



OMNICELL, INC.
CHARTER OF THE AUDIT COMMITTEE
(AS APPROVED BY THE BOARD OF DIRECTORS ON AUGUST 12, 2021)

The Charter of the Audit 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 fulfilling its oversight responsibilities to the Company’s stockholders with respect to the Company’s corporate accounting and financial reporting processes, the audit of the Company’s financial statements, 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, the Company’s financial management, internal auditors, 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 in connection with the Company’s financial statements (“**Auditors**”).

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 Auditors.

SELECTION OF AUDITORS, CONSULTANTS, LEGAL COUNSEL, AND OTHER ADVISERS

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 “**Exchange Act**”). 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 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 Committee shall receive appropriate funding from the Company, as determined by the Committee or the Board, for any expense related to the Auditors and 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. The members of the Committee shall be determined by the Board to satisfy the independence and financial literacy requirements of the NASDAQ Stock Market and the Exchange Act. The Chairman of the Committee shall meet the requirements of an “Audit Committee Financial Expert,” as such term is defined in Regulation S-K promulgated under the Exchange Act.



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 and responsibilities, the Committee shall have direct responsibility for the following functions:

1. Oversee the Company's financial reporting process on behalf of the Board, with direct responsibility for the appointment, compensation, retention, and oversight of the work of the Auditors. The Auditors shall report directly and be accountable to the Committee.
2. Prior to engagement of any prospective Auditors, 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 discuss with the prospective Auditors the potential effects of such relationships on the independence of the prospective Auditors, consistent with the rules of the Public Company Accounting Oversight Board (United States) (the "**PCAOB**").
3. Evaluate, together with the Board, the performance of the Auditors, assess the qualifications of the Auditors, and if so determined by the Committee, recommend that the Board replace the Auditors.
4. Obtain and review, at least annually, a report by the Auditors describing: (i) the Auditor's internal quality control procedures; (ii) any material issues raised by the most recent internal quality control review, or peer review, of the Auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Auditors; (iii) any steps taken to deal with any such issues; (iv) all relationships between the Auditors and the Company; and (v) any other information pertaining to the independence of the Auditors. Discuss with the Auditors any issues or relationships disclosed in such report that, in the judgment of the Committee, may have an impact on the competence or independence of the Auditors.
5. Obtain and review annually, prior to the completion of the annual audit, a report from the Auditors describing: (i) all critical accounting policies and practices to be reflected in the annual audit; (ii) (a) all alternative treatments of financial information within generally accepted accounting principles for policies and procedures related to material items that have been discussed with management, (b) ramifications of the use of such alternative disclosures and treatments, and (c) the treatment preferred by the Auditors; and (iii) other material written communications between the Auditors and management, such as any management letter or schedule of unadjusted differences. Review any reports on such topics or similar topics prepared by management. Discuss with the Auditors any material issues raised in such reports.



6. Review and discuss with the Auditors the matters required to be discussed by the applicable requirements of the PCAOB and the Securities and Exchange Commission.
7. Monitor the rotation of the lead 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.
8. 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.
9. Review and approve any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) in accordance with the Company's related person transaction approval policy.
10. Review and discuss with the Auditors any critical audit matter ("**CAM**") addressed in the audit of the Company's financial statements and the relevant financial statement accounts and disclosures that relate to each CAM.
11. 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.
12. Review with the Auditors and management the extent to which changes or improvements in financial or accounting practices and internal controls that were previously reviewed and/or approved by the Committee have been implemented.
13. 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.
14. 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.
15. 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.
16. Discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies.
17. Review and assess the annual internal audit plan, the process used to develop the plan, and the status of activities, significant findings, recommendations and management's response. Provide oversight of the internal audit, including by reviewing and discussing with management reports and other communications prepared by the internal auditors.



18. 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.
19. 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.
20. 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.
21. Approve the retention of the Auditors to perform any permissible non-audit service and the fee for such service.
22. Review periodically with the Company's General Counsel, or appropriate delegates, the Company's compliance with legal and regulatory requirements.
23. Regularly review and discuss with management, no less than annually, the Company's enterprise risk assessment and key enterprise risks, including major litigation and financial risks as well as information security and technology risks (including cybersecurity). Periodically review the steps management has taken to monitor and control such risk exposures, including the risk assessment and risk management policies and procedures.
24. Prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual report or proxy statement.
25. Maintain a record of minutes from the Committee meetings and activities to be distributed to the Board and appropriate Company personnel.
26. Report to the Board on Committee recommendations and activities at such time as the Board requests.
27. 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.
28. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of the NASDAQ Stock Market, 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 or required under the provisions of any compensation or benefit plan maintained by the Company.

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 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 and each unanimous written consent to action taken without a meeting of the Committee shall be kept in the Company's records 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.