



OMNICELL, INC.

CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE (AS APPROVED BY THE BOARD OF DIRECTORS ON AUGUST 12, 2021)

The Charter of the Corporate Governance 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 administering and overseeing all aspects of the Company’s corporate governance functions on behalf of the Board. The Committee shall have the primary responsibility for making recommendations to the Board regarding corporate governance issues and assessing the performance of the Board, including Board committees and individual Board members.

The Committee shall also identify, review, and evaluate candidates to serve as directors of the Company and serve as a focal point for communication between such candidates, non-committee directors, and the Company’s management. The Committee is further authorized to recommend such candidates to the Board, determine whether existing directors should be re-nominated, and institute a plan or program for the orientation and continuing education of directors, as appropriate. The Committee shall make such other recommendations to the Board regarding affairs relating to the directors of the Company as the Committee deems appropriate.

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 whom is determined by the Board to satisfy the independence requirements of the NASDAQ Stock Market (“**NASDAQ**”).

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. *Director Nominations* – The Committee has the primary responsibility for establishing criteria for Board membership and identifying, evaluating, reviewing and recommending qualified candidates to serve on the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements.

The Committee shall also have the primary responsibility for evaluating, reviewing, and considering the recommendation for nomination of current directors for reelection to the Board as well as monitoring the size of the Board. The selection of nominees for director to be presented to the stockholders for election or reelection, and the selection of new directors to fill vacancies and newly created directorships on the Board, shall be made by the full Board based on the recommendations of the Committee.

The Committee shall also consider potential director candidates recommended by the Company's management and stockholders in the same manner as nominees identified by the Committee.

2. *Board Assessment* – Provide oversight of an annual self-evaluation process to determine whether the Board and its committees and individual directors are functioning effectively and report the results of the self-evaluation process to the Board.
3. *Independence Assessment* - The Committee shall consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management within the meaning prescribed by NASDAQ. The results of such reviews shall be provided to the Board for further discussion as appropriate.
4. *Board Committee Nominations* – The Committee, after due consideration of the wishes, independence, and experience of the individual directors, in accordance with the independence and experience requirements of NASDAQ, the rules and regulations of the Securities and Exchange Commission, and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.
5. *Director Orientation and Continuing Education* – The Committee shall also oversee the orientation of new directors and continuing education of all directors.
6. *Corporate Governance Principles* – The Committee shall develop a set of corporate governance principles to be applicable to the Company, shall periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration. Further, at its discretion, the Committee will periodically review the Company's Code of Conduct and the Company policy statements to determine their adherence to prevailing business ethics.
7. *Management Succession* – The Committee shall periodically review with the Chief Executive Officer the plans for succession to the offices of the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

8. *Indemnification and Insurance* – The Committee shall make recommendations in connection with directors' and officers' indemnification and insurance matters. The Committee shall also review and approve, or recommend to the Board for approval, the binding of directors' and officers' insurance policies.
9. *Corporate Responsibility* – Oversee the Company's environmental, sustainability, and governance efforts and progress.
10. *Self-Assessment* – The Committee shall review, discuss, and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this charter, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.
11. *Other Duties and Responsibilities* –
 - a. Maintain a record of minutes from the Committee meetings and activities to be distributed to the Board and appropriate Company personnel.
 - b. Report to the Board on Committee recommendations and activities at such time as the Board requests.
 - c. 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 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.