



Omnnicell, Inc.

Code of Conduct

Greetings from Omnicell's Founder

It is my pleasure to welcome you to Omnicell. Our company is transforming healthcare through technology and innovation, and we are recognized throughout the industry for our creativity, hard work, quality products, and excellent service to our customers.

This success worldwide is due to the spirit and efforts of every employee. That's why I encourage you to challenge yourself on every task here—and to contribute your ideas on how we can improve and develop our company. We are a team. Your efforts, regardless of your position, will have a significant impact on our overall success.

Our success is also a reflection of our Core Values. These are the beliefs and behaviors that shape our company and guide every employee's decisions. Please take time to study these values, listed on the following page, and discuss with your manager how they are lived out in your department and in your position.

I'm also sharing our Code of Conduct, which explains Omnicell's expectations for legal and ethical behavior on the part of every employee. This Code, along with our policies and procedures, will give you guidance about situations that may challenge us in our business dealings. The bottom line: We do not compromise our core values to achieve business objectives.

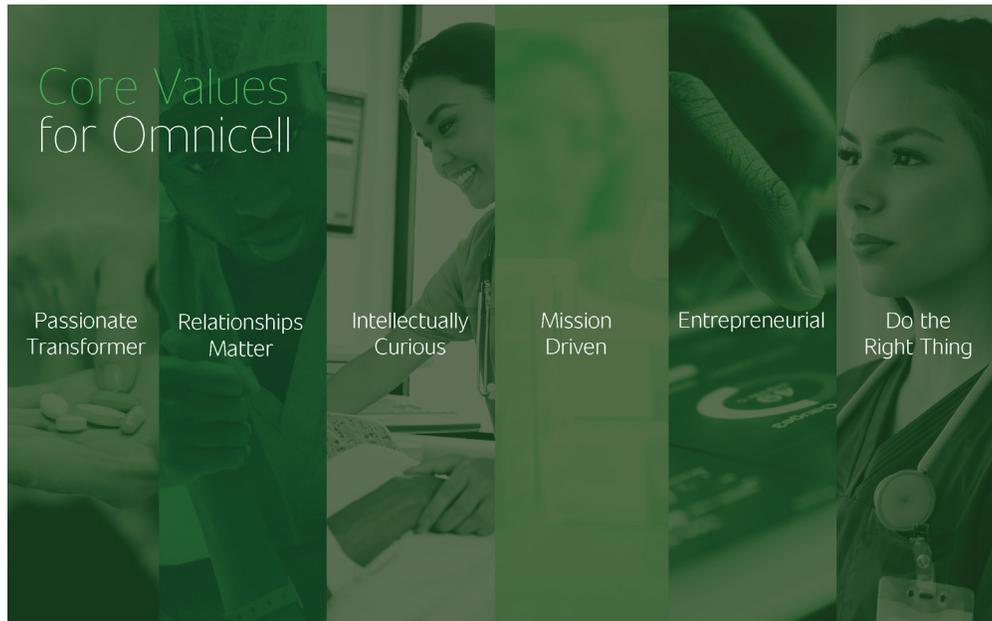
This Code is a living document—subject to change over time as business requirements, laws, and regulations change. If you have any questions, please do not hesitate to ask your manager or contact the Compliance Department.

Congratulations on joining Omnicell. I sincerely hope that you enjoy being part of our team and making a real difference in healthcare.

Randall A. Lipps
Chairman, President, CEO & Founder



Our Code of Conduct – Putting Core Values into Practice



Our Code of Conduct provides guidelines for how to interact with each other, our customers, our business partners and the public. Our Code cannot cover every situation that may arise, so please always keep in mind its basic premise – everything we do in connection with our work at Omnicell should be in accordance with the highest standards of integrity, honesty and ethical business conduct.

We expect everyone at Omnicell to know and follow our Code. It applies to all Omnicell directors, officers and employees, as well as others working on Omnicell's behalf (such as contractors and consultants). Violations can result in discipline up to and including termination. You should also be familiar and comply with the [Employee Handbook](#), as well as our company policies, including those referred to in this Code and others that are applicable to your job (which are posted on our internal website).

Seek guidance, ask questions and raise concerns if you are unsure how to act in a given situation. Contact compliance@omnicell.com

Do the Right Thing in Our Business Dealings

Compete Fairly

We believe in fair and open competition. While we're happy when we are a "passionate transformer," with a relentless ability to get it done well, we won't compromise our core values. We always deal fairly with our customers, suppliers, business partners, competitors and employees, and we always respect their rights.

We take pride in executing our business with the highest degree of integrity.

Prevent Bribery

We will not tolerate bribery of any kind. This applies to your dealings with government officials and non-government customers, suppliers or partners. You should never (directly or indirectly) offer, provide, solicit or accept anything of value (including payments, gifts or entertainment) in order to get or keep business or favorable treatment for Omnicell or third parties. Secret commissions, hidden gratuities or other payments to agents or employee of customers, prospective customers, suppliers, distributors or government agents intended to secure an improper business advantage are likewise prohibited. Because Omnicell may also be held responsible for the acts of our business partners, agents and representatives, these third parties may never offer or accept bribes on our behalf.

Please be particularly cautious when interacting with government officials or others connected to a government. Under various regulations and laws around the world, including the Foreign Corrupt Practices Act, giving or receiving anything of value to a government official or accepting anything of value from an agent to get or keep business or favorable treatment could result in significant penalties for Omnicell and criminal charges for individuals. Make sure you are familiar with our [Policy Concerning Anti-Corruption](#).

Gifts and Entertainment

Always be careful about giving or receiving gifts, entertainment or other business courtesies. These situations can create conflicts of interest or potentially be perceived as bribes.

When it comes to government officials, consult our Policy Concerning Anti-Corruption before extending any business courtesies. Carefully follow the limits described there, and obtain any required pre-approvals.

It is generally okay to offer, provide or accept gifts, entertainment or other conventional courtesies in the ordinary course of business with non-government customers, distributors, suppliers or partners – so long as the criteria below are met. This includes things like business meals, entertainment events, office items and company-branded swag.

- Items that are intended for the personal benefit of healthcare professionals, but do not serve the needs of the hospital or enhance the practice of healthcare, are discouraged.
- As a rule of thumb, such a payment or gift may be given or received if ALL of the following conditions are met:
 - The payment or gift is not in violation of any applicable law, or of any regulation or policy applicable to the recipient;
 - The payment or gift is given or received as a courtesy to build up goodwill, rather than to secure or reward certain favorable action;
 - The payment or gift is correctly entered on our books and records (if required by generally accepted accounting principles);

- The payment or gift is generally considered reasonable for the company, market, and country where the recipient is located*; AND
- If the facts surrounding the payment or gift were to be publicly disclosed, it would not embarrass Omnicell in any way.

We may revise this guidance to include spending limits. If we do, we will send a notice to all employees and post it on our internal website.

- Such payments or gifts that are outside the ordinary course of business or exceed what would be considered reasonable are subject to the following additional scrutiny:
 - Employees should seek approval from the manager and vice president they report to;
 - Directors and senior directors should seek approval from the vice president they report to;
 - Vice presidents and other members of the Executive Staff should seek approval from the Chief Legal and Administrative Officer; and
 - Executive Staff members may choose to consult with the Audit Committee of the Board of Directors in certain circumstances, such as referring a family member or friend for employment or consulting opportunities with the company.
- In all instances, follow our guidelines for gifts and entertainment, or ask for help from the Compliance or Legal Departments when choosing to provide gifts or entertainment to our business partners.

Gifts/Entertainment Guidelines

 <p>Normally Acceptable Consider seeking approval if there are unusual circumstances</p>	 <p>Think Carefully! Think twice and seek approval from the Legal or Compliance departments</p>	 <p>Unacceptable Keep out of these situations!</p>
<ul style="list-style-type: none"> ■ Tickets to normal sporting and cultural activities (such as a golf outing, city tour, etc.) provided there are no potential "quid pro quo" obligations created or inferred and the receiver is not bound by stricter guidelines than Omnicell guidelines ■ A working meal or a social dinner reflecting the client/business partner relationship with Omnicell ■ Shared transport for moderate distances (e.g. rideshare to airport) ■ Professional events (e.g. trade show reception) where the participants' employer pays for travel and hotel 	<ul style="list-style-type: none"> ■ Excessive trips, events and/or accommodations with very little professional content, where someone other than the employer pays the expenses ■ The payment of expenses for public servants 	<ul style="list-style-type: none"> ■ All entertainment, events, trips or accommodations that are provided in order to influence a decision, negotiation or purchase ■ Professional events where travel and/or accommodation are paid for by others ■ The payment of personal expenses or a direct cash payment

Before Giving a Gift or Hospitality, Ask Yourself:

- Is the expense within the limits set out in Omnicell's gifts and entertainment policy? If not, have I received approval from a senior manager or executive?
- Is the gift or entertainment I'm offering appropriate for the rank of my client's representative(s)?
- Have I determined whether or not the clients are entitled to receive this gift or hospitality under the laws of their country and their company policies?
- Is it possible for me to pay the vendor (e.g. airline, hotel) directly? If not, is it possible to get an invoice?
- Am I sure the gift cannot easily be converted to cash?

A "No" response to any of the above should prompt a call to the [Legal or Compliance departments](#).

Comply with Laws

It's simple – we respect and obey the law, in letter and in spirit. We are committed to following the applicable laws and regulations of the countries where we do business. If you find that local law conflicts with this Code or any of our policies, always follow the law and discuss the perceived conflict with your manager or the Compliance or Legal department. We discuss various legal obligations through this Code. In addition, please note the following:

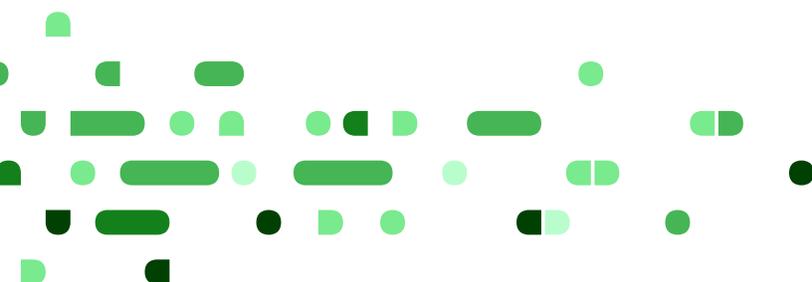
- **Competition.** We believe in lawful competition, and do not engage in activities that might limit competition in the marketplace or violate antitrust laws. For example, you should not enter into any arrangement with a competitor affecting pricing or marketing policies or obtain competitive information through improper means. Please see our [Policies and Procedures Regarding Treatment of Confidential Information](#) for guidance on receiving competitive pricing information from third parties.
- **International Trade.** We are committed to complying with applicable international trade laws and regulations. These laws govern the import and export of our products, services and technologies to and from the U.S. and other countries, and they prohibit certain transactions and dealings with sanctioned countries and restricted parties.

Environmental, Health and Safety

We are committed to continually reducing our environmental footprint, and to providing employees and contractors with a safe and healthy workplace. This includes complying with applicable health and safety laws and regulations. We each have a duty to act responsibly toward each other and the environment. We also have a duty to reduce waste and help ensure that our products, services and business operations comply with applicable environmental, health and safety laws and regulations. Additional guidelines related to our environmental, health and safety program relevant to your location are posted on our internal website. Please review and follow these guidelines.

Marketing Our Products

At Omnicell, we do not promote uses of our products that are not included in the applicable marketing literature. We promote only those uses for which we have data to support safety and efficacy. As a result, you may not market non-approved uses or instruct customers on methods of using our products for non-approved uses or in a manner that would violate applicable law. Please contact the Compliance or Legal department if you need more information to help ensure that you provide services on behalf of Omnicell in an ethical and legal manner.



Relationships Matter

Relationships with our customers and our colleagues are important to us. We are people who care. We value the whole person, and not just the work person.

Respect in Our Workplace

We respect each other not just to do the right thing – but so we can reach our full potential.

At Omnicell, we strive to create and maintain a positive, supportive, inclusive and diverse work environment. Our different backgrounds, education, culture and experience all contribute to the advancement of the company.

As an equal opportunity employer, we prohibit discrimination on the basis of any protected characteristic and make employment decisions (including hiring, promotions and compensation) on the basis of merit. In addition, we are committed to providing a work environment free from harassment, intimidation and threats or acts of violence. Any harassment based on a protected characteristic in violation of our company policies will not be tolerated. This applies not only to employees but also to individuals who may have contact with employees (such as vendors, customers, and independent contractors).

For additional details, including guidance on what to do if you believe you've observed or been subjected to discrimination, harassment, intimidation or threats or acts of violence, in violation of Omnicell's policies, please refer to the following:

- Employee Handbook relevant to your location
- Equal Employment Opportunity Policy
- Harassment Prevention Policy
- Workplace Violence/Bullying Policy

Avoid Conflicts of Interest

You have an obligation to do what's best for Omnicell. That includes an obligation to avoid any interest, influence or relationship that might create a conflict of interest. A conflict of interest may occur when your personal interest interferes in any way – or even appears to interfere – with the interests of Omnicell as a whole. Such conflicts may make it difficult to perform your work for Omnicell objectively and effectively.

Because it is not possible to describe every situation in which a conflict of interest may arise, employees should follow the basic rule: Don't get involved in a situation that creates a conflict of interest (or even the appearance of a conflict) – these situations include (but are not limited to) the following:



- **Investments.** Avoid making any investment or association that interferes, or appears to interfere, with the independent exercise of your judgment in the best interests of Omnicell. For example, you should not directly or indirectly, through family members or otherwise, own stock or have any other interest in any of Omnicell's competitors, customers, suppliers, licensees, licensors, distributors or others with whom Omnicell has business relationships. That being said, ownership of less than 5% of the outstanding securities of a publicly traded company is permitted and need not be disclosed. For further guidance, please refer to the Conflicts of Interest section in the Employee Handbook.
- **Gifts and Courtesies.** You should not accept directly, or through family members or otherwise, any gifts, payments, fees, services, valuable privileges, loans (other than conventional loans from lending institutions), other favors or things of value from any person or business enterprise that does, or seeks to do, business with Omnicell or is a competitor of Omnicell, except in accordance with our Gifts and Entertainment guidelines above.
- **Inside Information.** You may not use or disclose to others for their personal benefit, or for the benefit of others, any confidential information that you have access to by reason of your employment by Omnicell. You also may not use for individual benefit – or make unauthorized disclosures to others – any information regarding Omnicell's business activities that has not otherwise been publicly disclosed. This includes using such information, or permitting it to be used by others to profit from or reduce losses on the purchase or sale of Omnicell stock. Please see our more detailed Policy Against Trading on the Basis of Inside Information, Trading in Securities by Covered Persons, and Corporate Disclosure/Regulation FD Policy.
- **Outside Employment.** A manager may not serve on the board of directors, in a management capacity, or as a consultant to any other for-profit business enterprise without prior approval from the Compliance Department; such approval is not to be unreasonably withheld. The circumstances of the proposed engagement should be fully disclosed to the Compliance department so it can determine whether a conflict of interest exists, as described in the Employee Handbook. Please contact the Compliance department by email with a description of the outside employment to compliance@omnicell.com.

Business Relationships with Family Members or Relatives. Your family members or other relatives may work for, or have business relationships with, Omnicell. If they do, you should follow these rules:

- You should not supervise or be involved in the hiring or promotion, compensation, work assignments or performance evaluation of a family member or relative who works for Omnicell.
- You must disclose and refer to your manager any decision in your area of responsibility that affects Omnicell's business relationship with an entity or person employing a family member or relative.
- You should not disclose confidential information to or accept confidential information from a family member or relative.
- If there is a business need, employees should seek approval from the Compliance department; vice presidents and executives should seek approval from the Chief Legal and Administrative Officer.

Any exceptions to the above potential conflicts of interest are subject to prior approval by the Compliance department.

Duty to Disclose. Employees have an obligation to disclose potential and/or actual conflicts of interest. See the guidelines below under Voicing Concerns.

Be Entrepreneurial

Be passionate about creating real value for the customer in every interaction. It's in our DNA, how we started and important to continue moving forward. Be courageous and adept at solving problems. Be willing to take smart risks, but always while Doing the Right Thing.

Corporate Opportunities

Employees, including officers and directors may not compete with Omnicell, or take for personal gain those opportunities that are discovered through the use of Omnicell property, information or position during an existing employment relationship with Omnicell, or while receiving compensation from Omnicell. These individuals owe a duty to Omnicell to advance the company's legitimate interests when the opportunity to do so arises.

Political Contributions

Omnicell will not contribute to political parties, committees, or candidates for office or solicit political contributions from our employees. While we encourage employees to participate in the political process on their own behalf, you may not make political contributions on behalf of Omnicell (e.g., using Omnicell funds, time, facilities, or assets). Any exceptions must be pre-approved by the Chief Legal and Administrative Officer.

Safeguard Our Assets and Information Resources

We each have a responsibility to safeguard Omnicell's assets and help ensure that they are used properly and efficiently. Be mindful of waste and carelessness. If you suspect fraud or theft, report it immediately. Theft, carelessness and waste have a direct impact on our profitability.

All company assets should be used only for legitimate business purposes, and generally should not be used for personal benefit except as provided for in our Acceptable Use Policy. Please read and follow our Acceptable Use Policy and our Mobile Device Procurement and General Use Policy. These policies provide guidance for your use of computer and communications equipment provided by Omnicell. They include how to properly use electronic communications and social media consistent with company policy and our legal obligations (such as those related to the protection of personal and protected health information). Employees must comply with Omnicell's HIPAA Policy & Guidelines and Omnicell Privacy Policies at all times.

Be Entrepreneurial

Safeguard Our Information and Our Customers' Information

One of our most important assets is our confidential information. In the course of our jobs, we are also entrusted with confidential information about our customers, suppliers and partners. We are all responsible for using good judgment and taking appropriate measures to maintain the confidentiality of this information and protect it from inappropriate use or disclosure. Remember, personal data, information, or electronic communications created or stored on company computers or other electronic media such as hand-held devices (cell phones, in particular) are subject to company policies and review for lawful business purposes. Records of your electronic communications may be accessed, made and used for a variety of reasons, and may be subject to monitoring or auditing at any time and without advance notice, as required by law, and as further outlined in [Omnicell Privacy Policies](#). Keep this in mind and exercise care when you use company electronic media for personal purposes. Please read and follow our more detailed [Policies and Procedures Regarding Treatment of Confidential Information](#) and the [Acceptable Use Policy](#).

Safeguard Privacy

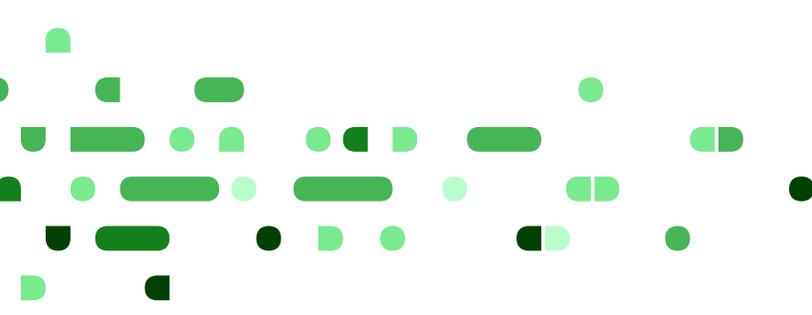
Some of the most critical pieces of information that we are entrusted with are Personally Identifiable Information ("PII"), Protected Health Information ("PHI"), and "Sensitive Information." We must ensure we take heightened precautions when entrusted with these types of information while performing our work on behalf of others, as well as undertaking obligations with our own employees. State, federal, and international regulations apply to our handling of these types of information. Please read and follow our more detailed [Omnicell Privacy Policies](#) on the Omnicell intranet.

Communicating with External Parties

We are committed to promoting our products and services honestly and educating our customers about the appropriate use of our products. External communications should be clear, accurate, and truthful when representing the quality, features, or potential hazards of our products. Employees should also avoid making false statements about our competitors.

Follow these guidelines when communicating with external parties:

- Only use substantiated claims in advertising, marketing or sales materials.
Include product use instructions and warnings that are clear and easy for the end user to understand.
- Ensure products are labeled appropriately and in accordance with any legal, regulatory or contractual requirements.
- Differentiate our company from our competitors based only on factual comparisons.
- Refer any legal, regulatory, or investment/shareholder inquiries to our [Corporate Communications](#) department



We Are Mission Driven

We are a ferocious steward of customer experience. We have the passion, desire, humility, and drive to solve a problem that impacts millions. We are a continual problem solver and have the passion to do what it takes. Our shareholders and our customers depend on us to protect their rights and interests.

Public Disclosure

As a public company, Omnicell must comply with certain obligations imposed by federal securities laws regarding disclosure of information to the public. Premature, selective or otherwise unauthorized disclosure of internal or non-public information relating to Omnicell could adversely affect our ability to comply with these obligations, cause competitive harm, and in some cases result in liability for Omnicell. You should not disclose internal or non-public information, material or otherwise, about Omnicell to anyone outside Omnicell, unless you're authorized to do so by the company. In general, before making any external communication or disclosure, you should consult our [Corporate Disclosure / Regulation FD Policy](#).

Integrity of Records and Reporting

We are committed to maintaining accurate financial and other business records and making truthful public disclosures. We do this not only because it is required by law and because we owe it to our shareholders and the investing public, but because it enables us to make sound business decisions. When we refer to "business records," we mean the documents, whether in paper or electronic form, that we create as part of our work at Omnicell. This covers a wide variety of information, including accounting ledgers, expense reports, time cards, invoices, gifts and entertainment expenses, purchase orders, contracts, and transaction documents.

We should all help ensure that our business records contain accurate and honest information that reflects the truth of the underlying transactions or events. Follow these guidelines:

Do:	Do Not:
<ul style="list-style-type: none"> ■ Make sure all information and business records you prepare, process or approve are accurate and complete ■ Cooperate fully with our internal and external auditors – be open and honest with them ■ Follow accepted accounting practices and our internal controls and procedures, even if you think bypassing them would be harmless or save time ■ If you are called upon to provide information for our public reports or otherwise help assure that they are complete, fair and accurate – take this responsibility seriously ■ Incur and submit travel and other business expenses in accordance with our travel and expense policies and guidelines ■ Retain records in accordance with our Records Retention Policy 	<ul style="list-style-type: none"> ■ Falsify a record or try to hide the true nature of a transaction or event, including gifts and entertainment ■ Sign or approve a record if you have reason to believe it is false, including expense reports ■ Deliberately enter incorrect or misleading accounting entries or transaction documents ■ Conceal information from our internal or external auditors ■ Establish or maintain for any purpose any Omnicell bank account, fund, or asset that is not properly recorded on our books ■ Engage in or allow intentional overbilling by or of Omnicell and subsequent rebates (other than through bona fide pricing adjustments paid lawfully)

Voicing Concerns

We need your help to uphold the standards contained in our Code.

Please report violations or suspected violations of our Code, other company policies or any law or regulation.

Our Code cannot cover every situation that you might encounter. If you are unsure how to act in a given situation or otherwise have questions about our Code or other company policies, seek guidance and ask questions. Any employee, regardless of level or seniority, is subject to discipline, including termination, for violations of this Code and/or our policies referenced on our internal website, including the Employee Handbook.

Any waiver of the Code for directors and executive officers may be granted only if consistent with legal regulations of the country the waiver applies to. Such waivers must be approved by the Board of Directors or a committee of the Board. We will disclose such waivers publicly, to the extent required and/or permitted by applicable laws, rules and regulations.

Follow These FAQs:

Q: How do I report violations or suspected violations?

A: Reports can be made through several channels:

- First, raise compliance issues with your manager.
- Alternatively, you may also make a report to our [Compliance department](#). You can contact them and ask that your identity be kept confidential (insofar as possible)** or contact them anonymously.
- Finally, you may make reports toll-free via our Compliance Hotline 24 hours a day, seven days a week, in your native language. You can contact them and ask that your identity be kept confidential (insofar as possible)** or contact them anonymously. You may use any of these channels:
 - Phone (855) 726-6899*
 - Email: Use the Compliance email box at whistleblower@omnicell.com
 - Web: Use the form located at <https://secure.ethicspoint.com/domain/media/en/gui/39129/index.html>
 - Mail: Send mail to Compliance, Omnicell Inc., 500 Cranberry Woods Dr., Cranberry Township, PA 16066
 - By sending an email inquiry to compliance@omnicell.com

*A country code may be required to dial this number from outside the United States or Canada.

**Certain countries discourage the use of anonymous reporting, and prohibit anonymous reporting except in grave or exceptional circumstances outlined by law.

Q: How are reports handled?

A: We will investigate.

- Upon receiving a report of an alleged violation, our Compliance department will conduct a prompt and thorough investigation, as applicable to the circumstances.
- Our Compliance department will report non-confidential findings to the individual alleging wrongdoing and to Omnicell management, if appropriate. Privacy concerns may preclude dissemination of the findings.

Q: If I make a report, will I get in trouble?

A: No.

- If you report potential compliance violations in good faith, you will not be subjected to retaliation or retribution of any kind. This is true even if the facts subsequently prove to be inaccurate or do not give rise to any further action.
- Any Omnicell supervisor, manager, or employee who conducts or condones retaliation or retribution will be subject to discipline, including discharge. If you feel that you have been retaliated against, please contact the Human Resources department immediately.

Q: What if I have questions about the Code or how to act in a particular situation?

A: Reach out. We are here to help.

- Seek guidance from the Compliance or Legal Department.
- Always feel free to talk to supervisors, managers, or other appropriate personnel.

Do the Right Thing – It's easy when you have some guidance along the way.

Act with Integrity at all times, **Speak Up** when you think something's not right, ask for help when you're not sure! It's easy and simple to **Do the Right Thing** – it's just a phone call, or a click, away. You can safely report any concerns or get additional help to Do the Right Thing by contacting these resources:
Anonymous Hotline – online @ <https://omnicell.ethicspoint.com> or toll free (855) 726-6899*
Via internal email – compliance@omnicell.com or whistleblower@Omnicell.com
By mail to Omnicell Compliance, Omnicell Inc., 500 Cranberry Woods Dr., Cranberry Township, PA 16066

*Dialing from outside the US and Canada may require dialing a country access code first.