



OMNICELL, INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

(ADOPTED ON FEBRUARY 3, 2009)

PURPOSE AND POLICY

The Audit Committee (the “Committee”) shall provide assistance and guidance to the Board of Directors of the Company in fulfilling its oversight responsibilities to the Company’s stockholders with respect to the Company’s corporate accounting and financial reporting processes, the systems of internal control over financial reporting, the quality and integrity of the Company’s financial statements and reports and the independence and performance of the Company’s internal and external auditors. The policy of the Committee, in discharging these obligations, shall be to maintain and foster an open avenue of communication between the Committee and the independent registered public accounting firm or firms employed by the Company for the purpose of preparing or issuing an audit report or performing audit services; (the “Auditors”), the Company’s financial management and internal auditors.

COMPOSITION AND ORGANIZATION

The Committee shall consist of at least three (3) members of the Board of Directors. The members of the Committee shall satisfy the independence and financial literacy requirements of the Nasdaq Stock Market (“Nasdaq”). In particular, the Chairman of the Committee shall satisfy the applicable Nasdaq financial sophistication requirements as in effect from time to time. The members of the Committee shall be appointed by and serve at the discretion of the Board of Directors. Any vacancy occurring on the Committee shall be filled by the Board. The Chairman of the Committee shall be appointed by the Board.

The Committee shall hold at least four (4) regular meetings per year and additional meetings as the Committee deems appropriate. Minutes of each meeting of the Committee shall be prepared and the Committee shall make regular reports to the Board of Directors. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

AUTHORITY

The Committee shall have authority to appoint, determine compensation for, and at the expense of the Company, retain and oversee the Auditors as set forth in Section 10A(m)(2) of the Securities Exchange Act of 1934, as amended. The Committee shall have the authority to retain special legal, accounting or other consultants to advise the Committee. The Committee may request any officer or employee of the Company or the Company’s outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

RESPONSIBILITIES

The Committee shall oversee the Company’s financial reporting process on behalf of the Board of Directors, shall have direct responsibility for the appointment, compensation, retention and oversight of the work of the Auditors and any other registered public accounting firm engaged for the purpose of performing other review or attest services for the Company. The Auditors and each such other registered public accounting firm shall report directly and be accountable to the Committee. In fulfilling its responsibilities, the Committee believes that its functions and procedures should remain flexible in order to address changing conditions most effectively. To implement the policy of the Committee, the Committee shall, to the extent it deems necessary or appropriate under the circumstances:



- 1.** Prior to engagement of any prospective Auditors, to review a written disclosure by the prospective Auditors of all relationships between the prospective Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and to discuss with the prospective Auditors the potential effects of such relationships on the independence of the prospective Auditors, consistent with Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence* (“Rule 3526”), of the Public Company Accounting Oversight Board (United States) (the “PCAOB”).
- 2.** Review the engagement of the Auditors, including the scope, extent and procedures of the audit and the compensation to be paid therefor, and all other matters the Committee deems appropriate.
- 3.** Evaluate, together with the Board of Directors, the performance of the Auditors, assess the qualifications of the Auditors, and if so determined by the Committee, to recommend that the Board of Directors to replace the Auditors.
- 4.** At least annually, consistent with Rule 3526, to receive and review written disclosures from the Auditors delineating all relationships between the Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence and a letter from the Auditors affirming their independence, to consider and discuss with the Auditors any potential effects of any such relationships on the independence of the Auditors as well as any compensation or services that could affect the Auditors’ objectivity and independence, and to assess and otherwise take appropriate action to oversee the independence of the Auditors.
- 5.** Monitor the rotation of the partners of the Auditors on the Company’s audit engagement team as required by applicable laws and rules and consider periodically, and, if deemed appropriate, adopt a policy regarding rotation of auditing firms.
- 6.** To consider and, if deemed appropriate, adopt a policy regarding Committee pre-approval of employment by the Company of individuals employed or formerly employed by the Company’s Auditors and engaged on the Company’s account.
- 7.** Review the annual audited financial statements with management prior to the filing of the Company’s Form 10-K, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Company’s financial statements.
- 8.** Discuss with the Auditors the results of the annual audit, including the Auditors’ assessment of the quality, not just acceptability, of accounting principles, the reasonableness of significant financial reporting issues and judgments (including material changes in estimates), all known and likely misstatements identified during the audit (other than those the Auditors believe to be trivial), the nature of significant risks and exposures, the adequacy of the disclosures in the financial statements and any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB.
- 9.** At least annually, to discuss with the Auditors the matters required to be discussed by Statement on Auditing Standards No. 114, *The Auditor’s Communication with Those Charged with Governance*, as adopted by the PCAOB in Rule 3200T (including any successor rule adopted by the PCAOB).
- 10.** Review with management and the Auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures, if any, on the Company’s financial statements.
- 11.** Review with management and the Auditors the Company’s quarterly, financial statements prior to the filing of its Form 10-Q, including the results of the Auditors’ reviews of the quarterly financial statements.



- 12.** Evaluate the cooperation received by the Auditors during their audit examination, including any restrictions on the scope of their activities or access to required records, data, and information, significant disagreements with management and management's response, if any, whether or not resolved.
- 13.** Confer with the Auditors and senior management, as appropriate, regarding the scope, adequacy and effectiveness of internal control over financial reporting, including meeting periodically in separate executive sessions to discuss any matters that the Committee, the Auditors or senior management believe should be discussed privately with the Committee.
- 14.** To establish procedures, when and as required by applicable laws and rules, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- 15.** Approve the retention of the Auditors to perform any permissible non-audit service and the fee for such service.
- 16.** Investigate any matter brought to the attention of the Committee within the scope of its duties, with the power to retain outside counsel and a separate accounting firm for this purpose if, in the judgment of the Committee, such investigation or retention is necessary or appropriate.
- 17.** Prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
- 18.** Perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.
- 19.** Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. These are the responsibilities of management and the independent auditor.