



OMNICELL, INC.
CHARTER OF THE MERGERS & ACQUISITIONS (M&A) COMMITTEE
(AS APPROVED BY THE BOARD OF DIRECTORS ON APRIL 6, 2021)

The Charter of the Mergers & Acquisitions (M&A) 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 discharging its responsibilities relating to the review, evaluation and approval of mergers, acquisitions, dispositions, investments in third-party businesses, joint ventures or similar transactions or arrangements (each, a “*Transaction*”) proposed by the Company’s management, as set forth herein.

The Committee is authorized to approve any Transaction in which the total consideration to be paid or received, including, in addition to the consideration to be paid or received at the closing of the Transaction, any earn-out payments, milestone payments, royalties, incentive compensation or other contingent payments, whether in cash, equity securities, other forms of equity interests or a combination thereof (the “*Total Consideration*”), does not exceed \$20,000,000, or such other limits as may be established by the Board from time to time. As previously approved by the Board, the Chief Executive Officer of the Company is authorized to solely approve any Transaction in which the Total Consideration does not exceed \$5,000,000 without further review or approval by or from the Committee or the Board.

With respect to any Transaction where the Total Consideration to be paid or received is greater than \$20,000,000, the Committee will review and evaluate the Transaction and then provide advice and a recommendation to the Board with respect to approval of such Transaction.

SELECTION OF CONSULTANTS, LEGAL COUNSEL AND OTHER ADVISERS

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of consultants, legal counsel or any other adviser as it deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall receive appropriate funding from the Company, as determined by the Committee or the Board, for any expense related to any external advisors in addition to any costs or expenses related to the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.

MEMBERSHIP

The membership of the Committee shall consist of at least three (3) members of the Board. Each of the Committee’s members shall have experience that, in the business judgment of the Board, would be helpful in addressing the matters delegated to the Committee.

The Board shall appoint the members of the Committee for such term or terms as the Board may determine 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 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. Review the Company's acquisition pipeline, Transaction strategies, candidate Transactions with the Company's management and the strategy and timing for executing Transactions.
2. Consider risks associated with the Company's merger & acquisition activities and the strategy and business models of Transaction candidates.
3. Authorize and approve Transactions by the Company in which the Total Consideration does not exceed \$20,000,000, or such other limit as may be established by the Board from time to time, subject to the authority of the Chief Executive Officer of the Company to solely approve any Transaction in which the Total Consideration does not exceed \$5,000,000 without further review or approval by or from the Committee or the Board.
4. Advise and make recommendations to the Board regarding Transaction strategies and candidate Transactions in which the Total Consideration would exceed \$20,000,000, or such other limit as may be established by the Board from time to time.
5. Advise and make recommendations to the Company's management regarding Transaction strategies and candidate Transactions for which management otherwise has the requisite authority to act; provided, that no recommendation will be necessary as a pre-approval for management to take such otherwise authorized action.
6. Periodically review the performance of completed Transactions with the Company's management in the manner the Committee deems necessary and appropriate.
7. Report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.
8. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of Nasdaq, the federal securities laws and such other requirements applicable to the Company as may be delegated to the Committee by the Board from time to time.
9. To maintain a record of minutes from the Committee meetings and activities to be distributed to the Board, appropriate members of the Company's management and other Company personnel.
10. To report to the Board on Committee recommendations and activities at such time as the Board requests.
11. To conduct a periodic, as determined by the Committee or the Board, 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 periodically as determined by the Board.

The Committee may establish and delegate authority to one or more subcommittees to carry out its responsibilities. The Committee shall have full access to all books, records, facilities, personnel and management of the Company as the Committee deems appropriate in order to assist with the execution of its duties and responsibilities as set forth in this Charter.

MEETINGS

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. 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, the Company's management, other Company personnel and Board, Committee or Company counsel, consultants or advisors may attend all or any portion of its meetings.