



OMNICELL, INC.

CHARTER OF THE COMPENSATION COMMITTEE (AS APPROVED BY THE COMMITTEE ON JUNE 2, 2020)

The Charter of the Compensation Committee (the "*Committee*") of the Board of Directors (the "*Board*") of Omnicell, Inc. (the "*Company*") shall be as follows:

PURPOSE

The purpose of the Committee is to assist and support the Board in determining and reviewing the implementation of the Company's compensation philosophy, strategies and policies for executive officers and directors. The Committee shall have the primary responsibility for producing the report and disclosures required by the applicable rules and regulation of the Securities and Exchange Commission and other applicable regulatory bodies for inclusion in the Company's annual proxy statement, and shall discuss such reports and disclosures with management.

The Committee may take any and all actions which may be taken by the Board with respect to fixing the compensation level of officers and employees of the Company, including but not limited to the development of compensation policies that will attract and retain the highest quality executives, that will clearly articulate the relationship of corporate performance to executive compensation and that will reward executives for the Company's performance.

SELECTION OF COMPENSATION CONSULTANTS, LEGAL COUNSEL AND OTHER ADVISERS

The Committee shall have authority, in its sole discretion, to retain, or obtain, advice from a compensation consultant, internal or outside legal counsel, accounting or other advisers or consultants it deems necessary or appropriate in carrying out its duties, but only after taking into consideration the factors specified in NASDAQ Listing Rule 5605(d)(3) or any successor provision. However, nothing in this provision requires that any advisers be independent. The Committee need not conduct this independence assessment with respect to (a) in-house legal counsel; or (b) any adviser whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the adviser



and about which the adviser does not provide advice. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any advisers engaged for the purpose of advising the Committee, and such advisers shall report directly, and be accountable, to the Committee. The Committee shall have sole authority to approve the reasonable fees and the other terms and conditions of such engagement, including authority to terminate the engagement. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such adviser retained by the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any adviser or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

MEMBERSHIP

The membership of the Committee shall consist of at least two (2) members of the Board, each of whom is determined by the Board to satisfy the independence requirements of the Nasdaq Stock Market applicable to compensation committee members. In addition, a director may serve on the Committee only if he or she is a “Non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

Each Committee member shall be appointed by the Board on the recommendation of the Corporate Governance Committee and continue to be a member until his/her successor is elected and qualified or until his/her earlier resignation or removal by the Board. All Committee members shall be subject to removal at any time by a majority vote of the Board. The Board shall appoint on the recommendation of the Corporate Governance Committee one member to serve as Chair of the Committee on an annual basis. If the Board fails to appoint a Chair, the members of the Committee shall annually elect a Chair by majority vote.

DUTIES & RESPONSIBILITIES

In fulfilling its duties, the Committee shall have direct responsibility for the following functions:

- 1.** To review and approve the overall compensation philosophy for the Company’s executive officers and directors.



2. To review and approve, or recommend to the Board for approval, the adoption, amendment, and termination of stock option plans, stock appreciation rights plans, pension and profit sharing plans, restricted stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans, and other similar programs (“*Compensation Plans*”).

3. To the extent the Company’s employee benefit programs, or changes thereto, require Board approval, to review and approve such actions.

4. To oversee the Company’s compensation policies with respect to the recruitment of potential executive candidates and the contractual arrangements with new Company executives.

5. To review and determine the levels and types compensation to be paid to the Company’s executive officers, including (i) reviewing and approving corporate goals and objectives relevant to the compensation of such officers; and (ii) reviewing and approving the terms of any contractual arrangements with such officers.

6. To establish guidelines pursuant to which the Company shall administer the Compensation Plans with respect to stock options, restricted stock, restricted stock units or other equity awards granted thereunder.

7. To approve the grant of stock options, restricted stock, restricted stock units or other equity awards to eligible participants pursuant to the Company’s equity based Compensation Plans.

8. To prepare and discuss with management the Compensation Disclosure and Analysis section of the Company’s annual proxy or information statement, including the tabular presentations summarizing compensation and the related narrative discussions.

9. To prepare and sign the Committee report to be filed with the Company’s annual proxy or information statement which shall describe and explain the compensation policies applicable to the Company’s executive officers and directors.

10. To review and consider the results of any advisory stockholder vote on executive compensation.

11. To review the Company’s employee compensation practices and policies as they relate to risk management and risk-taking incentives to determine whether such compensation practices and policies are reasonably likely to have a material adverse effect on the Company.



12. Review and discuss with management, if appropriate, any conflicts of interest raised by the work of any compensation consultant, whether retained by the Committee or management, that had any role in determining or recommending the amount or form of executive or director compensation.

13. To maintain a record of minutes from the Committee meetings and activities to be distributed to the Board and appropriate Company officers.

14. To report to the Board on Committee recommendations and activities at such time as the Board requests.

15. To conduct an annual self-evaluation of the performance of the Committee and its members including their effectiveness and compliance with this Charter. The Committee shall also review and assess the adequacy of this Charter at least annually.

16. To review such other compensation matters as the Board may direct.

The Committee may establish and delegate authority to one or more subcommittees to carry out its responsibilities. The Committee may form and delegate authority to a committee composed solely of one or more employees of the Company to serve as an administrative and/or investment committee, with fiduciary responsibilities under the Employee Retirement Income Security Act of 1974 ("*ERISA*"), with respect to one or more Company plans that are subject to ERISA.

MEETINGS

The Committee shall hold regular meetings on at least a quarterly basis and additional meetings as the Committee deems appropriate. The Committee may hold meetings telephonically and take action by unanimous written consent. A majority of the members of the Committee shall constitute a quorum for a meeting of the Committee. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. Minutes of each meeting of the Committee shall be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company.

At the discretion of the Committee the executive officers of the Company may attend all or any portion of its meetings; *provided, however* that the officers of the Company, including the Chief Executive Officer, shall not be present at such portion of the meeting during which decision matters relating to their own compensation is discussed.