directed to consult the Compliance Officer.

6. Policy Statement

The use of the Company's funds or personal funds for any unlawful or unethical purpose is strictly prohibited. Employees may not, directly or indirectly, authorize, offer, provide, propose, promise, solicit or receive bribes, kickbacks, facilitation payments, or other illegal payments for any purpose. Such illegal payments may include not only money, but also favors, costly entertainment, gifts, or anything of value to the recipient. All offers of or solicitations or demands for bribes and/or kickbacks must be expressly rejected. This provision prohibits bribes and kickbacks to government officials as well as representatives of private commercial entities.

- A bribe includes any payment, gift, promise or offer of money or anything of value, whether directly or indirectly through third parties, to any person or entity for purposes of corruptly or improperly influencing any act or decision of the recipient in his or her official capacity for the purpose of obtaining or retaining business or securing an improper advantage.
- A kickback is a particular form of bribe, which takes place when a person entrusted by an employer has responsibility for the granting of a benefit (e.g., awarding a contract) and does so in a way that secures a personal benefit or anything of value (typically in the form of a return of some amount of the transaction) without the authorization of his or her employer.
- A "facilitation or grease payment" is a small payment made to a government official in order to induce performance of a non-discretionary, routine governmental task, such as processing government paperwork. Examples of facilitation payments include small fees to receive police protection, mail pick-up, a stamp of an entry visa, or to have a telephone line installed or an application processed. Routine governmental action does not include a decision by a government official to award business to, or to continue business with, a company. Facilitation payments are illegal under the laws of most countries, including the United Kingdom's Bribery Act of 2010. As such, Omnicell's policy prohibits the payment of "facilitation" or "grease" payments. Any questions regarding whether a particular payment qualifies as a payment for a routine governmental action or is a "facilitation" or "grease" payment should be addressed to the Compliance Officer.

The applicable anti-corruption laws, including the U.S. FCPA, impose strict record keeping requirements on companies, requiring that all payments and disbursements be accurately recorded to ensure funds are not disbursed for corrupt purposes.

Violations of the applicable anti-corruption laws are punishable by fines and imprisonment.

All employees and other business partners that act on the Company's behalf are responsible for complying with all applicable laws and regulations governing corrupt payments in the countries in which they are conducting business. Neither the Company nor any employee may, directly or indirectly, violate or seek to evade the anti-corruption laws or regulations of any country in which Company business is performed.

Omnicell will also use its best efforts to ensure that third parties, such as suppliers, distributors and agents operating on our behalf, comply with these laws when doing business with the Company.

7. Political and Charitable Donations

Consistent with the Omnicell Giving and Matching Guidelines, neither the Company nor its employees may authorize, make, or reimburse any political donation on behalf of the Company or in connection with any Company business. Individual political donations, unrelated in any way to Company business, may be made by employees to the extent consistent with applicable laws and Company policies.

Neither the Company nor its employees may authorize, make, or reimburse any charitable contribution relating to the business of the Company unless it is

- In compliance with the Omnicell Giving and Matching Guidelines and all applicable policies;
- Reviewed by the Compliance Officer and external counsel (as needed) regarding potential compliance risks;
- Legal in the country in which it is made;
- Not made at the request or suggestion of a customer or government official (or an immediate family member or representative of a government official);
- Not made for the purpose of obtaining or retaining business or otherwise securing an improper advantage; and

- Properly recorded in the Company's books and records.

The Compliance Officer may require due diligence before any such charitable contributions may be made, e.g., to confirm that the recipient is a bona fide charitable organization.

8. Permissible Payments

Business Meals and Entertainment

Companies may pay reasonable and bona fide expenditures (including travel and lodging) incurred by or on behalf of a government official, if the payments are directly related to either (1) the promotion, demonstration or explanation of products or services or (2) the execution or performance of a contract with a government or agency thereof. However, any expenses must be reasonable and bona fide and directly relate to the promotion of Omnicell's products and services. In other words, any travel, lodging and meal expenses must be reasonable and necessary, not lavish or extravagant. For example, Omnicell does not authorize the payment of any travel or lodging for the spouse or children of any government official or other business partner nor does it permit any side trips by the government official or other business partner that are unrelated to the business purpose of any trip. Nor does Omnicell authorize first class travel, hotel accommodations at lavish resort hotels or meals at extravagant restaurants. In addition, any expenses for travel and lodging for any government official must be approved in advance by the Compliance Officer.

To help you determine if business meal and entertainment expenses are reasonable and customary, you should refer to the following guidelines:

- The purpose of these meals and entertainment should be to help maintain good working relationships and communication with these officials. No meals or entertainment should be provided to any government official in order to obtain or retain business, secure any improper advantage, direct business to any person or entity, or receive more favorable treatment of any type from a government agency.
- The total amount spent on these meals and entertainment should not be excessive or extravagant. Keep in mind that regardless of the amount spent, any meals or entertainment offered as a means of inducing a particular action by a government official or other business partner is in violation of the Code and this Policy.

- Reasonable care should also be taken to ensure that providing such meals and entertainment does not violate any local laws or the recipient's policies and procedures.
- All expense reports and invoices for any meals or entertainment must fairly and accurately describe the expense in reasonable detail, clearly reflecting the identities of the recipients, the amount of the expense, and the purpose of the expenses incurred.

Gifts

Generally neither Omnicell nor its employees or agents acting on its behalf should provide any gifts to government officials. This does not preclude the giving of gifts that are of nominal value (such as inexpensive items that carry Omnicell's logo like pens, coffee mugs, etc.), are for the purpose of maintaining goodwill towards Omnicell, are given in accordance with local laws, and are not being provided for the purpose of inducing any particular action by the recipient. Employees should not regularly provide even nominal gifts to the same recipient.

When in doubt about the applicability of this Policy, employees must contact the Compliance Officer with any questions as to whether any gifts, meals, entertainment, travel, promotional, or hospitality expenses are consistent with Company policies and procedures.

9. Questions And Reporting

You are strongly encouraged to ask any questions that you may have regarding the FCPA, any non- US anti-corruption regulation or an action that you feel might be in violation of the FCPA or other anti- corruption regulation. These questions should be directed to the Compliance Officer. Corey Manley is Omnicell's Compliance Officer, and he may be reached at (202) 460-8813 or corey.manley@omnicell.com. Alternatively, you may call our independent Compliance Hotline at (855) 726-6899. Employees may anonymously report concerns to the Compliance Hotline (855) 726-6899 (answered by professional personnel 24/7), via an anonymous [web reporting form](#), or regular U.S. mail to Corey Manley, Compliance Officer, Omnicell, Inc., 500 Cranberry Woods Dr., Cranberry Township, PA 16066 (USA). It is particularly important that you use your best judgment at all times and ask for advice from the Compliance Officer before taking any action that you feel could be a violation of these Anti- Corruption regulations. We encourage you to always err on the side of caution.

10. Reporting

If a co-worker or a third-party Agent is taking actions or is considering taking actions that are suspicious and that you think could be in violation of any Anti-Corruption regulation, it is your obligation to report this to the Compliance Officer pursuant to the Code. Keep in mind that you may have additional reporting obligations imposed by the Code or other Company policies.

The Company absolutely prohibits retaliation of any type or kind against any person who raises in good faith any questions or concerns, reports an actual or potential violation, or assists in an investigation under this Policy.

No employee will suffer demotion, penalty, or other adverse employment action as a result of refusing to pay bribes or kickbacks, even when the Company may lose business opportunities as a result.

No officer, director, manager, or supervisor may ask, pressure, require, or encourage any employee to violate this Policy. Obeying a superior's orders will not excuse any such violation.

11. Investigations

Any report regarding an actual or potential violation of this Policy will be investigated and documented by either the appropriate committee of the Board of Directors, Legal Department, or their designees, and appropriate disciplinary action will be taken based on the findings of such investigation. The Compliance Officer or designees shall be responsible for documenting the allegations, the investigative response and findings, analysis of the root cause of any misconduct, lessons learned, and remediation activity.

Employees contacted by the Legal Department, the appropriate committee of the Board of Directors, or other investigators, including outside service providers such as attorneys, forensic accountants, and/or private investigators, shall provide full cooperation and truthful responses to any related inquiries. Failure to cooperate and provide truthful responses will result in disciplinary action, up to and including termination of employment in some cases.

12. Prevention and Compliance

To assure that the Company and its employees are in compliance with this policy, the following steps must be undertaken:

- This Policy shall be provided to all employees and translated into local languages as necessary to ensure that it is understood. At the start of employment, employees shall receive and acknowledge receipt and understanding of this Policy during orientation. The Company will periodically issue written communications to employees to promote awareness of and engagement with this Policy.
- Periodically, employees, whose duties are likely to expose them to anti-corruption compliance risks – e.g., employees interacting with government officials – shall complete an employee compliance certification.
- An appropriate level of anti-corruption training will be provided to employees based on a risk assessment of job function.
- This Policy and any related compliance procedures shall be reviewed and updated from time to time in light of changes in the Company's business activities and changes in the applicable legal standards. The Compliance Officer and/or designees or representatives shall periodically perform high-level risk assessments and may conduct compliance testing of certain accounts, transactions, or international third-party relationships. This compliance testing and review shall be proportionate to the level of risk and may employ such tools as performance reviews, compliance interviews, completion of questionnaires, renewed certifications, forensic audits, and/or other commercially reasonable actions.
- Prior to entering into any mergers, acquisitions, affiliate agreements, joint ventures or similar transactions, the Company must complete commercially reasonable due diligence on the counterparty designed to determine the level and nature of anti-corruption risk posed by the transaction, including in particular the counterparty's relationships with third-party agents and foreign officials. The form and manner of the due diligence will be based on the proposed scope, size, and location of the transaction and shall be proportionate to the level of risk.

13. Ensuring That Third-Party Agents Comply With this Policy Concerning Anti-Corruption

As discussed above, the prohibitions of the FCPA, as well as many other anti-corruption regulations, include corrupt offers, promises and payments to government officials made by

agents or intermediaries on a company's behalf to improperly influence business decisions, including but not limited to suppliers and distributors. It is unlawful to make an offer, promise, or payment of anything of value through an agent, distributor, consultant, joint venture partner or other third party to secure an improper benefit with the knowledge that the ultimate beneficiary is a government official. Omnicell employees should be careful to avoid situations involving third parties that might lead to a violation of these regulations. In addition, before hiring any agent, distributor, consultant or other third party to represent Omnicell in any foreign country, the manager responsible for hiring the third party must notify the Compliance Officer and obtain approval.

Unless otherwise approved in writing by the Compliance Officer all contracts with agents, distributors, suppliers, consultants, and other third parties, all joint venture, partnership and shareholder contracts and all contracts for the acquisition of entities or business assets, to the extent such contracts or agreements pertain to business carried out or to be carried out in whole or in part outside the United States, shall contain anti-bribery provisions mandating compliance with the FCPA and all other applicable anti-bribery laws, including the third party's agreement to certify compliance on a regular basis and shall also include a copy of this Policy.

As stated above, we all need to use our best efforts to ensure that third parties do not violate anti-corruption regulations, including the FCPA. To do this, we expect that:

- No employee will ignore suspicious behavior by our third-party Agents. Instead, we expect that employees will promptly report suspicious behavior by third-party Agents to the Compliance Officer.
- No employee will authorize, permit or encourage any third-party Agent to make any payments to government officials for the purpose of securing or maintaining business. We expect that employees will not condone these payments and will refuse to do business with, and report to the Compliance Officer, any Agent who appears to be making these payments.

14. Books and Records

It is the responsibility of all Omnicell employees and agents to ensure that the Company's books and records accurately and fairly reflect the transactions in which Omnicell participates in

reasonable detail. Accordingly, any Omnicell employee or agent who participates in any transaction covered by this Policy shall take appropriate measures to ensure that the nature and amount of the transaction is accurately and fairly reflected in the Company's records. Additionally, all payments made on behalf of the Company must be supported by proper written documentation, including:

- A full and complete description of the services performed, products purchased, or liabilities paid;
- Approval from an appropriate level of management consistent with policies and procedures;
- The date of the transaction and the amount of payment;
- The nature of payment required or accepted and identification of the recipient;
- The terms and conditions of any settlements reached with a government official, government agency, commercial enterprise, or other instrumentality; and
- Any other contemporaneous documentation that will more fully support the payment being made.

All expenditures described above must also be in compliance with all other relevant Company policies.

No undisclosed or unrecorded Company accounts shall be established for any purpose.

False, artificial, misleading, or mischaracterized entries shall not be made in the books and records of the Company for any reason.

Any perceived failure of Omnicell's books and records to meet anti-corruption regulations or the FCPA's requirements, shall be reported to Omnicell's Compliance Officer who shall, as circumstances warrant, consult with Omnicell's Audit Committee in order to determine whether a possible violation exists, and, if so, the appropriate actions required.

15. Consequences of Noncompliance

Failure to comply with any aspect of this Policy or anti-corruption laws will be grounds for termination or other disciplinary action in line with the disciplinary process for the relevant

Omnicell site/country. In addition, employees and business partners violating the FCPA and/or local anti-corruption laws may also be fined and/or imprisoned. In addition, the Company may choose or be required to report violations to law enforcement or other regulatory agencies, and employees should be aware that individuals are held personally accountable under the applicable anti-corruption laws. For example, the FCPA includes both civil and criminal monetary penalties and imprisonment for individuals that violate the anti-bribery provisions of the act. The Company cannot reimburse any fine imposed on an individual.

Persons or entities who provide services to or on behalf of Omnicell should similarly expect to have their contracts terminated for cause if they violate anti-corruption laws. Omnicell will actively seek to recoup any losses it might suffer as a result of a violation of these laws from the individual or entity who carried out the prohibited activity.

16. Red Flags

It is the responsibility of all employees to ensure not just their own, but also the Company's compliance with this Policy. Certain situations arise which may indicate a potential violation of anti-corruption laws or this Policy that should act as a warning or red flag to our employees. For example, each of the following represents a potential red flag:

- Payments to persons outside the normal scope of business, such as requests for offshore payments, payments into unknown third-party or shell company bank accounts, requests for advance payments, cash payments or advances, unusual bonus payments, deep discounts or discounts significantly greater than market norms, and sharing commissions with third parties otherwise not involved in a given transaction or located in a country in which the work was not performed;
- Doing business with a partner who has a family or business relationship with a government official;
- Doing business with a partner who requests that its agreement with the Company be kept secret, or requests that its payments remain secret, or who refuses to identify its owners;
- A government customer who insists that the Company use a particular consultant or vendor;

- A business partner requests fees that are out of line with industry standards or submits inflated or inaccurate invoices, or refuses to submit details related to the work performed, or seeks payment in cash;
- A business partner requests exorbitant travel and entertainment expenses or gifts for government officials;
- A business partner's apparent lack of qualifications or resources to perform the services offered;
- A business partner has a poor reputation for ethics and integrity – e.g., a proposed business partner appears on a corruption or trade watchlist or has been the subject of allegations or investigations of illegal or corrupt conduct;
- A business partner requests authority to make agreements with third parties without the Company's approval; and
- Payments that are not recorded in the Company's records in a way that accurately reflects the nature of the payment.

If any of these red flags or others are identified, they should be reported to the Compliance Officer and further investigated and remediated before conducting further business with the third party business partner or customer involved.